

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

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
HIMACHAL PRADESH
Himachal Pradesh
173213

(c) *e-mail ID of the company

secretarial@hfcl.com

(d) *Telephone number with STD code

01130882624

(e) Website

www.hfcl.com

(iii) Date of Incorporation

11/05/1987

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
1	NSE and BSE	1,025

(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 01/04/2018 (DD/MM/YYYY) To date 31/03/2019 (DD/MM/YYYY)

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

(a) If yes, date of AGM

28/09/2019

(b) Due date of AGM

30/09/2019

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

2

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	22.58
2	J	Information and communication	J8	Other information & communication service activities	77.41

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

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

5

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	HTL LIMITED	U93090TN1960PLC004355	Subsidiary	74

2	MONETA FINANCE PRIVATE LIM	U65921HP1995PTC017088	Subsidiary	100
3	HFCL ADVANCE SYSTEMS PRIV	U29253HP2015PTC000880	Subsidiary	100
4	POLIXEL SECURITY SYSTEMS PI	U93000DL2010PTC199073	Subsidiary	100
5	DRAGONWAVE HFCL INDIA PR	U64200DL2010PTC211117	Joint Venture	49.9

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	1,274,377,194	1,274,377,194	1,274,377,194
Total amount of equity shares (in Rupees)	5,100,000,000	1,274,377,194	1,274,377,194	1,274,377,194

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	5,100,000,000	1,274,377,194	1,274,377,194	1,274,377,194
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	5,100,000,000	1,274,377,194	1,274,377,194	1,274,377,194

(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
Number of preference shares	25,000,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	2,500,000,000	0	0	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
Equity shares				
At the beginning of the year	1,239,377,194	1,239,377,194	1,239,377,194	
Increase during the year	35,000,000	35,000,000	35,000,000	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Conversion of Warrants into Equity Shares	35,000,000	35,000,000	35,000,000	0
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	1,274,377,194	1,274,377,194	1,274,377,194	
Preference shares				
At the beginning of the year	6,037,500	603,750,000	603,750,000	

Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
Decrease during the year	6,037,500	603,750,000	603,750,000	0
i. Redemption of shares	6,037,500	603,750,000	603,750,000	
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	0	0	0	

(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

29/09/2018

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"/>			
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

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	3,372,750	100	337,275,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			3,862,002,477
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			1,315,991,256
Deposit			0
Total			5,515,268,733

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	337,275,000	0	0	337,275,000
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
Convertible Warrants	10,000,000	16	160,000,000	4	40,000,000
Total	10,000,000		160,000,000		40,000,000

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

43,662,031,841

(ii) Net worth of the Company

14,435,652,368

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	555,397	0.04	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)	489,126,801	38.38	0	
10.	Others	0	0	0	
	Total	489,682,198	38.42	0	0

Total number of shareholders (promoters)

8

(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	397,886,800	31.22	0	
	(ii) Non-resident Indian (NRI)	9,322,281	0.73	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	5,000	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	521,000	0.04	0	
4.	Banks	16,763,636	1.32	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	10,820	0	0	
7.	Mutual funds	4,802	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	303,063,748	23.78	0	
10.	Others Foreign Portfolio Investors, F	57,116,909	4.48	0	
	Total	784,694,996	61.57	0	0

Total number of shareholders (other than promoters)

234,341

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

234,349

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ADVANTAGE ADVISER	HSBC SECURITIES SERVICES,11TH F			4,200	0
ASHMORE EQUITIES IN	HSBC SECURITIES SERVICES,11TH F			1,000	0
LLOYD GEORGE INVES	ANZ GRINDLAYS BANK LTD,CUSTO			1,520	0
BARING INTERNATION	C/O THE HONGKONG & SHANGHA			600	
BUCHANAN PARTNER	CITY BANK N.A. (CUSTODY SERVIC			500	
ADVANTAGE ADVISER	STATE BANK OF INDIA - GLOBAL C			400	
FLEDGELING NOMINE	CITIBANK N.A. (CUSTODY SERVICE:			400	
ILF MAURITIUS	CITIBANK N.A.,(CUSTODY SERVICE:			310	

