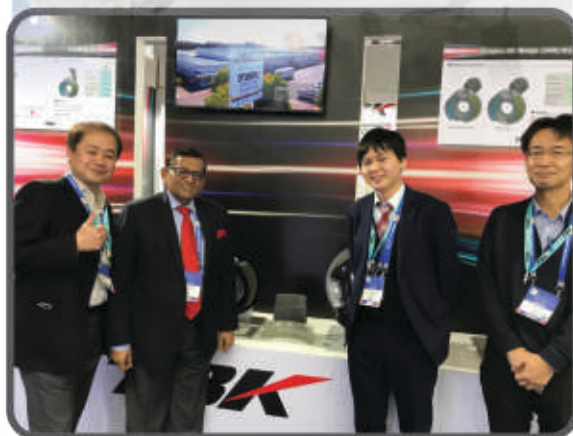




ANNUAL REPORT 2019-2020



15th AUTO EXPO 2020 **COMPONENTS**



HCL participated in 15th Auto Expo 2020, the largest Auto Fair of Asia held at Pragati Maidan, New Delhi.

BOARD OF DIRECTORS

Mr. Raghu Mody	Executive Chairman
Mr. P. K. Choudhary	Managing Director
Mr. A. B. Vaidya	Independent Director
Mr. Chakrapani Brajesh Misra	Independent Director (Ceased w.e.f. 28 th February, 2020)
Mr. Deepak Sethi	Independent Director
Lt. Gen. (Retd.) K. S. Brar	Independent Director
Mr. Lalit Kumar Bararia	Additional Independent Director (Appointed w.e.f. 13 th February, 2020)
Mrs. Preeti Agrawal	Additional Independent Director (Appointed w.e.f. 13 th February, 2020)
Mrs. Sakshi Mody	Non - Executive Director (Ceased w.e.f. 14 th February, 2020)
Mr. Vikram Soni	Company Secretary & Compliance Officer
Mr. Sunil Jindal	Chief Financial Officer

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56th Annual General Meeting	
Day : Tuesday	
Date : 29 th September, 2020	
Time : 11.45 a.m.	
Mode: Video Conferencing (VC) / Other Audio	
Visual Means (OAVM)	

STATUTORY AUDITORS

M/s. Bagaria & Co. LLP Chartered Accountants

BANKERS

Bank of Baroda
ICICI Bank

REGISTERED OFFICE

Peninsula Business Park, 'A' Tower,
8th Floor, Senapati Bapat Marg,
Lower Parel, Mumbai 400-013
Phone : (022) 6688 0100
Fax : (022) 6688 0105
E-mail : investor@hindcompo.com

REGISTRAR & SHARE TRANSFER AGENTS

Link Intime India Private Limited
C-101, 247 Park,
LBS Marg, Vikhroli (West), Mumbai – 400-083
Phone : (022) 49186270
Fax : (022) 49186060
Email : rnt.helpdesk@linkintime.co.in

PLANTS LOCATIONS

Paithan : D-2/1, MIDC Industrial area, Paithan,
Dist. Aurangabad - 431107

Bhandara : C-10/1, Bhandara Indl. Area, Gadegaon
Dist. Bhandara - 441904

Hindustan Composites Limited

CIN: L29120MH1964PLC012955

Peninsula Business Park, 'A' Tower, 8th Floor, Senapati Bapat Marg, Lower Parel, Mumbai 400013

Tel.:(022) 6688 0100, Fax: (022) 6688 0105, E-mail: hcl@hindcompo.com, Website: www.hindcompo.com

NOTICE

Notice is hereby given that the Fifty Sixth Annual General Meeting (**56th AGM**) of the Members of Hindustan Composites Limited will be held on Tuesday, 29th September, 2020 at 11.45 a.m. (**IST**) through Video Conferencing ("**VC**")/Other Audio Visual Means ("**OAVM**") without physical presence of the Members at a common venue, in accordance with the General Circular No. 20/2020 dated 5th May, 2020 read with 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 issued by Ministry of Corporate Affairs ("**MCA Circulars**"), to transact the following businesses. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company situated at Peninsula Business Park, 'A' Tower, 8th Floor, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, which shall be the deemed Venue of the AGM.

