



**CONSOLIDATED SCRUTINIZER'S REPORT  
ON REMOTE E-VOTING & POLL**

*[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 and 21 of the Companies  
(Management and Administration) Amendment Rules, 2015]*

To,

**The Chairman**

32<sup>nd</sup> Annual General Meeting of the Equity Shareholders of  
Himachal Futuristic Communications Limited  
CIN: L64200HP1987PLC007466  
Held on Saturday, the 28<sup>th</sup> day of September, 2019 at 11:00 a.m. at  
The Mushroom Centre, Chambaghat  
**Solan – 173 213 Himachal Pradesh**

**Subject: Consolidated Scrutinizer's Report on Remote e-Voting and Poll conducted at the  
32<sup>nd</sup> Annual General Meeting ("AGM") of the Equity Shareholders of Himachal  
Futuristic Communications Limited held on Saturday, the 28<sup>th</sup> day of September,  
2019 at 11:00 a.m. at the Mushroom Centre, Chambaghat, Solan – 173 213 (H. P.)**

Dear Sir,

I, Baldev Singh Kashtwal, Practising Company Secretary (Membership No. FCS 3616 & Certificate of Practice No. 3169), having office at 106, 1<sup>st</sup> Floor, Madhuban Tower, A-1, V. S. Block, Shakarpur Crossing, Delhi-110092, was appointed as the Scrutinizer by the Board of Directors of Himachal Futuristic Communications Limited, at its meeting held on 28<sup>th</sup> August, 2019, for the purpose of scrutinizing:-

- a. the voting through electronic means, i.e., remote e-Voting process, in a fair and transparent manner under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and
- b. the polling, i.e., physical ballot paper voting at the AGM venue in a fair and transparent manner under the provisions of Section 109 of the Companies Act, 2013 and Rule 21 of the Companies (Management and Administration) Amendment Rules, 2015;

in respect of all the **Resolutions** mentioned in the Notice dated 28<sup>th</sup> August, 2019, to be passed at 32<sup>nd</sup> AGM of the equity shareholders of the Company, held on Saturday, the 28<sup>th</sup> September, 2019 at 11:00 a.m. at the Mushroom Centre, Chambaghat, Solan – 173 213, Himachal Pradesh.

**Responsibility of the Management**

The Management of the company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to voting including voting by electronic means for the resolutions stated in the Notice dated 28<sup>th</sup> August, 2019.



### **Scrutinizer's Responsibility:**

My responsibility as a Scrutinizer for remote e-Voting and polling at the 32<sup>nd</sup> AGM is to ensure that the voting process is conducted in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast in "**Favour**" or "**Against**" the resolutions as stated in the Notice of the 32<sup>nd</sup> Annual General Meeting, based on the reports generated from the remote e-Voting system provided by National Securities Depository Limited ("**NSDL**"), the agency appointed by the Company for providing remote-Voting facility and also based on the physical voting cast through the ballot paper at the time of Poll at the venue of the 32<sup>nd</sup> AGM.

The Notice dated 28<sup>th</sup> August, 2019 along with Statement setting out material facts under Section 102 of the Companies Act, 2013, as confirmed by the Company, were sent to the shareholders in respect of the resolutions proposed at the 32<sup>nd</sup> AGM of the Company.

The Notice sent, both through email and physical form, contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015.

The Notice was sent through e-mail to 1,42,495 shareholders whose email id was made available by the two Depositories viz. NSDL & CDSL and for those holding in physical form to the extent it was available with the RTA. The Notice was sent in the physical form to 86,712 shareholders.

Pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Amendment Rules, 2015, the Company had also released a public notice by way of an advertisement, immediately on completion of dispatch of the Notice for 32<sup>nd</sup> AGM, which was published on September 06, 2019, in the newspapers viz. The Himachal Times (English), The Indian Express (English) and Hind Janpath (Hindi). The public notice published in the newspaper carried the required information as specified in Rule 20(4)(v) (a) to (h) of the Companies (Management and Administration) Amendment Rules, 2015.

The copies of the said public notice was also submitted to the Stock Exchanges viz. NSE & BSE and was placed on the website of the Company.

### **Remote E-Voting Agency:**

The Company had appointed National Securities Depository Limited ("**NSDL**") as the Agency for providing the remote e-Voting platform to the Members of the Company in connection with the 32<sup>nd</sup> AGM of the Company.

