



**CONSOLIDATED SCRUTINIZER REPORT FOR REMOTE E-VOTING & POLL
FOR HIMACHAL FUTURISTIC COMMUNICATIONS LIMITED
(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the
Companies (Management and Administration) Rules 2014 as amended by
Companies (Management and Administration) Amendment Rules, 2015**

To
**THE CHAIRMAN OF THE MEETING
31ST ANNUAL GENERAL MEETING OF
HIMACHAL FUTURISTIC COMMUNICATIONS LIMITED
(CIN NO. : L64200HP1987PLC007466)
8, ELECTRONICS COMPLEX, CHAMBAGHAT
SOLAN – 173 213 (H. P.)**

**SUBJECT : PASSING OF RESOLUTION(S) THROUGH ELECTRONIC VOTING AND POLL
CONDUCTED AT THE 31ST ANNUAL GENERAL MEETING OF HIMACHAL FUTURISTIC
COMMUNICATIONS LIMITED ("THE COMPANY") HELD ON SATURDAY, THE 29TH DAY OF
SEPTEMBER 2018 AT 11:00 A. M. AT MUSHROOM CENTRE, CHAMBAGHAT, SOLAN –
173213 (HIMACHAL PRADESH)**

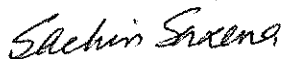
I, CS Baldev Singh Kashtwal, Practicing Company Secretary (Holding Membership No. FCS 3616 and Certificate of Practice No. 3169) having office at 106, (1st Floor), Madhuban Tower, A-1, V. S. Block, Shakarapur Crossing, Delhi-110092 was appointed as the Scrutinizer for the purpose of scrutinizing Annual General Meeting (AGM) voting process i.e. Remote e-Voting and Poll at the venue of AGM, under 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 by the Board of Directors of the Himachal Futuristic Communications Limited at their meeting held on August 01, 2018 on the resolutions mentioned in the Notice dated 27th August, 2018 for 31st AGM of the Members of the Company held on Saturday, the 29th September, 2018 at 11:00 A.M. at Mushroom Centre, Chambaghat, Solan, Himachal Pradesh – 173 213.

The Company had appointed National Securities Depository Limited (NSDL) as the service provider for remote e-Voting to the shareholders from 26.09.2018 (09:00 A.M.) to 28.09.2018 (05:00 P.M.).

At the 31st Annual General Meeting of the Company held on September 29, 2018, the Chairman of the meeting had ordered for poll to facilitate the members present in the meeting who could not participate in the Remote e-voting to record their votes through the poll process.

After completion of Poll at the AGM at 11:50 A.M. votes cast by the members were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorisations / Proxies lodged with the Company. A detailed register was maintained containing the particulars of the shareholders who participated in Poll at AGM.

Thereafter, the Remote e-Voting results were unblocked by me on September 29, 2018 after the AGM of the company in the presence of two witnesses Mr. Sachin Saxena and Mr. Dushyant Gupta who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



(Sachin Saxena)

Witness – 1





(Dushyant Gupta)

Witness – 2

The consolidated result of the Remote e- Voting together with that of the Poll is as under:

RESOLUTION NO. 1

ORDINARY RESOLUTION TO RECEIVE, CONSIDER AND ADOPT (A) THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018, THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON; AND

(B) THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018 AND THE REPORT OF THE AUDITORS THEREON

| Particulars | No. of Members who cast their votes. | No. of Equity Shares of the nominal value of Re.1/- each. (No. of Votes) | % of Total valid votes received |
|--|--------------------------------------|--|---------------------------------|
| Total Votes received under Remote e-Voting | 169 | 12,28,28,608 | 33.60% |
| Total Votes received in Poll at the venue of AGM in physical ballot mode | 137 | 24,35,77,745 | 66.64% |
| Total Number of Invalid Votes | 1 | 1,000 | --- |
| Abstained from voting | 2 | 8,73,317 | -0.24% |
| Total Number of Valid Votes | 303 | 36,55,32,036 | 100.00% |
| Total Number of Votes in favour of Resolution | 302 | 36,55,32,016 | 100.00% |
| Total Number of Votes against the resolution | 1 | 20 | 0.00 |

