



JAS-ANZ



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ISO 14001 Standard

HIMACHAL FUTURISTIC COMMUNICATIONS LTD.

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Greater Kailash - II, New Delhi - 110048, India

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HFCL/SEC/17-18/
26th September, 2017

To

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

Sub: Voting results and Consolidated Scrutinizer's Report of 30th Annual General Meeting

Dear Sir,


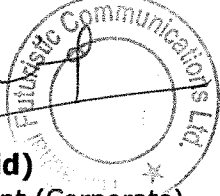
Pursuant to Regulations 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the voting results of 30th Annual General Meeting held on Monday, 25th September, 2017 at 11:00 a.m. and Consolidated Scrutinizer's Report pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies(Management and Administration) Rules, 2014.

This is for your information and record purpose.

Thanking you,

Yours faithfully,

For **Himachal Futuristic Communications Limited**



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

HIMACHAL FUTURISTIC COMMUNICATIONS LIMITED

Format for Voting Results

Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

Annexure I

Date of the AGM/EGM	25/09/2017
Total number of shareholders on record date	226668
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	5
Public:	143
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	NA
Public:	NA

Agenda-wise disclosure (to be disclosed separately for each agenda item)

Resolution No. 1	(Ordinary)	To receive, consider and adopt: Audited Financial Statements, Reports of the Board of Directors' and Auditors'						
Whether promoter/ promoter group are interested in the agenda/resolution? Category	Mode of Voting	No. of Shares Held	No. of 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
		[1]	[2]	$[3]=\frac{[2]}{[1]}\times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$
Promoter and Promoter Group	E-Voting							
	Poll		232149727	48.91	232149727	0	100.00	0.00
	Postal Ballot (if applicable)							
	Total	474682198	232149727	48.91	232149727	0	100.00	0.00
Public - Institutions	E-Voting		60892900	43.00	60892900	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total	141605187	60892900	43.00	60892900	0	100.00	0.00
Public - Non Institutions	E-Voting		97110451	15.59	97110451	0	100.00	0.00
	Poll		12507168	2.01	12507168	0	100.00	0.00
	Postal Ballot (if applicable)							
	Total	623089809	109617619	17.59	109617619	0	100.00	0.00
Total		1239377194	402660246	32.49	402660246	0	100.00	0.00

For Himachal Futuristic Communications Ltd.


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

Resolution No. 2	(Ordinary)	To confirm payment of Dividends on 6.50% Cumulative Redeemable Preference Shares													
Whether promoter/ promoter group are interested in the agenda/resolution?	(Ordinary)	To confirm payment of Dividends on 6.50% Cumulative Redeemable Preference Shares													
Category	Mode of Voting	No. of Shares Held	No. of 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	[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting														
	Poll		232149727	48.91	232149727	0	100.00							100.00	0.00
	Postal Ballot (if applicable)														
	Total	474682198	232149727	48.91	232149727	0	100.00							100.00	0.00
Public - Institutions	E-Voting		60892900	43.00	60892900	0	100.00							100.00	0.00
	Poll														
	Postal Ballot (if applicable)														
	Total	141605187	60892900	43.00	60892900	0	100.00							100.00	0.00
Public - Non Institutions	E-Voting		97109451	15.59	97108051	1400	100.00							100.00	0.00
	Poll		12507168	2.01	12507168	0	100.00							100.00	0.00
	Postal Ballot (if applicable)														
	Total	623089809	109616619	17.59	109615219	1400	100.00							100.00	0.00
Total		1239377194	402659246	32.49	402657846	1400	100.00							100.00	0.00

Resolution No. 3	(Ordinary)	To consider and approve re-appointment of Shri Arvind Kharabanda (DIN:00052270), who retires by rotation at this AGM and being eligible offers himself for re-appointment as a Director													
Whether promoter/ promoter group are interested in the agenda/resolution?	(Ordinary)	To consider and approve re-appointment of Shri Arvind Kharabanda (DIN:00052270), who retires by rotation at this AGM and being eligible offers himself for re-appointment as a Director													
Category	Mode of Voting	No. of Shares Held	No. of 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	[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting														
	Poll		232149727	48.91	232149727	0	100.00							100.00	0.00
	Postal Ballot (if applicable)														
	Total	474682198	232149727	48.91	232149727	0	100.00							100.00	0.00
Public - Institutions	E-Voting		60892900	43.00	53757382	7135518	88.28							88.28	11.72
	Poll														
	Postal Ballot (if applicable)														
	Total	141605187	60892900	43.00	53757382	7135518	88.28							88.28	11.72
Public - Non Institutions	E-Voting		97109351	15.59	97103069	6282	99.99							99.99	0.01
	Poll		12507168	2.01	12507168	0	100.00							100.00	0.00
	Postal Ballot (if applicable)														
	Total	623089809	109616519	17.59	109610237	6282	99.99							99.99	0.01
Total		1239377194	402659146	32.49	395517346	7141800	98.23							98.23	0.01

