



HFCL Limited

8, Commercial Complex, Masjid Moth, Greater Kailash - II,
New Delhi - 110048, India

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Web : www.hfcl.com

Email : secretarial@hfcl.com

HFCL/SEC/21-22

March 8, 2022

| | |
|---|---|
| The BSE Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001 E-mail: 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 E-mail: takeover@nse.co.in Security Code No.: HFCL |
|---|---|

Re: Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Subject: - Voting Results and Consolidated Scrutinizer's Report of the First Extra-Ordinary General Meeting of the financial year 2021-22 (EGM) of the Members of HFCL Limited held on March 07, 2022.

Dear Sir(s)/ Madam,

In terms of Regulation 44(3) of the SEBI Listing Regulations, we hereby submit the Voting Results of all the resolutions passed at the First Extra-Ordinary General Meeting of the financial year 2021-22 (EGM) of the members of the Company, held on March 07, 2022 at 11:00 a.m. (IST), in the format specified by the SEBI.

We also hereby submit the Consolidated Scrutinizer's Report on Remote e-Voting and e-Voting conducted at the EGM, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(xii) of the Companies (Management and Administration) Amendment Rules, 2015.

The same shall also be available on the website of the Company at <http://www.hfcl.com> and on the website of National Securities Depository Limited (NSDL), the agency providing remote e-Voting/ e-Voting facility at <https://www.evoting.nsdl.com>.

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

Thanking you.

Yours faithfully,

For HFCL Limited

(Manoj Baid)

Senior Vice-President (Corporate) &

Company Secretary

Membership No.: - FCS-5834

Encl.:- Voting Results and Consolidated Scrutinizer's Report of EGM.

| General information about company | |
|---|--------------|
| Scrip code | 500183 |
| NSE Symbol | HFCL |
| MSEI Symbol | NOTLISTED |
| ISIN | INE548A01028 |
| Name of the company | HFCL LIMITED |
| Type of meeting | EGM |
| Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot) | 07-03-2022 |
| Start time of the meeting | 11:00 AM |
| End time of the meeting | 11:38 AM |



| Scrutinizer Details | |
|---|-----------------------|
| Name of the Scrutinizer | BALDEV SINGH KASHTWAL |
| Firms Name | NA |
| Qualification | CS |
| Membership Number | 3616 |
| Date of Board Meeting in which appointed | 09-02-2022 |
| Date of Issuance of Report to the company | 08-03-2022 |



| Voting results | |
|--|------------|
| Record date | 28-02-2022 |
| Total number of shareholders on record date | 642609 |
| No. of shareholders present in the meeting either in person or through proxy | |
| a) Promoters and Promoter group | 0 |
| b) Public | 0 |
| No. of shareholders attended the meeting through video conferencing | |
| a) Promoters and Promoter group | 7 |
| b) Public | 62 |
| No. of resolution passed in the meeting | 2 |
| Disclosure of notes on voting results | |



| Resolution(1) | | | | | | | | |
|--|-------------------------------|--------------------|---|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | Special | | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | No | | | | | |
| Description of resolution considered | | | TO APPROVE THE CONTINUATION OF MR. ARVIND KHARABANDA (DIN: 00052270) AS A NON-EXECUTIVE DIRECTOR ON ATTAINING THE AGE OF 75 (SEVENTY FIVE) YEARS, IN TERMS OF REGULATION 17(1A) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 | | | | | |
| 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 | 540081892 | 540081892 | 100 | 540081892 | 0 | 100 | 0 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 540081892 | 540081892 | 100 | 540081892 | 0 | 100 |
| Public-Institutions | E-Voting | 115985251 | 59346452 | 51.1672 | 57666967 | 1679485 | 97.17 | 2.83 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 115985251 | 59346452 | 51.1672 | 57666967 | 1679485 | 97.17 |
| Public-Non Institutions | E-Voting | 720517078 | 102885958 | 14.2795 | 102763057 | 122901 | 99.8805 | 0.1195 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 720517078 | 102885958 | 14.2795 | 102763057 | 122901 | 99.8805 |
| Total | | 1376584221 | 702314302 | 51.0186 | 700511916 | 1802386 | 99.7434 | 0.2566 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | | |



| Details of Invalid Votes | |
|---------------------------------|---------------------|
| Category | No. of Votes |
| Promoter and Promoter Group | |
| Public Insitutions | |
| Public - Non Insitutions | |