ORDINARY BUSINESS:

1. To receive, consider and adopt (a) the Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2020 together with the reports of the Directors' and Auditors' thereon; and (b) the Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2020 together with the report of Auditors' thereon and in this regard, if thought fit, pass the following resolutions as an **ORDINARY RESOLUTIONS**:

- (a) "**RESOLVED THAT** the Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2020 and the reports of the Board of Directors' and Auditors' thereon be and are hereby received, considered and adopted."
- (b) "**RESOLVED THAT** the Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2020 together with the Auditors' Report thereon be and are hereby received, considered and adopted."

2. To declare dividend on Equity Shares for the financial year ended 31st March, 2020 and in this regard, if thought fit, pass the following resolution as an **ORDINARY RESOLUTION**:

"**RESOLVED THAT** pursuant to the recommendation of the Board of Directors of the Company, dividend @ 40 % i.e. ₹ 2 (Rupees Two only) per share on Equity shares of face value of ₹ 5 each fully paid up for the financial year 2019-20, be and is hereby declared out of the profits of the

financial year 2019-20 and that the same be paid, to those shareholders whose names appeared on the Company's Register of Members / List of Beneficiaries as on 22nd September, 2020 and that the dividend be given only to those shareholders who are entitled to receive the payment of dividend."

3. To appoint a director in place of Mr. P. K. Choudhary (DIN: 00535670), who retires by rotation and being eligible, offers himself for re-appointment as a director and in this regard, if thought fit, pass the following resolution as an **ORDINARY RESOLUTION**:

"**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. P. K. Choudhary (DIN: 00535670), Director of the Company, who retired by rotation and being eligible, had offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, who shall be liable to retire by rotation."

SPECIAL BUSINESS:

4. To approve the re-appointment of Mr. Raghu Mody (DIN:00053329) as Executive Chairman and Whole Time Director of the Company for a further period of 3 years and in this regard, if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION**:

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(e) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee, the re-appointment of Mr. Raghu Mody (DIN: 00053329) as Executive Chairman and Whole Time Director of the Company for a further period of 3 years w.e.f 1st October, 2020 till 30th September, 2023 be and is approved upon the terms and conditions as detailed in Explanatory Statement annexed to this notice, with the authority to the Board of Directors of the Company to revise the terms on recommendation of Nomination and Remuneration Committee and approval of Audit

Committee with regard to remuneration from time to time within the limits provided in the said Schedule V or any amendment thereto for the time being in force without further reference to the Members, the terms and conditions of the said re-appointment and/or remuneration, as it may deem fit.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the currency of tenure of service of Mr. Raghu Mody as Executive Chairman and Whole Time Director of the Company, the payment of salary, perquisites and other allowances as approved by this resolution shall be payable as minimum remuneration in the respective financial year(s) to him.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution."

5. To approve the appointment of Mr. Lalit Kumar Bararia (DIN: 00204670) as an Independent, Non- Executive Director of the Company and in this regard, if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 (including any statutory modification(s) or enactment thereof for the time being in force), Mr. Lalit Kumar Bararia (DIN: 00204670 and ID Registration No.: IDDB-DI-202002-008744), who was appointed as an Additional Independent, Non- Executive Director of the Company with effect from 13th February, 2020 pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and in accordance with the provisions of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a member as required under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, and who has submitted the declaration that he meets the criteria for Independence as provided under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as an Independent, Non –Executive Director of the Company for a period of five years w.e.f. 13th February, 2020 to 12th February, 2025, who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution."

6. To approve the appointment of Mrs. Preeti Vimal Agrawal (DIN: 08693668) as an Independent, Non- Executive Director of the Company and in this regard, if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1)(a) and 25 of SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 (including any statutory modification(s) or enactment thereof for the time being in force), Mrs. Preeti Vimal Agrawal (DIN: 08693668 and ID Registration No.: IDDB-NR-202002-008632), who was appointed as an Additional Independent, Non- Executive Director of the Company with effect from 13th February, 2020 pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and in accordance with the provisions of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a member as required under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, and who has submitted the declaration that she meets the criteria for Independence as provided under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as an Independent, Non –Executive Director of the Company for a period of five years w.e.f. 13th February, 2020 to 12th February, 2025, who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution."