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

RESOLUTION NO. 2

(a) ORDINARY RESOLUTION FOR CONFIRMATION OF DIVIDEND ON CUMULATIVE REDEEMABLE PREFERENCE SHARES FOR THE FINANCIAL YEAR 2017-2018

| Particulars | No. of Members who cast their votes. | No. of Equity Shares of the nominal value of Re.1/- each. (No. of Votes) | % of Total valid votes received |
|--|--------------------------------------|--|---------------------------------|
| Total Votes received under Remote e-Voting | 169 | 12,28,28,608 | 33.52% |
| Total Votes received in Poll at the venue of AGM in physical ballot mode | 137 | 24,35,77,745 | 66.48% |
| Total Number of Invalid Votes | 1 | 1,000 | --- |
| Abstained from voting | 1 | 100 | --- |
| Total Number of Valid Votes | 304 | 36,64,05,253 | 100.00% |
| Total Number of Votes in favour of Resolution | 294 | 36,63,91,513 | 100.00% |
| Total Number of Votes against the resolution | 10 | 13,740 | 0.00 |

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



RESOLUTION NO. 2

(b) ORDINARY RESOLUTION FOR DECLARATION OF DIVIDEND OF RS. 0.06 (SIX PAISA ONLY) i.e. 6% PER EQUITY SHARE FOR THE FINANCIAL YEAR 2017-2018

| Particulars | No. of Members who cast their votes. | No. of Equity Shares of the nominal value of Re.1/- each. (No. of Votes) | % of Total valid votes received |
|--|--------------------------------------|--|---------------------------------|
| Total Votes received under Remote e-Voting | 169 | 12,28,28,608 | 33.52% |
| Total Votes received in Poll at the venue of AGM in physical ballot mode | 137 | 24,35,77,745 | 66.48% |
| Total Number of Invalid Votes | 1 | 1,000 | --- |
| Abstained from voting | 1 | 100 | --- |
| Total Number of Valid Votes | 304 | 36,64,05,253 | 100.00% |
| Total Number of Votes in favour of Resolution | 302 | 36,64,04,223 | 100.00% |
| Total Number of Votes against the resolution | 2 | 1,030 | 0.00 |

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

RESOLUTION NO. 3

SPECIAL RESOLUTION FOR RE-APPOINTMENT OF DR. RANJEET MAL KASTIA (DIN : 00053059) AS A DIRECTOR OF THE COMPANY WHO RETIRES BY ROTATION 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 Re.1/- each. (No. of Votes) | % of Total valid votes received |
|--|--------------------------------------|--|---------------------------------|
| Total Votes received under Remote e-Voting | 169 | 12,28,28,608 | 33.52% |
| Total Votes received in Poll at the venue of AGM in physical ballot mode | 137 | 24,35,77,745 | 66.48% |
| Total Number of Invalid Votes | 1 | 1,000 | --- |
| Abstained from voting | 3 | 501 | --- |
| Total Number of Valid Votes | 302 | 36,64,04,852 | 100.00% |
| Total Number of Votes in favour of Resolution | 259 | 33,87,96,806 | 92.47% |
| Total Number of Votes against the resolution | 43 | 2,76,08,046 | 7.53% |

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



RESOLUTION NO. 4**SPECIAL RESOLUTION FOR APPOINTMENT OF SHRI MAHENDRA PRATAP SHUKLA (DIN : 00052977) AS NON-EXECUTIVE DIRECTOR AND CHAIRMAN OF THE COMPANY**

| Particulars | No. of Members who cast their votes. | No. of Equity Shares of the nominal value of Re.1/- each. (No. of Votes) | % of Total valid votes received |
|--|--------------------------------------|--|---------------------------------|
| Total Votes received under Remote e-Voting | 169 | 12,28,28,608 | 33.52% |
| Total Votes received in Poll at the venue of AGM in physical ballot mode | 137 | 24,35,77,745 | 66.48% |
| Total Number of Invalid Votes | 1 | 1,000 | --- |
| Abstained from voting | 2 | 500 | ---- |
| Total Number of Valid Votes | 303 | 36,64,04,853 | 100.00% |
| Total Number of Votes in favour of Resolution | 253 | 32,70,83,353 | 89.27% |
| Total Number of Votes against the resolution | 50 | 3,93,21,500 | 10.73% |

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

RESOLUTION NO. 5**SPECIAL RESOLUTION FOR RE-APPOINTMENT OF SHRI MAHENDRA NAHATA (DIN : 00052898) AS THE MANAGING DIRECTOR OF THE COMPANY**

| Particulars | No. of Members who cast their votes. | No. of Equity Shares of the nominal value of Re.1/- each. (No. of Votes) | % of Total valid votes received |
|--|--------------------------------------|--|---------------------------------|
| Total Votes received under Remote e-Voting | 169 | 12,28,28,608 | 91.51% |
| Total Votes received in Poll at the venue of AGM in physical ballot mode | 137 | 24,35,77,745 | 181.46% |
| Total Number of Invalid Votes | 1 | 1,000 | --- |
| Abstained from voting | 9 | 23,21,77,312* | -172.97% |
| Total Number of Valid Votes | 296 | 13,42,28,041 | 100.00% |
| Total Number of Votes in favour of Resolution | 285 | 13,42,26,546 | 100.00% |
| Total Number of Votes against the resolution | 11 | 1,495 | 0.00 |

* Note : M/s MN Ventures Pvt. Ltd., M/s Nextwave Communications Pvt. Ltd., M/s Fitcore Tech-Solutions Pvt. Ltd., Shri Mahendra Nahata and Shri Anant Nahata, holding 23,21,49,727 equity shares, being related parties to the resolution pertaining to the re-appointment of Shri Mahendra Nahata as the Managing Director of the Company, have abstained from voting for the aforesaid resolution.