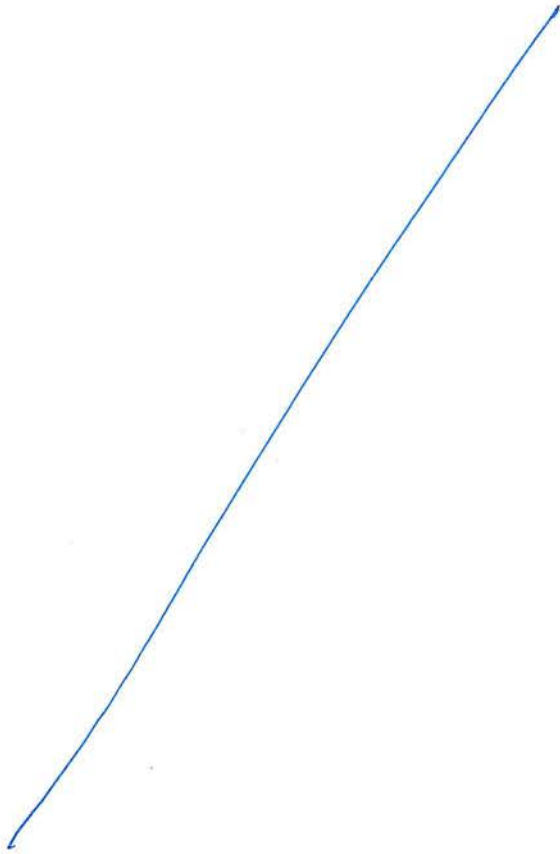


| Resolution(2) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Resolution required: (Ordinary / Special) | | | | Special | | | | |
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | TO APPROVE THE APPOINTMENT OF MR. AJAI KUMAR (DIN: 02446976) AS AN INDEPENDENT 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 | 540081892 | 540081892 | 100 | 540081892 | 0 | 100 | 0 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 540081892 | 540081892 | 100 | 540081892 | 0 | 100 |
| Public- Institutions | E-Voting | 115985251 | 59346452 | 51.1672 | 58961173 | 385279 | 99.3508 | 0.6492 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 115985251 | 59346452 | 51.1672 | 58961173 | 385279 | 99.3508 |
| Public- Non Institutions | E-Voting | 720517078 | 102886158 | 14.2795 | 102863868 | 22290 | 99.9783 | 0.0217 |
| | Poll | | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | | 720517078 | 102886158 | 14.2795 | 102863868 | 22290 | 99.9783 |
| Total | | 1376584221 | 702314502 | 51.0186 | 701906933 | 407569 | 99.942 | 0.058 |
| Whether resolution is Pass or Not. | | | | | | | Yes | |
| Disclosure of notes on resolution | | | | | | | | |



| Details of Invalid Votes | |
|-----------------------------|--------------|
| Category | No. of Votes |
| Promoter and Promoter Group | |
| Public Insitutions | |
| Public - Non Insitutions | |







**CONSOLIDATED SCRUTINIZER REPORT FOR REMOTE E-VOTING &
INSTAPOLL i.e. E-VOTING AT 1ST EXTRA-ORDINARY GENERAL MEETING OF
HFCL LIMITED FOR FINANCIAL YEAR 2021-2022**

**(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 of the 1st Extra-Ordinary General Meeting (FY 2021-2022) ("EGM"),
HFCL 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
EGM electronically by the members during the 1st Extra Ordinary General Meeting
(EGM) of HFCL Limited ("The Company") held on Monday, the 7th March, 2022 at
11:00 A.M. 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 HFCL Limited ('the Company') by a resolution passed through circulation on February 9, 2022 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 EGM by members on all the resolutions contained in the Notice dated February 9, 2022 for 1st Extra Ordinary General Meeting of the Members of the Company, held on Monday, the March 7, 2022 at 11.00 A.M. 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. 20/2021 dated December 8, 2021, read with circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020 and June 23, 2021, issued by the Ministry of Corporate Affairs ('MCA') (Collectively referred to as "**MCA Circulars**") and in accordance with the circular dated May 12, 2020 issued by the Securities and Exchange Board of India (SEBI) (Applicable Circular) providing relaxation for the manner in which the EGM shall be held and conducted. The Applicable Circulars provides for relaxation in the manner in which the EGM will be held including the manner of sending the Notices 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 EGM to the shareholders of the Company. The Service Provider provided a system for recording the votes of the shareholders electronically on all the two (2) items mentioned in the notice dated February 9, 2022. The Company had also uploaded all the items of the business to be transacted on the website of the Company and also its Service Provider to facilitate their shareholders to cast their votes through remote e-voting and Instapoll. The Remote e-Voting facility was kept open from Friday, March 4, 2022 (09:00 A.M.) to Sunday, March 6, 2022 (05:00 P.M.).
3. The cutoff date (Record 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 February 28, 2022.



