

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L64200HP1987PLC007466

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACH4041D

(ii) (a) Name of the company

HFCL LIMITED

(b) Registered office address

8 ELECTRONICS COMPLEX CHAMBAGHAT,SOLAN NA
HIMACHAL PRADESH
Himachal Pradesh
173213
India



(c) *e-mail ID of the company

secretarial@hfcl.com

(d) *Telephone number with STD code

01135209400

(e) Website

www.hfcl.com

(iii) Date of Incorporation

11/05/1987

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes

No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes

No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
	BSE Limited	1
	National Stock Exchange Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U67120WB2011PLC165872

Pre-fill

Name of the Registrar and Transfer Agent

MCS SHARE TRANSFER AGENT LIMITED

Registered office address of the Registrar and Transfer Agents

383 LAKE GARDENS
1ST FLOOR

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C9	Computer, electronic, Communication and scientific measuring & control equipment	34.73
2	J	Information and communication	J5	Wired, wireless or satellite Telecommunication activities	65.27

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	POLIXEL SECURITY SYSTEMS P LTD	U93000DL2010PTC199073	Subsidiary	100

2	HFCL ADVANCE SYSTEMS PRIV +	U29253HP2015PTC000880	Subsidiary	100
3	MONETA FINANCE PRIVATE LIM +	U65921HP1995PTC017088	Subsidiary	100
4	DRAGONWAVE HFCL INDIA PR +	U64200DL2010PTC211117	Subsidiary	100
5	HFCL TECHNOLOGIES PRIVATE +	U29309DL2021PTC382794	Subsidiary	100
6	HFCL B.V.		Subsidiary	100
7	HFCL Inc.		Subsidiary	100
8	RADDEF PRIVATE LIMITED	U74999KA2017PTC105873	Subsidiary	90
9	HTL LIMITED	U93090TN1960PLC004355	Subsidiary	74
10	NIMPAA TELECOMMUNICATIO +	U32109TN2020PTC138131	Associate	50
11	BIGCAT WIRELESS PRIVATE LIM +	U72900TN2013PTC089742	Associate	50
12	HFCL Canada Inc.		Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	5,100,000,000	1,440,972,812	1,440,972,812	1,440,972,812
Total amount of equity shares (in Rupees)	5,100,000,000	1,440,972,812	1,440,972,812	1,440,972,812

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	5,100,000,000	1,440,972,812	1,440,972,812	1,440,972,812
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	5,100,000,000	1,440,972,812	1,440,972,812	1,440,972,812

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	25,000,000	0	0	0
Total amount of preference shares (in rupees)	2,500,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Redeemable Cumulative Preference Shares				
Number of preference shares	25,000,000	0	0	0
Nominal value per share (in rupees)	100			
Total amount of preference shares (in rupees)	2,500,000,000	0		

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	510,260	1,377,248,0 ⁺	1377758321	1,377,758,3 ⁺	1,377,758, ⁺	
Increase during the year	0	63,248,351	63248351	63,248,351	63,248,351	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	
iv. Private Placement/ Preferential allotment	0	63,214,491	63214491	63,214,491	63,214,491	0 ⁺
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0

x. Others, specify	0	33,860	33860	33,860	33,860	
Transfer of Shares from Physical						
Decrease during the year	33,860	0	33860	33,860	33,860	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	33,860	0	33860	33,860	33,860	
Transfer of Shares to Demat						
At the end of the year	476,400	1,440,496,4	1440972812	1,440,972,8	1,440,972,	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE548A01028

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text"/>	
Date of registration of transfer (Date Month Year)		<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2 - Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

1

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Warrants	1,900,000	80	152,000,000	20	38,000,000
Total	1,900,000		152,000,000		38,000,000

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

40,745,866,134

(ii) Net worth of the Company

38,216,971,613

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	3,980,091	0.28	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	539,001,801	37.41	0	
10.	Others	0	0	0	
	Total	542,981,892	37.69	0	0

Total number of shareholders (promoters)

7

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	454,831,468	31.56	0	
	(ii) Non-resident Indian (NRI)	10,985,972	0.76	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	6,634	0	0	
	(ii) State Government		0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	3,338,941	0.23	0	
4.	Banks	2,450	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	78,197,421	5.43	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	165,316,263	11.47	0	
10.	Others Foreign Portfolio Investors, +	185,311,771	12.86	0	