For Himachal Pradesh
 Vice-President (Corporate) &
 Company Secretary

Resolution No. 4	(Ordinary)	To consider and approve appointment of S. Bhandari and Co., Chartered Accountants (Firm registration number 000560C) and Oswal Sunil & Company, Chartered Accountants (Firm registration number 016520N)									
Whether promoter/ promoter group are interested in the agenda/resolution?	Mode of Voting	No. of Shares Held	No. of 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			
Category		[1]	[2]	$[3] = \frac{[2]}{[1]} \times 100$	[4]	[5]	$[6] = \frac{[4]}{[2]} \times 100$	$[7] = \frac{[5]}{[2]} \times 100$			
Promoter and Promoter Group	E-Voting										
	Poll		232149727	48.91	232149727	0	100.00	0.00			
	Postal Ballot (if applicable)										
	Total	474682198	232149727	48.91	232149727	0	100.00	0.00			
Public - Institutions	E-Voting		60892900	43.00	60892900	0	100.00	0.00			
	Poll										
	Postal Ballot (if applicable)										
	Total	141605187	60892900	43.00	60892900	0	100.00	0.00			
Public - Non Institutions	E-Voting		97107498	15.58	97095818	11680	99.99	0.01			
	Poll		12507168	2.01	12507168	0	100.00	0.00			
	Postal Ballot (if applicable)										
	Total	623089809	109614666	17.59	109602986	11680	99.99	0.01			
Total		1239377194	402657293	32.49	402645613	11680	100.00	0.00			

Resolution No. 5	(Special)	To consider and approve increase in remuneration of Shri Mahendra Nahata (DIN:00052898), Managing Director of the Company									
Whether promoter/ promoter group are interested in the agenda/resolution?	Mode of Voting	No. of Shares Held	No. of 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			
Category		[1]	[2]	$[3] = \frac{[2]}{[1]} \times 100$	[4]	[5]	$[6] = \frac{[4]}{[2]} \times 100$	$[7] = \frac{[5]}{[2]} \times 100$			
Promoter and Promoter Group	E-Voting										
	Poll		231845950	48.84	231845950	0	100.00	0.00			
	Postal Ballot (if applicable)										
	Total	474682198	231845950	48.84	231845950	0	100.00	0.00			
Public - Institutions	E-Voting		60892900	43.00	60892900	0	100.00	0.00			
	Poll										
	Postal Ballot (if applicable)										
	Total	141605187	60892900	43.00	60892900	0	100.00	0.00			
Public - Non Institutions	E-Voting		97095451	15.58	97047768	47683	99.95	0.05			
	Poll		12507168	2.01	12267168	240000	98.08	1.92			
	Postal Ballot (if applicable)										
	Total	623089809	109602619	17.59	109314936	287683	99.74	0.26			
Total		1239377194	402341469	32.46	402053786	287683	99.93	0.07			

For Himachal Futuristic Communications Ltd.

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

Resolution No. 6	(Special)	To consider and approve HFCL Employees' Long Term Incentive Plan-2017 and its implementation through trust									
Whether promoter/ promoter group are interested in the agenda/resolution?											
Category	Mode of Voting	No. of Shares Held	No. of 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			
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100			
Promoter and Promoter Group	E-Voting										
	Poll		232149727	48.91	232149727	0	100.00				0.00
	Postal Ballot (if applicable)										
	Total	474682198	232149727	48.91	232149727	0	100.00				0.00
Public - Institutions	E-Voting		60892900	43.00	4501755	56391145	7.39				92.61
	Poll										
	Postal Ballot (if applicable)										
	Total	141605187	60892900	43.00	4501755	56391145	7.39				92.61
Public - Non Institutions	E-Voting		97098936	15.58	97076409	22527	99.98				0.02
	Poll		12507168	2.01	12507168	0	100.00				0.00
	Postal Ballot (if applicable)										
	Total	623089809	109606104	17.59	109583577	22527	99.98				0.02
Total		1239377194	402648731	32.49	346235059	56443672	85.99				14.01