### **Cut-Off Date:**

The shareholders of the Company holding shares as on the "**Cut-Off Date**" of **Saturday, 21<sup>st</sup> September, 2019**, were entitled to vote on the resolutions (item nos. 1 to 10) as set out in the Notice calling the 32<sup>nd</sup> AGM.

As on the Cut-Off Date, there were 228810 shareholders of the Company.



### **Remote E-Voting Period:**

The voting period for remote e-Voting:

- commenced on Wednesday, 25<sup>th</sup> September, 2019 at 9.00 a.m. (IST) and
- ended on Friday, 27<sup>th</sup> September, 2019 at 5.00 p.m. (IST) and; the NSDL e-Voting platform was blocked thereafter.

I have completed the scrutiny of polling papers received and remote e-Voting and submit my Report as under:

As stipulated under Rule 20(4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that Members who have cast their votes through remote e-Voting do not vote again at the AGM, the Scrutinizer has access, after closure of period of remote e-Voting and before the start of AGM, to only such details relating to Members who have cast their votes through remote e-Voting, such as their names, folios, number of shares held but not the manner in which they have voted.

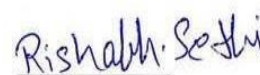
Accordingly, NSDL provided me the names, DP ID / Client ID, folio numbers and shareholding of Members who had cast their votes through remote e-Voting, for the purpose of ensuring that such members do not vote again during the poll at the venue of the 32<sup>nd</sup> AGM.

On Saturday, 28<sup>th</sup> September, 2019, at the venue of the AGM, the Chairman of the AGM had ordered for poll to provide the facility to vote by using ballot papers to those Members present at the AGM who could not participate through remote e-Voting to record their votes.

1. After the time fixed for closing of the poll by the Chairman, **two ballot boxes** kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
3. Three Ballot papers were found invalid.
4. After counting of the votes conducted at the venue of the AGM through Poll, the votes cast through remote e-Voting facility was duly unblocked by me as a Scrutinizer, in the presence of Mr. Dushyant Gupta and Mr. Rishabh Sethi, who are not in the employment of the Company and acted as the witnesses. They have signed below in confirmation of the votes being unblocked in their presence.



Dushyant Gupta  
**Witness - 1**



Rishabh Sethi  
**Witness - 2**

**The consolidated result of the Remote e-Voting together with that of the Poll is as under:**

**Ordinary Business:**

**Resolution No. 1 (Ordinary Resolution):**

**ADOPTION OF THE AUDITED FINANCIAL STATEMENTS, REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS AND THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND AUDITORS' REPORT THEREON FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2019:-**

S. No.	Particulars	Number of Members Voted			Number of Votes cast by Members		Total No. of Votes	Percentage of Valid Votes
		e-Voting	Poll	Total	e-Voting	Poll		
(a)	Total Votes received	157	72	229	275702619	124343415	400046034	---
(b)	Less: Invalid Votes	0	3	3	0	2405	2405	---
(c)	Less: Abstained Votes	0	0	0	0	0	0	---
(d)	Net Valid Votes	157	69	226	275702619	124339101	400043629	100.00
(e)	Votes with Assent/ Favour	155	68	223	275689619	124338981	400030509	99.996
(f)	Votes with Dissent/ Against	2	1	3	13000	120	13120	0.004

Based on the above, the Resolution has been passed with requisite majority.

**Resolution No. 2 (Ordinary Resolution):**

**CONFIRMATION OF INTERIM DIVIDEND PAID ON CUMULATIVE REDEEMABLE PREFERENCE SHARES:-**

S. No.	Particulars	Number of Members Voted			Number of Votes cast by Members		Total No. of Votes	Percentage of Valid Votes
		e-Voting	Poll	Total	e-Voting	Poll		
(a)	Total Votes received	158	72	230	276576191	124343415	400919606	---
(b)	Less: Invalid Votes	0	3	3	0	2405	2405	---
(c)	Less: Abstained Votes	0	0	0	0	0	0	---
(d)	Net Valid Votes	158	69	227	276576191	124339101	400917201	100.00
(e)	Votes with Assent/ Favour	151	68	219	276537797	124338981	400878687	99.99
(f)	Votes with Dissent/ Against	7	1	8	38394	120	38514	0.01

Based on the above, the Resolution has been passed with requisite majority.