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



RESOLUTION NO. 6**ORDINARY RESOLUTION FOR APPOINTMENT OF SHRI RANJEET ANANDKUMAR SONI
(DIN : 07977478) AS NOMINEE DIRECTOR OF IDBI**

| Particulars | No. of Members who cast their votes. | No. of Equity Shares of the nominal value of Re.1/- each. (No. of Votes) | % of Total valid votes received |
|--|--------------------------------------|--|---------------------------------|
| Total Votes received under Remote e-Voting | 169 | 12,28,28,608 | 33.52% |
| Total Votes received in Poll at the venue of AGM in physical ballot mode | 137 | 24,35,77,745 | 66.48% |
| Total Number of Invalid Votes | 1 | 1,000 | --- |
| Abstained from voting | 4 | 10,200 | --- |
| Total Number of Valid Votes | 301 | 36,63,95,153 | 100.00% |
| Total Number of Votes in favour of Resolution | 263 | 33,87,87,932 | 92.47% |
| Total Number of Votes against the resolution | 38 | 2,76,07,221 | 7.53% |

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

RESOLUTION NO. 7**ORDINARY RESOLUTION FOR APPOINTMENT OF SHRI SURENDRA SINGH SIROHI (DIN :
07595264) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

| Particulars | No. of Members who cast their votes. | No. of Equity Shares of the nominal value of Re.1/- each. (No. of Votes) | % of Total valid votes received |
|--|--------------------------------------|--|---------------------------------|
| Total Votes received under Remote e-Voting | 169 | 12,28,28,608 | 33.52% |
| Total Votes received in Poll at the venue of AGM in physical ballot mode | 137 | 24,35,77,745 | 66.48% |
| Total Number of Invalid Votes | 1 | 1,000 | --- |
| Abstained from voting | 2 | 500 | --- |
| Total Number of Valid Votes | 303 | 36,64,04,853 | 100.00% |
| Total Number of Votes in favour of Resolution | 298 | 36,64,04,203 | 100.00% |
| Total Number of Votes against the resolution | 5 | 650 | 0.00 |

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



RESOLUTION NO. 8

ORDINARY RESOLUTION FOR APPOINTMENT OF SHRI VED KUMAR JAIN (DIN : 00485623) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

| Particulars | No. of Members who cast their votes. | No. of Equity Shares of the nominal value of Re.1/- each. (No. of Votes) | % of Total valid votes received |
|--|---|---|--|
| Total Votes received under Remote e-Voting | 169 | 12,28,28,608 | 33.52% |
| Total Votes received in Poll at the venue of AGM in physical ballot mode | 137 | 24,35,77,745 | 66.48% |
| Total Number of Invalid Votes | 1 | 1,000 | --- |
| Abstained from voting | 2 | 500 | --- |
| Total Number of Valid Votes | 303 | 36,64,04,853 | 100.00% |
| Total Number of Votes in favour of Resolution | 301 | 36,64,04,733 | 100.00% |
| Total Number of Votes against the resolution | 2 | 120 | 0.00 |

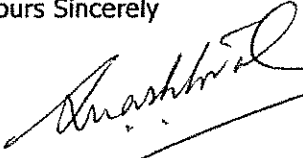

Therefore, the Resolution No. 8 has been approved with requisite majority.

After taking into consideration the result of both remote e-voting and poll at the AGM Venue, all the resolutions stand passed with the requisite majority.



I hereby confirm that I am maintaining the registers received from the service provider both electronically and manually, in respect of the votes cast through Remote e- voting and poll by the shareholders of the Company. I have handed over all the relevant records to the Shri Manoj Baid Vice-President (Corporate) and Company Secretary of the Company, who is authorised for its safe keeping.

Thanking you

Yours Sincerely



BALDEV SINGH KASHTWAL
PRACTISING COMPANY SECRETARY
SCRUTINIZER
C. P. NO. 3169

Date : 30.09.2018
Place : New Delhi

**Counter signed by Shri Manoj Baid Vice-President (Corporate)
& Company Secretary Authorised by the Chairman of the Meeting**