Resolution No. 7	(Special)	To consider and approve extending benefits of HFCL Employees' Long Term Incentive Plan-2017 to the employees of subsidiary companies									
Whether promoter/ promoter group are interested in the agenda/resolution?											
Category	Mode of Voting	No. of Shares Held	No. of 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			
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100			
Promoter and Promoter Group	E-Voting										
	Poll		232149727	48.91	232149727	0	100.00				0.00
	Postal Ballot (if applicable)										
	Total	474682198	232149727	48.91	232149727	0	100.00				0.00
Public - Institutions	E-Voting		60892900	43.00	4501755	56391145	7.39				92.61
	Poll										
	Postal Ballot (if applicable)										
	Total	141605187	60892900	43.00	4501755	56391145	7.39				92.61
Public - Non Institutions	E-Voting		970989151	15.58	97045542	53609	99.94				0.06
	Poll		12507168	2.01	12507168	0	100.00				0.00
	Postal Ballot (if applicable)										
	Total	623089809	109606319	17.59	109552710	53609	99.95				0.05
Total		1239377194	402648946	32.49	346204192	56444754	85.98				14.01

For Himachal Pradesh Electric Communication Co. Ltd.
 Vice President (Corporate) & Company Secretary
 (Mandak)

Resolution No. 8	(Special)	To consider and approve authorizing to HFCL Employees Trust to subscribe, acquire, hold, transfer Shares under the HFCL Employees' Long Term Incentive Plan-2017													
Whether promoter/ promoter group are interested in the agenda/resolution?															
Category	Mode of Voting	No. of Shares Held	No. of 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	[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting														
	Poll		232149727	48.91			232149727	0						100.00	0.00
	Postal Ballot (if applicable)														
	Total	474682198	232149727	48.91	232149727	0	100.00	0.00							
Public - Institutions	E-Voting		60892900	43.00	4501755	56391145	7.39	92.61							
	Poll														
	Postal Ballot (if applicable)														
	Total	141605187	60892900	43.00	4501755	56391145	7.39	92.61							
Public - Non Institutions	E-Voting		97099051	15.58	97085594	13457	99.99	0.01							
	Poll		12507168	2.01	12507168	0	100.00	0.00							
	Postal Ballot (if applicable)														
	Total	623089809	109606219	17.59	109592762	13457	99.99	0.01							
Total		1239377194	402648846	32.49	346244244	56404602	85.99	14.01							

Resolution No. 9	(Special)	To consider and approve granting loans to HFCL Employees Trust for subscription of HFCL shares under HFCL Employees' Long Term Incentive Plan-2017													
Whether promoter/ promoter group are interested in the agenda/resolution?															
Category	Mode of Voting	No. of Shares Held	No. of 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	[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting														
	Poll		232149727	48.91	232149727	0	100.00	0.00							
	Postal Ballot (if applicable)														
	Total	474682198	232149727	48.91	232149727	0	100.00	0.00							
Public - Institutions	E-Voting		60892900	43.00	4501755	56391145	7.39	92.61							
	Poll														
	Postal Ballot (if applicable)														
	Total	141605187	60892900	43.00	4501755	56391145	7.39	92.61							
Public - Non Institutions	E-Voting		97099351	15.58	97085544	13807	99.99	0.01							
	Poll		12507168	2.01	12507168	0	100.00	0.00							
	Postal Ballot (if applicable)														
	Total	623089809	109606519	17.59	109592712	13807	99.99	0.01							
Total		1239377194	402649146	32.49	346244194	56404952	85.99	14.01							

For Himachal Futuristic Communications Ltd.
 (Manoj Baid)
 Vice-President (Corporate) &
 Company Secretary