7. To approve the payment of Commission to the Independent Directors of the Company and in this regard if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 197, 198, and all other applicable provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, in addition to the sitting fees paid for attending the meetings of the Board of

Directors of the Company and Committees thereof, the consent of the members of the Company be and is hereby accorded for the payment of ₹ 2,00,000 (Rupees Two Lakhs only) as Commission to Mr. A. B. Vaidya, Mr. Deepak Sethi and Lt. Gen (Retd.) K. S. Brar, Independent Directors of the Company for the financial year 2019-20.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution.”

8. To approve the waiver of excess remuneration paid to Mr. Raghu Mody (DIN:00053329), Executive Chairman and Whole Time Director of the Company and in this regard, if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 197(10) of the Companies Act, 2013 (the “Act”) read with Schedule V to the Act, and other applicable provisions, if any, of the Act and the Rules framed thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof), the Articles of Association of the Company, the approval of the Members be and is hereby accorded for the waiver from recovery of ₹ 44,76,347 (Rupees Forty Four Lakhs Seventy Six Thousand Three Hundred Forty Seven only) being excess managerial remuneration paid to Mr. Raghu Mody (DIN:00053329), designated as Executive Chairman and Whole Time Director, of the Company for the Financial Year 2019-20, which is in excess of the limits prescribed under provisions of Section 197(1) read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution.”

By Order of the Board of Directors

Vikram Soni
Company Secretary & Compliance Officer

Place: Mumbai
Date: 29th June, 2020

Regd. Office:
 Peninsula Business Park, ‘A’ Tower,
 8th Floor, Senapati Bapat Marg,
 Lower Parel, Mumbai 400013

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto and forms part of this notice. The Board of Directors have considered and decided to include the Item Nos. 4 to 8 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature.
2. In view of continuing lockdown situation due to COVID-19 global pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 (collectively referred to as “MCA Circulars”) and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 have permitted holding of Annual General Meetings through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), without physical presence of the Members at a common venue. In compliance with applicable provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the 56th AGM of the Company will be conducted through VC / OAVM, without physical presence of the members at a common venue. The Company has engaged services of Central Depository Services (India) Limited (CDSL) for facilitating conducting of AGM and voting through electronic means i.e., remote e-voting and voting during the AGM.
3. In accordance with the Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification dated 15th April, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the registered office of the Company situated at Peninsula Business Park, ‘A’ Tower, 8th Floor, Senapati Bapat Marg, Lower Parel, Mumbai 400013. Keeping in view the guidelines to fight COVID-19 pandemic, the Members are requested to attend the AGM from their respective locations by VC and do not visit the registered office to attend the AGM.
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, since this 56th AGM is being conducted pursuant to the MCA and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the Proxy Form and Attendance Slip including the Route Map are not annexed to this Notice.

5. Pursuant to MCA Circular No. 14/2020 dated 8th April, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this 56th AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. Institutional/ Corporate members intending to represent through their authorised representatives in the AGM through VC/OAVM and to vote through remote e-voting or vote at the AGM are requested to send to the Company a certified copy of the board resolution authorising their representative to the designated e-mail address of the Company i.e. investor@hindcompo.com and to CDSL i.e. helpdesk.evoting@cdslindia.com.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and all documents referred to in the notice of 56th AGM, will be available for inspection by the Members on request by sending an e-mail to investor@hindcompo.com.
9. Pursuant to the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI Listing Regulations, the Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 23rd September, 2020 to Tuesday, 29th September, 2020 (both days inclusive) for determining the name of members eligible for dividend on Equity Shares, if approved by the members at the ensuing 56th Annual General Meeting.
10. The dividend on Equity shares as recommended by the Board of Directors for the year ended 31st March, 2020, if approved by the members at the ensuing 56th Annual General Meeting, will be paid to those members whose names stand registered in the Register of Members as on Tuesday, 22nd September, 2020 and in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited / Central Depository Services (India) Limited as beneficial owners as on that date. In case the Company is unable to pay the dividend to any member by the electronic mode due to non-availability of the details of the bank account the Company shall dispatch the dividend warrant/demand draft upon restoration of normalcy of postal services.