	Total	897,990,920	62.31	0	0
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Total number of shareholders (other than promoters) 729,529

**Total number of shareholders (Promoters+Public/
Other than promoters)** 729,536

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	7	7
Members (other than promoters)	605,837	729,529
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	1	0	1	0	0.09	0
B. Non-Promoter	0	6	0	6	0	0
(i) Non-Independent	0	2	0	2	0	0
(ii) Independent	0	4	0	4	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0		0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	6	1	6	0.09	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 9

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
MAHENDRA NAHATA	00052898	Managing Director	1,335,091	
ARVIND KHARABAND	00052270	Director	0	
TAMALI SENGUPTA	00358658	Director	0	
AJAI KUMAR	02446976	Director	0	
SURENDRA SINGH SI	07595264	Director	0	27/08/2024
BHARAT PAL SINGH	00739712	Director	0	
RANJEET MAL KASTI	00053059	Director	0	
VIJAY RAJ JAIN	AALPJ8603K	CFO	1,812,000	
MANOJ BAID	AHJPB7936Q	Company Secretar	239,000	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	30/09/2023	604,992	92	

B. BOARD MEETINGS

*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	08/05/2023	7	7	100
2	31/05/2023	7	7	100
3	26/07/2023	7	7	100
4	01/09/2023	7	7	100
5	19/10/2023	7	7	100
6	01/02/2024	7	7	100
7	21/02/2024	7	7	100

C. COMMITTEE MEETINGS

Number of meetings held

35

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	08/05/2023	4	4	100
2	Audit Committee	14/06/2023	4	4	100
3	Audit Committee	26/07/2023	4	4	100
4	Audit Committee	31/08/2023	4	4	100
5	Audit Committee	19/10/2023	4	4	100
6	Audit Committee	30/11/2023	4	4	100
7	Audit Committee	01/02/2023	4	4	100
8	Audit Committee	29/03/2024	4	4	100
9	Nomination, Remuneration	08/05/2023	3	3	100
10	Nomination, Remuneration	25/07/2023	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	MAHENDRA N	7	7	100	19	15	78.95	
2	ARVIND KHAI	7	7	100	33	32	96.97	
3	TAMALI SENC	7	7	100	14	14	100	
4	AJAI KUMAR	7	7	100	2	2	100	
5	SURENDRA S	7	7	100	13	13	100	
6	BHARAT PAL	7	7	100	19	19	100	
7	RANJEET MA	7	7	100	14	14	100	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mahendra Nahata	Managing Director	62,000,000	30,000,000	0	8,444,600	100,444,600
	Total		62,000,000	30,000,000	0	8,444,600	100,444,600

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	VIJAY RAJ JAIN	CFO	44,223,997	0	0	4,038,125	48,262,122
2	MANOJ BAID	COMPANY SECRETARY	13,808,366	0	0	1,687,309	15,495,675
	Total		58,032,363	0	0	5,725,434	63,757,797

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Arvind Kharabanda	Non-executive Director	0	0	0	1,950,000	1,950,000
2	Ranjeet Mal Kastia	Non-executive Director	0	0	0	1,050,000	1,050,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
3	Surendra Singh Sirc	Non-executive Ir	0	0	0	1,000,000	1,000,000
4	Tamali Sengupta	Non-executive Ir	0	0	0	1,050,000	1,050,000
5	Bharat Pal Singh	Non-executive Ir	0	0	0	1,300,000	1,300,000
6	Ajai Kumar	Non-executive Ir	0	0	0	450,000	450,000
	Total		0	0	0	6,800,000	6,800,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

1

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status
HFCL LIMITED	BSE LIMITED	26/03/2024	SEBI Circular bearir	Fine of Rs.80,000/	Paid

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

BALDEV SINGH KASHTWAL

Whether associate or fellow

Associate Fellow

Certificate of practice number

3169

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

HFCL- MGT- 8 - 2023 - DRAFT.pdf NUMBER OF COMMITTEE MEETING HE HFCL_SHT_FNL_BOTH2024.pdf
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Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company