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
MORGAN GRENFELL T	DEUTSCHE BANK AG.,GROUND FL			300	
QUANTUM FUND N.V.	STANDARD CHARTERED BANK (CU			200	
SMALLCAP WORLD FU	THE HONGKONG AND SHANGHAI			200	
BUCHANAN CAPITAL I	CITY BANK N.A.(CUSTODY SERVICE			180	
SCHRODER CAPITAL M	THE HONGKONG AND SHANGHAI			180	
JOHN GOVETT & CO., I	HONGKONG & SHANGHAI BANKIN			120	
BARING PEACOCK FUN	C/O THE DEUTSCHE BANK,SECURIT			100	
CHASE MANHATTAN E	THE HONGKONG & SSHANGHAI BA			100	
FIDELITY INVESTMENT	THE HONGKONG AND SHANGHAI			100	
G T MGT.(ASIA) LTD.	THE HONGKONG AND SHANGHAI,			100	
MERRILL LYNCH INTEF	CITIBANK N.A., (CUSTODY SERVICE			100	
ROBERT FLEMING NOI	CITIBANK N.A.(CUSTODY SERVICES			100	
BUCHANAN CAPITAL I	CITIBANK N.A.(CUSTODY SERVICES			60	
GMO TRUST	CITIBANK N A (CUSTODY SERVICES			50	

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	8	8
Members (other than promoters)	241,994	234,341
Debenture holders	4	4

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	0.01	0

B. Non-Promoter	0	4	0	6	0	0
(i) Non-Independent	0	2	0	3	0	0
(ii) Independent	0	2	0	3	0	0
C. Nominee Directors representing	0	1	0	1	0	0
(i) Banks & FIs	0	1	0	1	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	5	1	7	0.01	0

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

10

(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 Pratap Shukl	00052977	Director	0	
Mahendra Nahata	00052898	Managing Director	73,477	
Arvind Kharabanda	00052270	Director	0	
Ranjeet Mal Kastia	00053059	Director	0	
Ved Kumar Jain	00485623	Director	0	
Surendra Singh Sirohi	07595264	Director	0	
Tamaali Sengupta	00358658	Additional director	0	
Ranjeet Anandkumar Sc	07977478	Director	0	
Vijay Raj Jain	AALPJ8603K	CFO	0	
Manoj Baid	AHJPB7936Q	Company Secretar	0	

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

4

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)
Bela Banerjee	07047271	Director	26/09/2018	CESSATION
Ved Kumar Jain	00485623	Additional director	27/08/2018	APPOINTMENT
Surendra Singh Sirohi	07595264	Additional director	27/08/2018	APPOINTMENT
Tamaali Sengupta	00358658	Additional director	24/12/2018	APPOINTMENT

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	29/09/2018	235,990	146	39.29

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
1	03/05/2018	6	6	100
2	23/07/2018	6	5	83.33
3	01/08/2018	6	6	100
4	27/08/2018	6	5	83.33
5	31/10/2018	7	7	100
6	07/01/2019	8	7	87.5
7	08/02/2019	8	7	87.5

C. COMMITTEE MEETINGS

Number of meetings held

12

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 COMM	27/04/2018	3	3	100
2	AUDIT COMM	03/05/2018	3	3	100
3	AUDIT COMM	01/08/2018	3	3	100
4	AUDIT COMM	31/10/2018	3	3	100
5	AUDIT COMM	08/02/2019	3	3	100
6	NOMINATION	03/05/2018	3	3	100
7	NOMINATION	01/08/2018	3	3	100
8	NOMINATION	27/08/2018	3	2	66.67
9	NOMINATION	15/10/2018	4	3	75
10	NOMINATION	08/02/2019	4	3	75

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 Pra	7	7	100	10	10	100	Yes
2	Mahendra Na	7	7	100	0	0	0	No
3	Arvind Kharab	7	7	100	7	7	100	Yes
4	Ranjeet Mal K	7	5	71.43	5	5	100	No
5	Ved Kumar Ja	3	3	100	4	4	100	Yes
6	Surendra Sing	3	3	100	4	4	100	No
7	Tamaali Seng	2	2	100	0	0	0	Yes
8	Ranjeet Ananc	7	6	85.71	2	0	0	No

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	62,039,600	20,000,000	0	0	82,039,600
	Total		62,039,600	20,000,000	0	0	82,039,600

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	V R JAIN	CFO	15,966,416	0	1,902,349		17,868,765
2	MANOJ BAID	VICE PRESIDENT	4,345,126	0	847,966		5,193,092
	Total		20,311,542	0	2,750,315	0	23,061,857

