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HIMACHAL FUTURISTIC COMMUNICATIONS LTD.
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HFCL/SEC/19-20

September 28, 2019

The BSE Ltd. 1 st Floor, New Trading Wing, Rotunda Building Phiroze Jeejeebhoy Towers, Dalal Street, Fort Mumbai - 400001 corp.relations@bseindia.com Security Code No.: 500183	The National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor, C - 1, Block G Bandra - Kurla Complex, Bandra (E) Mumbai - 400051 cmlist@nse.co.in Security Code No.: HFCL
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RE: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Subject: Proceedings of 32nd Annual General Meeting of the members of Himachal Futuristic Communications Limited held on September 28, 2019.

Dear Sir(s)/ Madam,

We wish to inform you that the 32nd Annual General Meeting ('AGM') of the members of Himachal Futuristic Communications Limited was held today, i.e., on Saturday, September 28, 2019 at 11:00 a.m. at the Mushroom Centre, Chambaghat, Solan - 173 213, Himachal Pradesh and the business mentioned in the Notice dated August 28, 2019 was transacted.

In terms of Regulation 30 read with Para A of Part A of Schedule III to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the **Proceedings** of the 32nd AGM are enclosed herewith.

The same is also available on the website of the Company at <http://www.hfcl.com>.

You are requested to take the above information on records and disseminate the same on your respective websites.

Thanking you.

Yours faithfully,

For Himachal Futuristic Communications Limited

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

Encl.: Proceedings of 32nd AGM.

**PROCEEDINGS OF THE 32ND ANNUAL GENERAL MEETING OF THE MEMBERS OF
HIMACHAL FUTURISTIC COMMUNICATIONS LIMITED**

Date, Time and Venue of the Meeting:

The 32nd Annual General Meeting of the Equity Shareholders of Himachal Futuristic Communications Limited was held on Saturday, 28th September, 2019 at 11:00 a.m. at the Mushroom Centre, Chambaghat, Solan – 173 213, Himachal Pradesh.

Brief details of items deliberated at the Meeting and Results thereof:

Mr. Manoj Baid, Vice-President (Corporate) & Company Secretary extended a warm welcome to the shareholders and introduced Board Members and Senior Management persons present at the Meeting.

He further confirmed the presence of Statutory Auditors and their representative and Mr. Baldev Singh Kashtwal, Secretarial Auditor of the Company, in compliance with the provisions of the Companies Act, 2013 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India (ICSI).

Attention of the members was drawn to the Statutory Registers, Proxy Register and other documents, which were kept open and accessible to any person having right to attend the meeting.

Mr. Mahendra Pratap Shukla, Chairman of the Company and Chairman of the Stakeholders' Relationship Committee presided over the Meeting.

Mr. Ved Kumar Jain, Independent Director and Chairman of the Audit Committee, Mr. Arvind Kharabanda, Non-Executive Director and member of the Audit Committee, Dr. (Ms.) Tamali Sengupta, Independent Director and member of the Audit Committee and the Stakeholders' Relationship Committee were also present in the Meeting.

Mr. Mahendra Nahata, Dr. Ranjeet Mal Kastia, Mr. Surendra Singh Sirohi, and Mr. Ranjeet Anandkumar Soni, Directors, could not attend the meeting due to their personal exigencies.

Mr. Manoj Baid, Vice-President (Corporate) & Company Secretary announced the number of members present in person, proxies and corporate authorizations represented by their respective authorized representatives and confirmed the presence of requisite quorum as per Section 103 of the Companies Act, 2013.

The Chairman, therefore, called the Meeting to order.

With the concurrence of the members, the Notice convening the 32nd AGM, along with the Auditors' Report on the Standalone & Consolidated Financial Statements for the Financial Year 2018-19, being already circulated to all the members, were taken as read.



The Company Secretary informed the members that the Standalone and Consolidated Auditors' Report are free from qualifications & are self-explanatory and do not call for any further clarification.

He further informed the members that in accordance with 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 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had, through the services of National Securities Depository Limited (NSDL), provided remote e-Voting facility to all its members to cast votes electronically on all the resolutions set forth in the Notice.

The remote e-Voting period had commenced on Wednesday, September 25, 2019 at 9:00 a.m. and ended on Friday, September 27, 2019 at 5:00 p.m.

Further, the facility for voting through physical ballot was made available to the members who were present at the Meeting and had not cast their votes electronically through remote e-Voting.

The members were informed that the Board of Directors had appointed Mr. Baldev Singh Kashtwal, Practising Company Secretary, as the Scrutinizer for the purpose of scrutinizing the remote e-Voting process and voting through ballot paper at the AGM, in a fair and transparent manner.

The Chairman, then, addressed the members and gave an overview of the financial performance of the Company for the financial year ended March 31, 2019 and its future outlook.

Thereafter, he invited members to ask questions or queries, if any, pertaining to the business of the Company.

The following items of business, as per the Notice of the 32nd Annual General Meeting, were transacted at the meeting, after briefing the justifications. Subsequently, the Chairman ordered voting through ballots.

Thereafter, the Company Secretary read the items of the Ordinary and Special Business to be transacted at the 32nd Annual General Meeting, as detailed below:



Item No.	Resolution	Particulars
Ordinary Business		
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 st March, 2019.
2.	Ordinary Resolution	Confirmation of Interim Dividend paid on Cumulative Redeemable Preference Shares.
3.	Ordinary Resolution	Declaration of Dividend of ₹ 0.10 (Ten Paise only) i.e. 10% per Equity Share for the Financial Year ended 31 st March, 2019.
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.
Special Business		
5.	Ordinary Resolution	Appointment of Dr. (Ms.) Tamali Sengupta (DIN: 00358658) as an Independent Director.
6.	Ordinary Resolution	Payment of remuneration by way of Commission to Non-Executive Directors including Independent Directors.
7.	Special Resolution	Approval for change of Name of the Company.
8.	Special Resolution	Borrowing of Funds in excess of the limits as prescribed under Section 180(1)(c) of the Companies Act, 2013.
9.	Special Resolution	Creation of Charge on the Assets of the Company as prescribed under Section 180(1)(a) of the Companies Act, 2013.
10.	Special Resolution	Conversion of Loan into Shares or Convertible Instruments or Other Securities.

The members then cast their votes through the ballot papers on the above business items and deposited the same in the ballot boxes placed at the meeting hall.

The Chairman informed the members that the combined results of remote e-Voting and ballot voting at the AGM along with the Consolidated Scrutinizer's Report thereon, would be announced within 48 hours of the conclusion of the 32nd AGM and shall be disseminated to the stock exchanges (BSE & NSE) and uploaded on the website of National Securities Depository Limited (NSDL), the agency providing remote e-Voting facility and also on the website of the Company.

The Chairman thanked all the shareholders for their presence and support and after casting of votes by all members present, the AGM stood closed.

The meeting concluded at 12:00 Noon.

For Himachal Futuristic Communications Limited



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