Resolution No. 10	(Special)	To consider and approve issue of Convertible Warrants on preferential basis									
Whether promoter/ promoter group are interested in the agenda/resolution?	Mode of Voting	No. of Shares Held	No. of 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			
Category		[1]	[2]	[3] = (2)/(1)*100	[4]	[5]	[6] = (4)/(2)*100	[7] = (5)/(2)*100			
Promoter and Promoter Group	E-Voting										
	Poll		232149727	48.91	232149727	0	100.00				
	Postal Ballot (if applicable)										
	Total	474682198	232149727	48.91	232149727	0	100.00				
Public - Institutions	E-Voting		60892900	43.00	60892900	0	100.00				
	Poll										
	Postal Ballot (if applicable)										
	Total	141605187	60892900	43.00	60892900	0	100.00				
Public - Non Institutions	E-Voting		97109351	15.59	97091494	17857	99.98				
	Poll		12507168	2.01	12507168	0	100.00				
	Postal Ballot (if applicable)										
	Total	623089809	109598662	17.59	109598662	17857	99.98				
Total		1239377194	402659146	32.49	402641289	17857	100.00				

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

DATE: 26.09.2017

PLACE: New Delhi



**CONSOLIDATED SCRUTINIZER REPORT FOR REMOTE E-VOTING & POLL
FOR HIMACHAL FUTURISTIC COMMUNICATIONS LIMITED
(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the
Companies (Management and Administration) Rules 2014 as amended by
Companies (Management and Administration) Amendment Rules, 2015**

To
THE CHAIRMAN OF THE MEETING

**30TH ANNUAL GENERAL MEETING OF
HIMACHAL FUTURISTIC COMMUNICATIONS LIMITED
(CIN NO. : L64200HP1987PLC007466)
8, ELECTRONICS COMPLEX, CHAMBAGHAT
SOLAN – 173 213 (H. P.)**

**SUBJECT : PASSING OF RESOLUTION(S) THROUGH ELECTRONIC VOTING AND POLL
CONDUCTED AT THE 30TH ANNUAL GENERAL MEETING OF HIMACHAL FUTURISTIC
COMMUNICATIONS LIMITED ("THE COMPANY") HELD ON MONDAY, THE 25TH DAY OF
SEPTEMBER 2017 AT 11:00 A. M. AT MUSHROOM CENTRE, CHAMBAGHAT, SOLAN – 173
213 (HIMACHAL PRADESH)**


I, CS Baldev Singh Kashtwal, Practicing Company Secretary (Holding Membership No. FCS 3616 and Certificate of Practice No. 3169) having office at 106, (1st Floor), Madhuban Tower, A-1, V. S. Block, Shakarpur Crossing, Delhi-110092 was appointed as the Scrutinizer for the purpose of scrutinizing Annual General Meeting (AGM) voting process i.e. Remote e-Voting and Poll at the venue of AGM, under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 by the Board of Directors of the Himachal Futuristic Communications Limited at their meeting held on August 10, 2017 on the resolutions mentioned in the Notice dated 26th August, 2017 for 30th AGM of the Members of the Company held on Monday, the 25th September, 2017 at 11:00 A.M. at Mushroom Centre, Chambaghat, Solan, Himachal Pradesh – 173 213.

The Company had appointed National Securities Depository Limited (NSDL) as the service provider for remote e-Voting to the shareholders from 22.09.2017 (09:00 A.M.) to 24.09.2017 (05:00 P.M.).

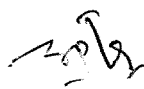
At the 30th Annual General Meeting of the Company held on September 25, 2017, the Chairman of the meeting had ordered for poll to facilitate the members present in the meeting who could not participate in the Remote e-voting to record their votes through the poll process.

After completion of Poll at the AGM at 11:45 A.M. votes cast by the members were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorisations / Proxies lodged with the Company. A detailed register was maintained containing the particulars of the shareholders who participated in Poll at AGM.

Thereafter, the Remote e-Voting results were unblocked by me on September 25, 2017 after the AGM of the company in the presence of two witnesses Mr. Shiv Paul Singh and CS Dushyant Gupta who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


(Shiv Paul Singh)
Witness – 1




(CS Dushyant Gupta)
Witness - 2

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

RESOLUTION NO. 1

ORDINARY RESOLUTION TO RECEIVE, CONSIDER AND ADOPT (A) THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017, THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON; AND

(B) THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017 AND THE REPORTS OF THE AUDITORS THEREON

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Re.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received under Remote e-Voting	176	15,80,03,351	39.24
Total Votes received in Poll at the venue of AGM in physical ballot mode	145	24,48,91,601	60.82
Total Number of Invalid Votes	1	2,34,706	-0.06
Total Number of Valid Votes	320	40,26,60,246	100.00
Total Number of Votes in favour of Resolution	320	40,26,60,246	100.00
Total Number of Votes against the resolution	0	0	0.00

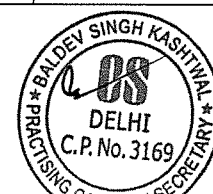
Therefore, the Resolution No. 1 has been approved with requisite majority.

