



**ANNUAL SECRETARIAL COMPLIANCE REPORT OF HFCL LIMITED  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021**

[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015]

I, CS Baldev Singh Kashtwal, Practising Company having Membership Number FCS 3616 and Certificate of Practice Number 3169 have examined:-

- (a) All the documents and records made available to me and explanation provided by HFCL Limited (formerly Himachal Futuristic Communications Limited) ("the listed entity"),
- (b) The filings / submissions made by the listed entity to the stock exchanges, viz. the National Stock Exchange of India Ltd. (NSE) & the BSE Ltd. (BSE).
- (c) Website of the listed entity: [www.hfcl.com](http://www.hfcl.com).
- (d) Other documents / filing, as may be relevant, which has been relied upon to make this certification,

for the year ended on 31<sup>st</sup> March, 2021 ("Review Period") in respect of compliance with the provisions of:-

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2018 (Not applicable during the period under review);
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 (Not applicable during the period under review);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable during the period under review);
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; (Not applicable during the period under review);



- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
- (i) Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding Companies Act and dealing with client to the extent of securities issued; (Not applicable during the period under review).
- (j) Securities and Exchange Board of India (Settlement of Administrative and Civil proceedings) Regulations, 2014 (Not applicable during the period under review);
- (k) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; (to the extent applicable)
- (l) Other applicable regulations and circular / guidelines issued thereunder.

and based on the above examination, I hereby report that, during the Review Period:-

- (a) The listed entity has complied with the provisions of the above regulations and circulars / guidelines issued thereunder, except in respect of matters specified below:-

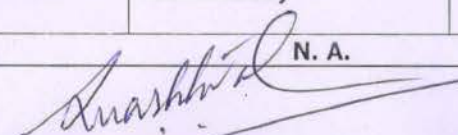
Sr. No	Compliance (Regulations / guidelines including clause)	Requirement / Circulars / specific	Deviations	Observations/Remarks of the Practising Company Secretary
NIL				

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars / guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity / its promoters / directors / material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Procedures issued by SEBI through various circulars*) under the aforesaid Acts / Regulations and circulars / guidelines issued thereunder:-

Sr. No	Action taken by	Details of violation	Details of action taken E.g. warning, debarment, etc.	Observations / remarks of the Practising Company Secretary, if any.
NIL				

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:-

Sr. No	Observations of the Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended..... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
N. A.				

Signature :   
 Name : CS BALDEV SINGH KASHTWAL  
 FCS No. : 3616  
 C P No. : 3169  
 ICSI – UDIN : F003616C000234704  
 Date : May 04, 2021  
 Place : Delhi