**Resolution No. 3 (Ordinary Resolution):**

**DECLARATION OF DIVIDEND OF ₹ 0.10 (TEN PAISA ONLY) I.E. 10% PER EQUITY SHARE FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2019:-**

S. No.	Particulars	Number of Members Voted			Number of Votes cast by Members		Total No. of Votes	Percentage of Valid Votes
		e-Voting	Poll	Total	e-Voting	Poll		
(a)	Total Votes received	159	72	231	276577191	124343415	400920606	---
(b)	Less: Invalid Votes	0	3	3	0	2405	2405	---
(c)	Less: Abstained Votes	0	0	0	0	0	0	---
(d)	Net Valid Votes	159	69	228	276577191	124339101	400918201	100.00
(e)	Votes with Assent/ Favour	155	68	223	276563171	124338981	400904061	99.997
(f)	Votes with Dissent/ Against	4	1	5	14020	120	14140	0.003

Based on the above, the Resolution has been passed with requisite majority.

**Resolution No. 4 (Ordinary Resolution):**

**RE-APPOINTMENT OF MR. ARVIND KHARABANDA (DIN: 00052270), WHO RETIRES BY ROTATION AT THIS ANNUAL GENERAL MEETING AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT AS A DIRECTOR:-**

S. No.	Particulars	Number of Members Voted			Number of Votes cast by Members		Total No. of Votes	Percentage of Valid Votes
		e-Voting	Poll	Total	e-Voting	Poll		
(a)	Total Votes received	158	72	230	276576191	124343415	400919606	---
(b)	Less: Invalid Votes	0	3	3	0	2405	2405	---
(c)	Less: Abstained Votes	0	0	0	0	0	0	---
(d)	Net Valid Votes	158	69	227	276576191	124339101	400917201	100.00
(e)	Votes with Assent/ Favour	139	68	207	275093890	124338981	399434780	99.63
(f)	Votes with Dissent/ Against	19	1	20	1482301	120	1482421	0.37

Based on the above, the Resolution has been passed with requisite majority.



**Special Business:**

**Resolution No. 5 (Ordinary Resolution):**

**APPOINTMENT OF DR. (MS.) TAMALI SENGUPTA (DIN: 00358658) AS AN INDEPENDENT DIRECTOR:-**

S. No.	Particulars	Number of Members Voted			Number of Votes cast by Members		Total No. of Votes	Percentage of Valid Votes
		e-Voting	Poll	Total	e-Voting	Poll		
(a)	Total Votes received	157	72	229	276575691	124343415	400919106	---
(b)	Less: Invalid Votes	0	3	3	0	2405	2405	---
(c)	Less: Abstained Votes	0	0	0	0	0	0	---
(d)	Net Valid Votes	157	69	226	276575691	124339101	400916701	100.00
(e)	Votes with Assent/ Favour	144	68	212	276540389	124338981	400881279	99.99
(f)	Votes with Dissent/ Against	13	1	14	35302	120	35422	0.01

Based on the above, the Resolution has been passed with requisite majority.

**Resolution No. 6 (Ordinary Resolution):**

**PAYMENT OF REMUNERATION BY WAY OF COMMISSION TO NON-EXECUTIVE DIRECTORS INCLUDING INDEPENDENT DIRECTORS:-**

S. No.	Particulars	Number of Members Voted			Number of Votes cast by Members		Total No. of Votes	Percentage of Valid Votes
		e-Voting	Poll	Total	e-Voting	Poll		
(a)	Total Votes received	158	72	230	276576191	124343415	400919606	---
(b)	Less: Invalid Votes	0	3	3	0	2405	2405	---
(c)	Less: Abstained Votes	0	0	0	0	0	0	---
(d)	Net Valid Votes	158	69	227	276576191	124339101	400917201	100.00
(e)	Votes with Assent/ Favour	143	67	210	276516489	124338981	400857279	99.98
(f)	Votes with Dissent/ Against	15	2	17	59702	220	59922	0.02

Based on the above, the Resolution has been passed with requisite majority.



**Resolution No. 7 (Special Resolution):**

**APPROVAL FOR CHANGE OF NAME OF THE COMPANY:-**

S. No.	Particulars	Number of Members Voted			Number of Votes cast by Members		Total No. of Votes	Percentage of Valid Votes
		e-Voting	Poll	Total	e-Voting	Poll		
(a)	Total Votes received	158	72	230	276576191	124343415	400919606	---
(b)	Less: Invalid Votes	0	3	3	0	2405	2405	---
(c)	Less: Abstained Votes	0	0	0	0	0	0	---
(d)	Net Valid Votes	158	69	227	276576191	124339101	400917201	100.00
(e)	Votes with Assent/ Favour	149	67	216	276546301	124338981	400887091	99.99
(f)	Votes with Dissent/ Against	9	2	11	29890	220	30110	0.01

Based on the above, the Resolution has been passed with requisite majority.