RESOLUTION NO. 2

ORDINARY RESOLUTION FOR CONFIRMATION OF DIVIDEND ON CUMULATIVE REDEEMABLE PREFERENCE SHARES FOR THE FINANCIAL YEAR 2016-2017.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of RE.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received under Remote e-Voting	174	15,80,02,351	39.24
Total Votes received in Poll at the venue of AGM in physical ballot mode	145	24,48,91,601	60.82
Total Number of Invalid Votes	1	2,34,706	-0.06
Total Number of Valid Votes	318	40,26,59,246	100.00
Total Number of Votes in favour of Resolution	314	40,26,57,846	100.00
Total Number of Votes against the resolution	4	1400	0.00

Therefore, the Resolution No. 2 has been approved with requisite majority.



RESOLUTION NO. 3

ORDINARY RESOLUTION FOR RE-APPOINTMENT OF ARVIND KHARABINDA (DIN : 00052270) AS A DIRECTOR OF THE COMPANY WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Re.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received under Remote e-Voting	174	15,80,02,251	39.24
Total Votes received in Poll at the venue of AGM in physical ballot mode	145	24,48,91,601	60.82
Total Number of Invalid Votes	1	2,34,706	-0.06
Total Number of Valid Votes	318	40,26,59,146	100.00
Total Number of Votes in favour of Resolution	303	39,55,17,346	98.23
Total Number of Votes against the resolution	15	71,41,800	1.77

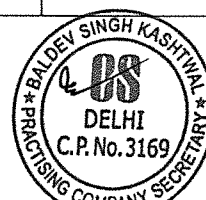
Therefore, the Resolution No. 3 has been approved with requisite majority.

RESOLUTION NO. 4

ORDINARY RESOLUTION FOR APPOINTMENT OF M/S S BHANDARI & CO., CHARTERED ACCOUNTANTS, (FIRM REGISTRATION NO. 000560C) AND OSWAL SUNIL & COMPANY CHARTERED ACCOUNTANTS (FIRM REGISTRATION NO. 016520N) AS STATUTORY AUDITORS OF THE COMPANY FOR A PERIOD OF FIVE YEARS AND TO FIX THEIR REMUNERATION

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Re.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received under Remote e-Voting	174	15,80,00,398	39.24
Total Votes received in Poll at the venue of AGM in physical ballot mode	145	24,48,91,601	60.82
Total Number of Invalid Votes	1	2,34,706	-0.06
Total Number of Valid Votes	318	40,26,57,293	100.00
Total Number of Votes in favour of Resolution	314	40,26,45,613	100.00
Total Number of Votes against the resolution	4	11680	0.00

Therefore, the Resolution No. 4 has been approved with requisite majority.



RESOLUTION NO. 5**SPECIAL RESOLUTION TO INCREASE THE REMUNERATION OF SHRI MAHENDRA NAHATA (DIN : 00052898) MANAGING DIRECTOR OF THE COMPANY.**

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Re.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received under Remote e-Voting	171	15,79,88,351	39.27
Total Votes received in Poll at the venue of AGM in physical ballot mode	143	24,45,87,824	60.79
Total Number of Invalid Votes	1	2,34,706	-0.06
Total Number of Valid Votes	313	40,23,41,469	100.00
Total Number of Votes in favour of Resolution	288	40,20,53,786	99.93
Total Number of Votes against the resolution	25	2,87,683	0.07

Therefore, the Resolution No. 5 has been approved with requisite majority.

RESOLUTION NO. 6**SPECIAL RESOLUTION TO CONSIDER AND APPROVE HFCL EMPLOYEES' LONG TERM INCENTIVE PLAN-2017 AND ITS IMPLEMENTATION THROUGH TRUST.**

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Re.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received under Remote e-Voting	170	15,79,91,836	39.24
Total Votes received in Poll at the venue of AGM in physical ballot mode	145	24,48,91,601	60.82
Total Number of Invalid Votes	1	2,34,706	-0.06
Total Number of Valid Votes	314	40,26,48,731	100.00
Total Number of Votes in favour of Resolution	271	34,62,35,059	85.99
Total Number of Votes against the resolution	43	5,64,13,672	14.01

Therefore, the Resolution No. 6 has been approved with requisite majority.



