



**CONSOLIDATED SCRUTINIZER REPORT FOR REMOTE E-VOTING & INSTAPOLL i.e.
E-VOTING DURING 34TH ANNUAL GENERAL MEETING (AGM) FOR HFCL LIMITED
(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies
(Management and Administration) Rules, 2014 as Amended)**

To,

The Chairman,
HFCL Limited
(Formerly Himachal Futuristic Communications Limited)
(CIN: L64200HP1987PLC007466)
8 Electronics Complex Chambaghat, Solan,
Himachal Pradesh- 173213, India

Subject: Passing of Resolution(s) through remote e-voting and Instapoll i.e. e-voting at AGM electronically by the members during the 34th Annual General Meeting (AGM) of HFCL Limited ("The Company") held on Thursday, the 30th September, 2021 at 11:00 A. M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means (OAVM")

Dear Sir,

1. I, CS Baldev Singh Kashtwal, Practising 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 by the Board of Directors of the HFCL Limited ('the Company') at its meeting held on September 03, 2021 for the purpose of scrutinizing the process of voting through electronic means ('e-voting') i.e. remote e-voting and Instapoll i.e. e-voting at AGM by members during the Annual General Meeting on the resolutions contained in the Notice dated September 03, 2021 for 34th Annual General Meeting of the Members of the Company, held on **Thursday, the September 30, 2021 at 11.00 A.M. (IST) through VC/OAVM**, 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 in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended by the General Circular No. 02/2021 dated January 13, 2021 read with circulars dated April 8, 2020, April 13, 2020 and May 5, 2020, issued by the Ministry of Corporate Affairs (MCA) and in accordance with the circular dated January 15, 2021 read with Circular dated May 12, 2020 issued by the Securities and Exchange Board of India (SEBI) (the "**Applicable Circulars**") providing relaxation for the manner in which the AGM shall be held and conducted. The Applicable Circulars provides for relaxation in the manner in which the AGM will be held including the manner of sending the Notices and Annual Reports to the shareholders and the manner of voting at the meeting, which was necessitated on account of the outbreak of COVID -19 (CORONAVIRUS) pandemic.
2. The Company engaged National Securities Depository Limited ("NSDL") as the Service Provider for extending the facility of remote e-voting and Instapoll i.e. e-voting during the AGM to the shareholders of the Company. The Service Provider provided a system for recording the votes of the shareholders electronically on all the ten (10) items mentioned in the Notice dated September 03, 2021. The Company had also uploaded all the items of the business to be transacted on the website of its Service Provider to facilitate the shareholders to cast their votes through remote e-voting and Instapoll. The Remote e-Voting facility was kept open from Monday, September 27, 2021 (09:00 A.M.) to Wednesday, September 29, 2021 (05:00 P.M.).
3. The cut-off date for the purposes of identifying the Shareholders who will be entitled to vote on the resolutions placed for the approval of the shareholders was **September 23, 2021**.



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4. As on the cut-off date there were 4,85,505 Shareholders of the Company. The Notice was sent on September 07, 2021, through email to 4,34,001 Shareholders, whose email id was made available by the two depositories / RTA/Depository Participants.
5. Pursuant to the Applicable Circulars, the Notice sent through email contained the detailed procedure to be followed by the shareholders to cast their votes electronically.
6. Pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Amendment Rules, 2015, the Company also released an advertisement, which was published on Wednesday, September 08, 2021 in The Indian Express, Delhi and Chandigarh (English Newspaper), Divya Himachal, Shimla (Hindi Newspaper) and Jansatta, Chandigarh (Hindi Newspaper). The notice published in the newspaper carried the required information as specified in the Rule 20(4)(v) (a) to (h).
7. Particulars of all votes cast by electronic mode have been entered in the register separately maintained for the purpose in electronic mode.
8. At the 34th Annual General Meeting of the Company held through VC / OAVM, on Thursday, September 30, 2021 at 11.00 A. M. onwards, after considering all the items of business, the facility to vote electronically i.e. through Instapoll was provided to facilitate those members who were attending the meeting through VC / OAVM but could not participate in the remote e-voting to record their votes.
9. Thereafter, the remote e-voting and e-voting by the members at the AGM, results were unblocked by me at around 12.20 P. M. on September 30, 2021 in the presence of two witnesses on the National Securities Depository Limited (NSDL) e-voting platform and the voting summary statement was downloaded pursuant to Rule 20(4)(xii) of the Companies (Management and Administration) Amendment Rules, 2015. After unblocking the total votes cast, both through remote e-voting and Instapoll, were consolidated and the final Scrutinizer's Report was prepared.