**Resolution No. 8 (Special Resolution):**

**BORROWING OF FUNDS IN EXCESS OF THE LIMITS AS PRESCRIBED UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013:-**

S. No.	Particulars	Number of Members Voted			Number of Votes cast by Members		Total No. of Votes	Percentage
		e-Voting	Poll	Total	e-Voting	Poll		
(a)	Total Votes received	158	72	230	276577190	124343415	400920605	---
(b)	Less: Invalid Votes	0	3	3	0	2405	2405	---
(c)	Less: Abstained Votes	0	0	0	0	0	0	---
(d)	Net Valid Votes	158	69	227	276577190	124339101	400918200	100.00
(e)	Votes with Assent/ Favour	135	67	202	275245388	124338981	399586178	99.67
(f)	Votes with Dissent/ Against	23	2	25	1331802	220	1332022	0.33

Based on the above, the Resolution has been passed with requisite majority.



**Resolution No. 9 (Special Resolution):**

**CREATION OF CHARGE ON THE ASSETS OF THE COMPANY AS PRESCRIBED UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013:-**

S. No.	Particulars	Number of Members Voted			Number of Votes cast by Members		Total No. of Votes	Percentage of Valid Votes
		e-Voting	Poll	Total	e-Voting	Poll		
(a)	Total Votes received	158	72	230	276577190	124343415	c	---
(b)	Less: Invalid Votes	0	3	3	0	2405	2405	---
(c)	Less: Abstained Votes	0	0	0	0	0	0	---
(d)	Net Valid Votes	158	69	227	276577190	124339101	400918200	100.00
(e)	Votes with Assent/ Favour	137	68	205	275286862	124338981	399627752	99.68
(f)	Votes with Dissent/ Against	21	1	22	1290328	120	1290448	0.32

Based on the above, the Resolution has been passed with requisite majority.

**Resolution No. 10 (Special Resolution):**

**CONVERSION OF LOAN INTO SHARES OR CONVERTIBLE INSTRUMENTS OR OTHER SECURITIES:-**

S. No.	Particulars	Number of Members Voted			Number of Votes cast by Members		Total No. of Votes	Percentage of Valid Votes
		e-Voting	Poll	Total	e-Voting	Poll		
(a)	Total Votes received	158	72	230	276577190	124343415	400920605	---
(b)	Less: Invalid Votes	0	3	3	0	2405	2405	---
(c)	Less: Abstained Votes	0	0	0	0	0	0	---
(d)	Net Valid Votes	158	69	227	276577190	124339101	400918200	100.00
(e)	Votes with Assent/ Favour	139	67	206	272796695	124338981	397137485	99.06
(f)	Votes with Dissent/ Against	19	2	21	3780495	220	3780715	0.94

Based on the above, the Resolution has been passed with requisite majority.





The Total Number of Ballots received in Physical Poll and Remote e-Voting were 72 and 159 respectively.

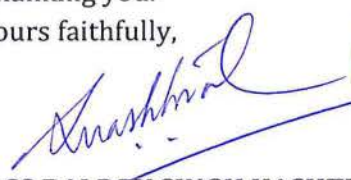

After taking into consideration the result of both remote e-Voting and poll at the venue of the AGM, all the resolutions stand passed with the requisite majority.

A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution, is maintained.

I hereby confirm that I am maintaining the registers received from the service provider both electronically and manually, in respect of the votes cast through remote e-Voting and poll by the shareholders of the Company.

The Register, all other papers and relevant records relating to remote e-Voting and voting by polling paper at the 32<sup>nd</sup> AGM shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of this 32<sup>nd</sup> AGM and thereafter, the same will be handed over to Mr. Manoj Baid, Vice-President (Corporate) & Company Secretary of the Company, for safe keeping.

Thanking you.  
Yours faithfully,

  
  
**CS BALDEV SINGH KASHTWAL**  
**PRACTISING COMPANY SECRETARY**  
**SCRUTINIZER**  
**C. P. No. 3169**

Place: New Delhi  
Date: 29/09/2019


**Counter signed by Mr. Manoj Baid,**  
Vice-President (Corporate) & Company Secretary  
(Authorized by the Chairman of the Meeting)