11. Members may note that the Income Tax Act, 1961, the ("IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after 1st April, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit the following in accordance with the provisions of the IT Act.

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows-

Members having valid PAN	7.5% or as notified by the Government of India
Members not having PAN / Invalid PAN	20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by him during Financial Year 2020-21 does not exceed ₹ 5,000 and also in cases where members have provided Form 15G / Form 15H (applicable to individuals aged 60 years or more), subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. Registered members may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the member
- Copy of Tax Residency Certificate (TRC) for the FY 2020-21 obtained from the revenue authorities of the country of tax residence, duly attested by member
- Self-declaration in Form 10F
- Self-declaration by the shareholder of having no

permanent establishment in India in accordance with the applicable tax treaty

- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess).

The aforementioned documents are required to be submitted by sending email at investor@hindcompo.com during the period commencing before 23:59 hrs IST on 22nd September, 2020.

12. In terms of SEBI Circular No. SEBI/ HO/ MIRSD/ DOP1/ CIR/P/2018/73 dated 20th April, 2018 read with SEBI press release PR No.: 51/2018 dated 3rd December, 2018, effective from 1st April, 2019, Companys' shares can be transferred in dematerialized form only, except in cases of transmission and transposition. Hence members, who hold shares in physical form, are requested to dematerialize their shares, so they can transfer their shares in future, if so desire. However members can continue to hold shares in physical form.
13. SEBI Listing Regulations in terms of Schedule I mandates to all listed companies to use the Reserve Bank of India's approved electronic mode of payment such as National Automated Clearing House (NACH), National Electronic Fund Transfer (NEFT), Real Time Gross Settlement (RTGS) for making payments like dividend to the shareholders. Accordingly, members who have not updated their bank account details and wish to avail such facility in future are requested to update their bank account details by furnishing requisite documents with the RTA of the Company.
14. The cut off date for the purpose of final dividend and the cut-off date for the purpose of determining eligibility of members for voting in connection with the 56th AGM has been fixed as Tuesday 22nd September, 2020.
15. Members holding shares in physical form are requested to notify immediately any change in their address or bank details to the Company / RTA quoting their Folio Number. Members holding shares in the Demat form may update such details with their respective Depository Participants.
16. The Company has transferred the unpaid or unclaimed dividend declared upto financial years 2011-12, from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The

unclaimed dividend in respect of the financial year ended 31st March, 2013 is due for transfer to the IEPF in month of October, 2020. The shareholders whose dividend remained unclaimed for the financial year 2012-13 and for subsequent financial years are requested to claim it immediately from the Company. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on 31st March, 2020 under "Investor Relations" section on the website of the Company www.hindcompo.com. The said details have also been uploaded on the website of the Ministry of Corporate Affairs and the same can be accessed through the link: www.mca.gov.in and on the website of IEPF viz. www.iepf.gov.in. Attention of the members is drawn to the provisions of Section 124(6) of the Act, which requires a company to transfer in the name of IEPF Authority all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more.

In accordance with the aforesaid provisions of Section 124(6) of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has transferred 20,347 shares in respect of which dividend declared for the financial year 2011-12 or earlier financial years remained unpaid or unclaimed by the members for 7 (seven) consecutive years or more to the Investor Education and Protection fund via corporate action through Central Depository Services Limited.

A member desirous to claim back his shares from IEPF Authority can do so by following prescribed procedure under the said rules. The said details are available on the website of the company at www.hindcompo.com and have also been uploaded on the website of the Ministry of Corporate Affairs and the same can be accessed through the link: www.mca.gov.in and on the website of IEPF viz. www.iepf.gov.in.

Further, the Company has initiated necessary action for transfer of all shares in respect of which dividend declared for the financial year 2012-13 has remained unpaid or unclaimed by the members for 7 (seven) consecutive years or more.

17. Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration

Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

18. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit their PAN details to their respective Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.
20. To comply with the provision of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rule 2014, the Company is required to update its database by incorporating some additional details of its members.

