



An Environment conscious company certified to
ISO 14001 Standard

HIMACHAL FUTURISTIC COMMUNICATIONS LTD.

8, Commercial Complex, Masjid Moth,
Greater Kailash-II, New Delhi-110 048, India

Tel : (+91 11) 3088 2624, 3088 2626

Fax : (+91 11) 3068 9013

Web : www.hfcl.com secretarial@hfcl.com

Email :

HFCL/SEC/18-19/
29th September, 2018

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 |
|---|---|

Dear Sir,

Sub: Proceedings of 31st Annual General Meeting of Himachal Futuristic Communications Limited (HFCL) held on 29th September, 2018

The 31st Annual General Meeting of Himachal Futuristic Communications Limited was held on Saturday, the 29th day of September, 2018 at 11:00 A.M. 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 31st AGM of the Company are enclosed herewith as Annexure I.

You are requested to take the same on record.

Thanking you,

Yours faithfully,

For **Himachal Futuristic Communications Limited**



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

Annexure I

PROCEEDINGS OF THE 31ST ANNUAL GENERAL MEETING OF THE MEMBERS OF HIMACHAL FUTURISTIC COMMUNICATIONS LIMITED HELD ON SATURDAY THE 29TH DAY OF SEPTEMBER, 2018 AT 11:00 A.M.

The 31st Annual General Meeting of the Shareholders of Himachal Futuristic Communications Limited was held on Saturday, the 29th day of September, 2018 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 also the Chairman of Audit Committee (up to the conclusion of 31st Annual General Meeting of the Company held on 29th September, 2018), Stakeholders Relationship Committee and a member of the 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 were also present in the Meeting. The Chairman also informed that Shri Mahendra Nahata, Dr. R M Kastia, Shri Ranjeet Anandkumar Soni, Shri Surendra Singh Sirohi and Shri Ved Kumar Jain, Directors 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 authorizations represented by their respective authorized representatives and that the requisite quorum was present. The Chairman therefore, called the Meeting to order. The Chairman then delivered his speech.

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. The Company Secretary 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 26th September, 2018 (09:00 A.M.) to 28th September, 2018 (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:

- I. Thereafter, Company Secretary read the items of the Ordinary and Special Business to be transacted at the 31st Annual General Meeting as detailed below:

| Sr. No. | Particulars |
|--------------------------|--|
| ORDINARY BUSINESS | |
| 1 | Resolution – 1 : Ordinary Resolution |
| | Receive, consider and adopt : |
| | a) Audited Financial Statements of the Company for the financial year ended 31 st March, 2018, the Reports of the Board of Directors' and Auditors' thereon |




| | |
|-------------------------|--|
| | b) Audited Consolidated Financial Statements of the Company for the financial year ended 31 st March, 2018 and Auditors' Report thereon |
| 2 | Resolution – 2a : Ordinary Resolution |
| | To confirm payment of Dividends on 6.50% Cumulative Redeemable Preference Shares |
| 3 | Resolution – 2b : Ordinary Resolution |
| | To declare dividend of Re. 0.06 (Six paise only) i.e. 6% per equity share for the financial year ended 31st March, 2018 |
| SPECIAL BUSINESS | |
| 4 | Resolution – 3 : Special Resolution |
| | To re-appoint Dr. Ranjeet Mal Kastia (DIN:00053059), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment as a Director |
| 5 | Resolution – 4 : Special Resolution |
| | To appoint Shri Mahendra Pratap Shukla (DIN: 00052977) as a Non-Executive Director and Chairman of the Company |
| 6 | Resolution – 5 : Special Resolution |
| | To re-appoint Shri Mahendra Nahata (DIN:00052898) as Managing Director of the Company |
| 7 | Resolution – 6 : Ordinary Resolution |
| | To appoint Shri Ranjeet Anandkumar Soni (DIN: 07977478) as a Nominee Director of the Company |
| 8 | Resolution – 7 : Ordinary Resolution |
| | To appoint Shri Surendra Singh Sirohi (DIN: 07595264) as an Independent Director of the Company |
| 9 | Resolution – 8 : Ordinary Resolution |
| | To appoint Shri Ved Kumar Jain (DIN: 00485623) as an Independent Director of the Company |

The Chairman invited comments and questions from the members. The queries raised by the member with respect to the decline in the margins etc. was clarified by the CFO to the satisfaction of the Shareholders present at the Meeting.

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 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