



An Environment conscious company certified to ISO 14001 Standard

**HIMACHAL FUTURISTIC COMMUNICATIONS LTD.**  
8, Commercial Complex, Masjid Moth,  
Greater Kailash - II, New Delhi - 110048, India  
Tel : (+91 11) 3088 2624, 3088 2626  
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Web : www.hfcl.com  
Email :

secretarial@hfcl.com

HFCL/SEC/17-18/  
25<sup>th</sup> September, 2017

To

The Secretary The National Stock Exchange of India Limited Exchange Plaza, 5 <sup>th</sup> Floor Plot no. C-1, Block G Bandra Kurla Complex, Bandra(East) MUMBAI- 400 051	The Secretary BSE Limited 27 <sup>th</sup> Floor Phiroze Jeejeebhoy Towers Dalal Street MUMBAI-400 001
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Dear Sir,

**Sub: Proceedings of 30<sup>th</sup> Annual General Meeting (AGM) of Himachal Futuristic Communications Limited (HFCL) held on 25<sup>th</sup> September, 2017**

The 30<sup>th</sup> Annual General Meeting of Himachal Futuristic Communications Limited was held on Monday the 25<sup>th</sup> day of September, 2017 at the Mushroom Centre, Chambaghat, Solan-173 213, Himachal Pradesh.

As per requirement of Regulations 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proceedings of 30<sup>th</sup> AGM of the Company are enclosed herewith as Annexure I.

You are requested to take the same on your records.

Thanking you,

Yours faithfully,

For **Himachal Futuristic Communications Limited**

**(Manoj Baid)**

Vice-President (Corporate)  
& Company Secretary

**Encl:** As above



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## **Annexure - I**

### **PROCEEDINGS OF THE 30TH ANNUAL GENERAL MEETING OF THE MEMBERS OF HIMACHAL FUTURISTIC COMMUNICATIONS LIMITED HELD ON MONDAY, THE 25TH DAY OF SEPTEMBER, 2017 at 11:00 A.M.**

The 30th Annual General Meeting (AGM) of the Shareholders of Himachal Futuristic Communications Limited (HFCL) was held on Monday, the 25th day of September, 2017 at 11:00 A.M. at the Mushroom Centre, Chambaghat, Solan-173 213, Himachal Pradesh. Shri Manoj Baid, Vice-President (Corporate) & Company Secretary welcomed the Shareholders and introduced Board Members and senior management persons present at the meeting. Shri Manoj Baid further confirmed the presence of Statutory Auditors and their representative and Shri Baldev Singh Kashtwal, Secretarial Auditor of the Company.

Shri M P Shukla, Chairman of the Company who is the Chairman of the Audit Committee, Stakeholders Relationship Committee and a Member of Nomination, Remuneration and Compensation Committee presided over the meeting. The Chairman informed that Shri Arvind Kharabanda, Non-Executive Director of the Company being member of the Audit Committee, Stakeholders Relationship Committee and Smt. Bela Banerjee, an Independent Director of the Company being Chairman of the Nomination, Remuneration and Compensation Committee and member of the Audit Committee were also present in the Meeting. The Chairman also informed that Shri Mahendra Nahata, Managing Director could not be present at the meeting due to his ill health. He further informed that Dr. R M Kastia and Shri Rajiv Sharma, Director could not attend the meeting due to their personal exigencies. Shri Manoj Baid, Vice-President (Corporate) & Company Secretary announced the number of members present in person, proxies and corporate authorisations represented by their respective authorised representatives and that the requisite quorum was present. The Chairman therefore, called the Meeting to order. The Chairman then delivered his speech.

At the instructions of the Chairman, the Company Secretary read the qualifications mentioned in the independent Auditor's Report on the Consolidated Audited Financial Statements, pursuant to Section 145 of the Companies Act, 2013. He then explained the remote e-Voting process and the Ballot voting process made available at the AGM venue. He also stated that the Company had provided an option to the Shareholders for voting through electronic mode viz. remote e-Voting which remained open from 22<sup>nd</sup> September, 2017 (09:00 A.M.) to 24<sup>th</sup> September, 2017 (05:00 P.M.).

The agenda items placed before the Shareholders for approval as per the Notice of the meeting were then summarized by the Company Secretary. Subsequently, the Chairman ordered voting through ballots. The following businesses were transacted at the meeting by voting through ballots:



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Item No.	Particulars	Resolution
<b>ORDINARY BUSINESS</b>		
1	Receive, consider and adopt :	Ordinary
	a) Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2017, the Reports of the Board of Directors' and Auditors' thereon	
	b) Audited Consolidated Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2017 and Auditors' Report thereon	
2	Confirmation of Dividend on 6.50% Cumulative Redeemable Preference Shares	Ordinary
3	Re-appointment of Shri Arvind Kharabanda (DIN:00052270), as a Director of the Company, who retires by rotation and being eligible offers himself for re-appointment	Ordinary
4	Appointment of S. Bhandari and Co., Chartered Accountants (Firm registration number 000560C) and Oswal Sunil & Company, Chartered Accountants (Firm registration number 016520N) as the statutory auditors of the Company for period of five year for the financial year 2017-18 to 2021-2022 and to fix their remuneration	Ordinary
<b>SPECIAL BUSINESS</b>		
5	Approval for increase in remuneration of Shri Mahendra Nahata (DIN:00052898), Managing Director of the Company	Special
6	Approval for HFCL Employees' Long Term Incentive Plan-2017 and its implementation through trust	Special
7	Approval for extending benefits of HFCL Employees' Long Term Incentive Plan 2017 to the employees of subsidiary companies	Special
8	Approval for authorizing to HFCL Employees Trust to subscribe, acquire, hold, transfer Shares under the HFCL Employees' Long Term Incentive Plan-2017	Special
9	Approval for granting loans to HFCL Employees Trust for subscription of HFCL shares under HFCL Employees' Long Term Incentive Plan-2017	Special
10	Approval of issue of Convertible Warrants on preferential basis	Special

The Chairman invited comments and questions from the members. Queries raised by the members with respect to capacity utilization of plants, commencement of new proposed plant at Hyderabad, competitors, EBIDTA margins, the future business, performance of the Company, etc., were clarified/answered by the Chairman/CFO to the satisfaction of the Shareholders present at the Meeting.



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The members then cast their votes on the ballot papers and deposited the same in the ballot boxes placed at the meeting hall. The Chairman informed the members that the consolidated results of remote e-Voting and ballot voting would be announced within 48 hours and also be intimated to the Stock Exchanges and posted on the website of the Company and National Securities Depository Limited.

The Company Secretary then thanked the members present and declared the meeting as closed. The meeting concluded at 11:50 a.m.

**For Himachal Futuristic Communications Limited**

**(Manoj Baid)**  
Vice-President (Corporate)  
& Company Secretary