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 September 3, 2021.

Responsibility as a Scrutinizer

My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer Report of the votes cast "in favour" and "against" the resolutions set out in the Notice of 34th Annual General Meeting dated September 3, 2021 based on the reports generated from the e-voting system provide by National Securities Depository Limited (NSDL), the authorised agency engaged by the Company for providing e-voting facility.

As a Scrutinizer, I ensured that e-Voting and remote e-Voting done by the shareholders was in order and in compliance with the relevant provisions under the Companies Act, 2013 and Rules made thereunder.

The result of e-voting is as under:-



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Ordinary Business:

Agenda Item No. 1

Ordinary Resolution for Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2021, the reports of the Board of Directors and the Auditors thereon

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode (Remote e-voting)	1124	674973655	
Total Votes received at the AGM through electronically (Instapoll)	10	68150	
Less :- Abstained from Voting	0	0	
Less Voted by the members	3	60387187	
Total Number of Invalid Votes	0	0	
Total Number of Valid Votes	1134	614654618	100.00
Total Number of Votes against the resolution	19	36578	0.01
Total Number of Votes in favour of Resolution	1115	614618040	99.99

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

Agenda Item No. 2

Ordinary Resolution for Adoption of Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2021 and the report of the Auditors thereon

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode (Remote e-voting)	1123	674971090	
Total Votes received at the AGM through electronically (Instapoll)	10	68150	
Less :- Abstained from Voting	0	0	
Less Voted by the members	3	60387187	
Total Number of Invalid Votes	0	0	
Total Number of Valid Votes	1133	614652053	100.00
Total Number of Votes against the resolution	21	36683	0.01
Total Number of Votes in favour of Resolution	1112	614615370	99.99

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



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Agenda Item No. 3

Ordinary Resolution for Dividend of ₹0.15 (Fifteen Paise only) i.e. 15% per fully paid-up equity share of face value of ₹1/- (Rupee One only) for the financial year ended 31st March, 2021

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode (Remote e-voting)	1124	675681176	
Total Votes received at the AGM through electronically (Instapoll)	10	68150	
Less :- Abstained from Voting	0	0	
Less Voted by the members	3	60387187	
Total Number of Invalid Votes	0	0	
Total Number of Valid Votes	1134	615362139	100.00
Total Number of Votes against the resolution	34	41606	0.01
Total Number of Votes in favour of Resolution	1100	615320533	99.99

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

Agenda Item No. 4

Special Resolution for appointment of a Director in place of Dr. (Mr.) Ranjeet Mal Kastia (DIN: 00053059), Director (Non-Executive), who retires by rotation at this Annual General Meeting 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 Rs.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode (Remote e-voting)	1119	675681316	
Total Votes received at the AGM through electronically (Instapoll)	10	68150	
Less :- Abstained from Voting	0	0	
Less Voted by the members	3	60387187	
Total Number of Invalid Votes	0	0	
Total Number of Valid Votes	1129	615362279	100.00
Total Number of Votes against the resolution	68	3095094	0.50
Total Number of Votes in favour of Resolution	1061	612267185	99.50

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



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Special Business:**Agenda Item No. 5**

Ordinary Resolution for appointment of Mr. Ramakrishna Eda (DIN: 07677647) as a Director (Nominee Director- IDBI Bank Limited)

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode (Remote e-voting)	1118	675680316	
Total Votes received at the AGM through electronically (Instapoll)	10	68150	
Less :- Abstained from Voting	0	0	
Less Voted by the members	3	60387187	
Total Number of Invalid Votes	0	0	
Total Number of Valid Votes	1128	615361279	100.00
Total Number of Votes against the resolution	46	2714953	0.44
Total Number of Votes in favour of Resolution	1082	612646326	99.56