4. As on the cutoff date there were 6,42,609 Shareholders of the Company. The Notice was sent through email to 5,75,789 Shareholders whose email id was made available by the two depositories.
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 Companies (Management and Administration) Amendment Rules, 2015, the Company also released an advertisement, which was published on Saturday, the 12th February, 2022 in The Indian Express, Chandigarh and Delhi Edition (English Newspaper) and Divya Himachal, Shimla (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 Extra-ordinary General Meeting of the Company held through VC / OAVM, on Monday, March 7, 2022, 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 EGM, results were unblocked by me at around 12.20 P.M. on March 7, 2022 on 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 February 9, 2022.

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 Extra - Ordinary General Meeting dated February 9, 2022 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, the report of the e-voting carried by the shareholders was duly complied.

The result of e-voting is as under:-

ICSI –UDIN : F003616C002837425



| | | | |
|--|--|--|---------------------------------|
| RESOLUTION NO. | 1 | | |
| NATURE OF RESOLUTION | SPECIAL RESOLUTION | | |
| SUBJECT MATTER | CONTINUATION OF MR. ARVIND KHARABANDA (DIN:00052270) AS A NON-EXECUTIVE DIRECTOR ON ATTAINING OF AGE OF 75 YEARS, IN TERMS OF REGULATION 17(1A) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 | | |
| 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) | 827 | 70,22,99,090 | |
| Total Votes received at the EGM through electronically (Instapoll) | 14 | 26,286 | |
| Less :- Abstained from Voting | 1 | 400 | |
| Less Voted by the members | 1 | 10,674 | |
| Total Number of Invalid Votes | 0 | 0 | 0 |
| Total Number of Valid Votes | 840 | 70,23,14,302 | 100.00 |
| Total Number of Votes against the resolution | 99 | 18,02,386 | 0.26 |
| Total Number of Votes in favour of Resolution | 741 | 70,05,11,916 | 99.74 |

One Shareholder holding 400 equity shares has not voted for Resolution No. 1.

| | | | |
|--|--|--|---------------------------------|
| RESOLUTION NO. | 2 | | |
| NATURE OF RESOLUTION | SPECIAL RESOLUTION | | |
| SUBJECT MATTER | APPOINTMENT OF MR. AJAI KUMAR (DIN: 02446976) AS AN INDEPENDENT DIRECTOR 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) | 827 | 70,22,99,090 | |
| Total Votes received at the EGM through electronically (Instapoll) | 14 | 26,286 | |
| Less :- Abstained from Voting | 1 | 200 | |
| Less Voted by the members | 1 | 10,674 | |
| Total Number of Invalid Votes | 0 | 0 | |
| Total Number of Valid Votes | 840 | 70,23,14,502 | 100.00 |
| Total Number of Votes against the resolution | 42 | 4,07,569 | 0.06 |
| Total Number of Votes in favour of Resolution | 798 | 70,19,06,933 | 99.94 |

One Shareholder holding 200 equity shares has not voted for Resolution No. 2.

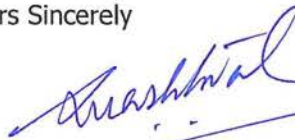


All the two resolutions stand passed under remote e-voting and Instapoll with the requisite majority and, hence, deemed to be passed as on the date of the EGM, i.e. March 07, 2022.

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 considers, approves and signs the minutes of the EGM. 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 : F003616C002837425
ICSI - Peer Review Certificate Number : 1205/2021
ICSI - Unique Identification Number : I1999DE144000

Date : March 8, 2022
Place : Delhi



Counter signed by:
(Manoj Baid)
Senior Vice-President (Corporate) &
Company Secretary