Members are requested to submit their e-mail ID and other details vide the e-mail updation form available on Companys' website viz. www.hindcompo.com. The same could be done by filling up and signing at the appropriate place in the said form and by sending the same to the RTA.

The e-mail ID provided shall be updated subject to successful verification of your signatures as per record available with the RTA of the Company.

21. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, Notice of the 56th AGM along with the Annual Report 2020 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2020 will also be available on the Companys' website www.hindcompo.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of CDSL at www.evotingindia.com.
22. Non Resident Indian members are requested to inform to the Companys' Registrar & Share Transfer Agents, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, if the details are not furnished earlier.
23. Members holding shares in identical order of names in more than one folio are requested to write to the Company

/ Registrar and Share Transfer Agents (RTA) enclosing their Share Certificates to enable the Company to consolidate their holdings in one folio for better services.

24. Members are requested to forward all Share Transfers and other communications to the RTA of the Company and are further requested to always quote their Folio Number / DPID-Client ID in all correspondences with the Company.
25. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
26. Brief resume of directors proposed to be appointed/re-appointed at the ensuing Annual General Meeting in terms of Regulations 26(4) & 36(3) of SEBI Listing Regulations and SS-2 Secretarial Standard on "General Meetings" is annexed to the Notice.
27. The shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited. Listing fees for the financial year 2020-21 has been paid to both the stock exchanges.
28. Members may also note that 56th Annual Report for the year 2019-20 is also available on the website of the company at www.hindcompo.com.
29. To support the Green Initiative, members who have not registered their email addresses are requested to register the same with the Companys' Registrar and Share Transfer Agent/their Depository Participants, in respect of shares held in physical/electronic mode, respectively.
30. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the ICSI, the Company is pleased to provide e-voting facility to its members to exercise their right to vote electronically on the resolutions mentioned in the notice of 56th Annual General Meeting (AGM) dated 29th June, 2020. The members may cast their votes using electronic voting system from a place other than the venue of the meeting ("remote e-voting").
 - (a) The facility of casting the votes by the members/ shareholders using an electronic voting system from a place other than venue of the AGM ("remote e-voting") and for poll during the meeting will be provided by Central Depository Services (India) Limited (CDSL e-Voting System).
 - (b) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date

only shall be entitled to avail the facility of “remote e-voting” or e-voting during the AGM.

- (c) The “remote e-voting” period commences on Saturday 26th September, 2020 (9:00 hrs) and ends on Monday 28th September, 2020 (17:00 hrs). During this period, members/shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday 22nd September, 2020, may cast their vote by “remote e-voting”. The “remote e-voting” module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- (d) The voting rights of members/shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, i.e., Tuesday, 22nd September, 2020.

Any person who becomes a member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. Tuesday, 22nd September, 2020 may obtain the User ID and password by sending a request at viz; helpdesk.evoting@cdslindia.com or viz; rnt.helpdesk@linkintime.co.in. However, if the member is already registered with CDSL for remote e-voting then he can use his existing user ID and password for casting the vote through e-voting. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evotingindia.com.

- (e) The Board of Directors of the Company has appointed CS Manish Baldeva, Proprietor of M/s. M Baldeva Associates, Company Secretaries, Thane (FCS No.: 6180/CP No.: 11062) as Scrutinizer to scrutinize the voting through remote e-voting process and e-voting during the AGM in a fair and transparent manner. 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 scrutinizers’ report of the votes cast in favour or against, if any, forthwith to the Chairman or a person authorized by him who shall countersign the same and declare the result of the voting.
- (f) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company viz; www.hindcompo.com and on the website of CDSL viz; www.evotingindia.com immediately after the declaration of result by the Chairman or a person authorized by him in writing.

The results shall simultaneously be communicated to the stock exchanges.

- (g) Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting i.e. Tuesday, 29th September, 2020.

(h) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investor@hindcompo.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

THE PROCEDURE/ INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

- (i) The voting period begins on Saturday, 26th September, 2020 (9.00 hrs.) and ends on Monday, 28th September, 2020 (17.00 hrs.). 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. Tuesday, 22nd September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.