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

Agenda Item No. 6

Special Resolution for Re-appointment of Mr. Surendra Singh Sirohi (DIN: 07595264) as an Independent. Director

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode (Remote e-voting)	1115	675680176	
Total Votes received at the AGM through electronically (Instapoll)	10	68150	
Less :- Abstained from Voting	0	0	
Less Voted by the members	3	60387187	
Total Number of Invalid Votes	0	0	
Total Number of Valid Votes	1125	615361139	100.00
Total Number of Votes against the resolution	60	1780461	0.29
Total Number of Votes in favour of Resolution	1065	613580678	99.71

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



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Agenda Item No. 7

Special Resolution for Re-appointment of Dr. (Ms.) Tamali Sengupta (DIN: 00358658) as an Independent Director

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode (Remote e-voting)	1115	675679265	
Total Votes received at the AGM through electronically (Instapoll)	10	68150	
Less :- Abstained from Voting	0	0	
Less Voted by the members	3	60387187	
Total Number of Invalid Votes	0	0	
Total Number of Valid Votes	1125	615360228	100.00
Total Number of Votes against the resolution	61	1594192	0.26
Total Number of Votes in favour of Resolution	1064	613766036	99.74

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

Agenda Item No. 8

Special Resolution for Re-appointment and remuneration of Mr. Mahendra Nahata (DIN: 00052898) as a Managing Director and a Key Managerial Personnel of the Company

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode (Remote e-voting)	1111	675677182	
Total Votes received at the AGM through electronically (Instapoll)	10	68150	
Less :- Abstained from Voting	0	0	
Less Voted by the members	3	60387187	
Total Number of Invalid Votes	0	0	
Total Number of Valid Votes	1121	615358145	100.00
Total Number of Votes against the resolution	76	12328161	2.00
Total Number of Votes in favour of Resolution	1045	603029984	98.00

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



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Agenda Item No. 9

Ordinary Resolution to approve the Material Related Party Transactions with HTL Limited, a material subsidiary of the Company.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode (Remote e-voting)	1107	135609635	
Total Votes received at the AGM through electronically (Instapoll)	10	68150	
Less :- Abstained from Voting	0	0	
Less Voted by the members	0	0	
Total Number of Invalid Votes	0	0	
Total Number of Valid Votes	1117	135677785	100.00
Total Number of Votes against the resolution	63	1655774	1.22
Total Number of Votes in favour of Resolution	1054	134022011	98.78

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

Agenda Item No. 10

Special Resolution to approve Raising of Funds

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Rs.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode (Remote e-voting)	1118	675676504	
Total Votes received at the AGM through electronically (Instapoll)	10	68150	
Less :- Abstained from Voting	-	-	
Less Voted by the members	3	60387187	
Total Number of Invalid Votes	0	0	
Total Number of Valid Votes	1128	615357467	100.00
Total Number of Votes against the resolution	39	755153	0.12
Total Number of Votes in favour of Resolution	1089	614602314	99.88

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



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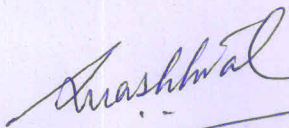
All the ten resolutions stand passed under remote e-voting and Instapoll with the requisite majority and, hence, deemed to be passed as on the date of the AGM i.e. on September 30, 2021.

I hereby confirm that I am maintaining the soft copy of the registers received from the service provider in respect of the votes cast through remote e- voting and Instapoll by way of electronic means by the members of the Company.

All other relevant records relating to remote e-voting and Instapoll shall remain in the safe custody of the scrutinizer and will be handed over to the Company until the Chairman of the Meeting considers, approves and signs the Minutes of the 34th AGM.

You may kindly declare the results accordingly.

Thanking you
Yours Sincerely



CS BALDEV SINGH KASHTWAL
PRACTISING COMPANY SECRETARY
SCRUTINIZER
C. P. NO. 3169
ICSI –UDIN : F003616C001062179
PEER REVIEW CERTIFICATE NO. : 1205/2021

Countersigned by:
For HFCL Limited

Manoj Baid
Senior Vice-President (Corporate) &
Company Secretary
FCS-5834

Date : October 1, 2021
Place : Delhi