Number of other directors whose remuneration details to be entered

8

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MAHENDRA PRATAP	CHAIRMAN	0	0	0	700,000	700,000
2	ARVIND KHARABANDA	DIRECTOR	0	0	0	735,000	735,000
3	RANJEET MAL KAS	DIRECTOR	0	0	0	595,000	595,000
4	BELA BANERJEE	DIRECTOR	0	0	0	280,000	280,000
5	RANJEET ANANDK	NOMINEE DIRECTOR	0	0	0	245,000	245,000
6	VED KUMAR JAIN	DIRECTOR	0	0	0	280,000	280,000
7	SURNDERA SINGH	DIRECTOR	0	0	0	315,000	315,000
8	TAMALI SENGUPTA	DIRECTOR	0	0	0	105,000	105,000
	Total		0	0	0	3,255,000	3,255,000

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

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

(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

(In case of 'No', submit the details separately through the method specified in instruction kit)

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

Whether associate or fellow Associate Fellow

Certificate of practice number

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:

- 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.
- 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

ARVIND KHARABAN DA
Digitally signed by ARVIND KHARABAN
Date: 2019.12.13 18:46:21 +05'30'

DIN of the director

00052270

To be digitally signed by

MANOJ BAID
Digitally signed by MANOJ BAID
Date: 2019.12.13 18:47:55 +05'30'

Company Secretary

Company secretary in practice

Membership number

5834

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 Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

Form MGT-8.pdf
NUMBER OF COMMITTEE MEETING HE
SHT.pdf
Principal Activities.pdf

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



FORM NO. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and
Rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and papers of **HFCL Limited** (*formerly Himachal Futuristic Communications Limited*) ("the Company") bearing Corporate Identity Number : L64200HP1987PLC007466 and having its registered office at 8, Electronics Complex, Chambaghat, Solan -173 213 (H.P.), as required to be maintained under the Companies Act, 2013 ("the Act") and the rules made thereunder for the financial year ended on 31.03.2019. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that:-

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year the Company has complied with provision of the Act & Rules made there under in respect of:
 1. Its status under the Act;
 2. Maintenance of registers/records & making entries therein within the prescribed therefore;
 3. Filling of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, Court or other authorities within/beyond the prescribed time;
 4. Calling/ convening/ holding meeting of Board of Directors or its committees, if any, and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
 5. Closure of Register of members (The register of Members of the Company and Share Transfer Books were closed from September 24, 2018 to September 29, 2018);
 6. The Provisions of Section 185 of Companies Act, 2013 are not Applicable to the Company during the year under review;

Contracts/arrangements with related parties as specified in section 188 of the Act;



8. Issue or transfer or transmission and issue of security certificates in all instances;
9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act; **Not Applicable**
10. Declaration / payment of dividend; transfer of unpaid / unclaimed dividend / other amounts as applicable to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 2013 ;
11. Signing of audited financial statement as per the provision of section 134 of the Act and report of directors is as per sub – sections (3), (4) and (5) thereof;
12. Constitution / re-appointments / retirement / disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. The Company has made the appointment of auditors as per the provisions of section 139 of the Act;
14. Approvals required to be taken from the Central Government, Regional Director, Registrar, Court or such other authorities, if any, under the various provisions of the Act;
15. The Company has not accepted any fixed Deposits during the year;
16. Borrowing from, public financial institutions, banks and others and creation / modification / satisfaction of charges in that respect, wherever applicable;
17. Loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provision of section 186 of the Act;
18. The Company has not altered the provisions of the Memorandum and/ or Article of Association of the Company during the year under review;

Place : New Delhi

Date : December 12, 2019



Signature :

Name : **BALDEV SINGH KASHTWAL**
Practising Company Secretary

C. P. No. : **3169**

ICSI-UDIN : F003616A000396074

NUMBER OF COMMITTEE MEETING HELD

SL. No.	Type of meeting	Date of meeting	Total number of members as on date of the meeting	attendance	
				Number of members attended	As % age of total members
1.	Audit Committee Meeting	27.04.2018	3	3	100
2.	- do -	03.05.2018	3	3	100
3.	- do -	01.08.2018	3	3	100
4.	- do -	31.10.2018	3	3	100
5.	- do -	08.02.2019	3	3	100
6.	Nomination, Remuneration & Compensation Committee	03.05.2018	3	3	100
7.	- do -	01.08.2018	3	3	100
8.	- do -	27.08.2018	3	2	66.67
9.	- do -	15.10.2018	4	3	75
10.	- do -	08.02.2019	4	3	75
11.	Stakeholders-Relationship Committee	15.11.2018	3	3	100
12.	- do -	26.03.2019	3	3	100

PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the company shall be stated

Sl. No.	Name & Description of main Products/Services	NIC Code of the Product /Service	% to total turnover of the Company
1	Optical Fiber Cable	27310*	22.58%
2	Turnkey Contracts and services	42202	77.41%

* As per IEM issued by Department of Industrial Policy and Promotion, Ministry of Commerce, New Delhi

**HFCL Limited (formerly Himachal Futuristic Communications Limited)
List of Transfer between 01.04.2018 to 31.03.2019**

03/04/201810000600000010031270	PENDEKANTI LAKSHMI	J0058469	PONNIAH MUTHIAH ISAA
30/07/20181000025000001J00372	DAS JYOTSNA	0058471	DAS PRABIR
15/11/201810000100000010028052	NAHATA ANURADHA	0058472	NAHATA CHAND MADAN
15/11/201810001000000010010349	JAIN L NEETA	0058473	JAIN RAJESH
15/11/201810004000000010006439	HUF AGARWALA ASHOK	0006763	AGARWALA ASHOK
15/11/201810001000000010058338	KAPOOR PARDEEP	8000117	KAPOOR SUMAN
15/11/201810001000000010058337	LATA HEM	8000117	KAPOOR SUMAN
15/11/201810001000000010058335	LATA PREM	8000117	KAPOOR SUMAN
15/11/201810001000000010058336	LATA HEM	8000117	KAPOOR SUMAN
15/11/201810001000000010058334	LATA PREM	8000117	KAPOOR SUMAN
15/11/201810001000000010058333	LATA PREM	8000117	KAPOOR SUMAN
15/11/201810001000000010058331	LATA PREM	8000117	KAPOOR SUMAN
15/11/201810001000000010058330	LATA PREM	8000117	KAPOOR SUMAN
15/11/201810001000000010058329	LATA PREM	8000117	KAPOOR SUMAN
15/11/201810001000000010058328	LATA PREM	8000117	KAPOOR SUMAN
15/11/201810001000000010058327	LATA HEM	8000117	KAPOOR SUMAN
15/11/201810001000000010058326	LATA PREM	8000117	KAPOOR SUMAN
15/11/201810000100000018000062	KAPOOR SHANKER RAVI	8000117	KAPOOR SUMAN
15/11/201810001000000010058339	KAPOOR PARDEEP	8000117	KAPOOR SUMAN
15/11/201810001000000010058340	LATA HEM	8000117	KAPOOR SUMAN
15/11/201810001000000010058341	KAPOOR PARDEEP	8000117	KAPOOR SUMAN
15/11/201810000500000018000068	KAPOOR SUMAN	0058475	KAPOOR SHEETAL
03/12/201810002000000010010852	AKRUWALA PANKAJ SURAJ	0058476	AKRUWALA PANKAJBHAI
03/12/201810000600000010028724	HOBKIRK A BASIL	0058477	D'SOUZA M J
03/12/201810000100000010037377	SURANA CHAND BHIKAM	0058478	GOUSHAL ADITYA
03/12/201810000100000010037378	SURANA DEVI BHANWARI	0058478	GOUSHAL ADITYA
03/12/201810001000000010007815	SINGH PAL ARVINDER	0058479	JAIN AJAY
03/12/201810001200000010022860	BAKSHI KAUR JAGJIT	0058479	JAIN AJAY
17/12/201810001000000010012806	THAKUR G ISHWARI	0058480	NOTANEY RAJ REKHA
17/12/20181000100000001R01306	THAKRAR JAYANTILAL R	0058481	THAKRAR NARANDAS JAY
08/02/201910002000000010048058	VAIDYANATHAN R	0058482	RAMANATHAN VAIDYANAT
08/02/201910000600000010029091	PATEL MAFATLAL MANGU	0058483	SHAH H JINAL
08/02/201910000100000010026441	ENGINEER DARSHAN	0058484	ENGINEER VIJAY
14/03/201910006000000018000162	RAO RAMACHANDER A	0058485	DURGA ARNIPALLY
28/03/201910000100000010033498	KOTHARI NEELAM	0058488	KOTHARI NEELAM
28/03/201910003000000010032571	PRABHU SACHIN	0058489	VARIA NAROTTAM RUPES
15/11/201925250000001000CRP026	EVEREST GROW MORE FIO	CRP028	JALYAN TRADING PRIVATE LTD