RESOLUTION NO. 7**SPECIAL RESOLUTION TO CONSIDER AND APPROVE EXTENDING BENEFITS OF HFCL EMPLOYEES' LONG TERM INCENTIVE PLAN-2017 TO THE EMPLOYEES OF SUBSIDIARY COMPANIES**

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Re.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received under Remote e-Voting	172	15,79,92,051	39.24
Total Votes received in Poll at the venue of AGM in physical ballot mode	145	24,48,91,601	60.82
Total Number of Invalid Votes	1	2,34,706	-0.06
Total Number of Valid Votes	316	40,26,48,946	100.00
Total Number of Votes in favour of Resolution	268	34,62,04,192	85.98
Total Number of Votes against the resolution	48	5,64,44,754	14.02

Therefore, the Resolution No. 7 has been approved with requisite majority.

RESOLUTION NO. 8**SPECIAL RESOLUTION TO CONSIDER AND APPROVE AUTHORISATION TO HFCL EMPLOYEES TRUST TO SUBSCRIBE, ACQUIRE, HOLD, TRANSFER SHARES UNDER THE HFCL EMPLOYEES' LONG TERM INCENTIVE PLAN-2017.**

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Re.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received under Remote e-Voting	171	15,79,91,951	39.24
Total Votes received in Poll at the venue of AGM in physical ballot mode	145	24,48,91,601	60.82
Total Number of Invalid Votes	1	2,34,706	-0.06
Total Number of Valid Votes	315	40,26,48,846	100.00
Total Number of Votes in favour of Resolution	273	34,62,44,244	85.99
Total Number of Votes against the resolution	42	5,64,04,602	14.01

Therefore, the Resolution No. 8 has been approved with requisite majority.



RESOLUTION NO. 9

SPECIAL RESOLUTION TO CONSIDER AND APPROVE TO GRANT LOANS TO HFCL EMPLOYEES TRUST FOR SUBSCRIPTION OF HFCL SHARES UNDER THE HFCL EMPLOYEES' LONG TERM INCENTIVE PLAN-2017.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Re.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received under Remote e-Voting	173	15,79,92,251	39.24
Total Votes received in Poll at the venue of AGM in physical ballot mode	145	24,48,91,601	60.82
Total Number of Invalid Votes	1	2,34,706	-0.06
Total Number of Valid Votes	317	40,26,49,146	100.00
Total Number of Votes in favour of Resolution	274	34,62,44,194	85.99
Total Number of Votes against the resolution	43	5,64,04,952	14.01

Therefore, the Resolution No. 9 has been approved with requisite majority.

RESOLUTION NO. 10

SPECIAL RESOLUTION TO CONSIDER AND APPROVE ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Re.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received under Remote e-Voting	174	15,80,02,251	39.24
Total Votes received in Poll at the venue of AGM in physical ballot mode	145	24,48,91,601	60.82
Total Number of Invalid Votes	1	2,34,706	-0.06
Total Number of Valid Votes	318	40,26,59,146	100.00
Total Number of Votes in favour of Resolution	305	40,26,41,289	100.00
Total Number of Votes against the resolution	13	17857	0.00

Therefore, the Resolution No. 10 has been approved with requisite majority.

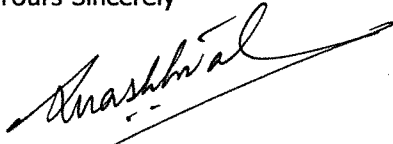
All the Resolutions stand passed under Remote e-Voting and poll with the requisite majority.



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. I have handed over all the relevant records to the Shri Manoj Baid Vice-President (Corporate) and Company Secretary of the Company, who is authorised for its safe keeping.

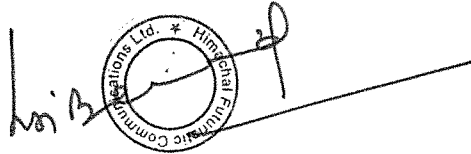

Thanking you

Yours Sincerely



BALDEV SINGH KASHTWAL
SCRUTINIZER
PRACTISING COMPANY SECRETARY
C. P. NO. 3169

Date : 26.09.2017
Place : New Delhi

Counter signed by Shri Manoj Baid Vice-President (Corporate)
and Company Secretary Authorised by the Chairman of the Meeting