



CONSOLIDATED SCRUTINIZER REPORT FOR REMOTE E-VOTING & INSTAPOLL i.e. E-VOTING AT ANNUAL GENERAL MEETING DURING 33RD ANNUAL GENERAL MEETING 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 33rd Annual General Meeting (AGM) of HFCL Limited ("the Company") held on Monday, the 28th September, 2020 at 11:00 A. M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means (OAVM")

Dear Sir,

1. 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, 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 August 17, 2020 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 August 17, 2020 for 33rd Annual General Meeting of the Members of the Company, held on Monday, the September 28, 2020 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. 20/2020 dated May 5, 2020, read with circular dated April 8, 2020 and April 13, 2020 issued by the Ministry of Corporate Affairs (MCA) and in accordance with the 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 (in physical form) 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 four (4) items mentioned in the Notice dated August 17, 2020. 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, September 25, 2020 (09:00 A.M.) to Sunday, September 27, 2020 (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 September 21, 2020.

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4. As on the cutoff date, there were 234041 Shareholders of the Company. The Notice was sent through email to 159229 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 Sunday, the 6th September, 2020 in The Indian Express (English Newspaper), Divya Himachal (Hindi Newspaper) and Dainik Tribune (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 33rd annual general meeting of the Company held through VC / OAVM, on Monday, September 28, 2020 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 12:30 P.M. on September 28, 2020 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 August 17, 2020.

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 33rd Annual General Meeting dated August 17, 2020 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 compiled.

The result of e-voting is as under :-

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Agenda Item No. 1

Ordinary Resolution for adoption of audited financial statements for the financial year ended on 31st March, 2020, Reports of the Board of Directors and 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)	237	609425266	--
Total Votes received at the AGM through electronically (Instapoll)	13	81710	--
Less :- Abstained from Voting	--	0	--
Less Voted by the members	4	241548950	--
Total Number of Invalid Votes	0	0	--
Total Number of Valid Votes	250	367958026	100.00
Total Number of Votes against the resolution	5	1441	0.0004
Total Number of Votes in favour of Resolution	245	367956585	99.9996

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

Agenda Item No. 2

Ordinary Resolution for adoption of consolidated audited financial statements for the financial year ended March 31, 2020.

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)	237	609425266	--
Total Votes received at the AGM through electronically (Instapoll)	13	81710	---
Less :- Abstained from Voting	--	--	--
Less Voted by the members	4	241548950	---
Total Number of Invalid Votes	0	0	--
Total Number of Valid Votes	250	367958026	100.00
Total Number of Votes against the resolution	6	1591	0.0004
Total Number of Votes in favour of Resolution	244	367956435	99.9996

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

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Agenda Item No. 3

Special Resolution for appointment of a Director in place of Mr. Mahendra Pratap Shukla (DIN:00052977) who retires by rotation in terms of section 152(6) of the Companies Act, 2013 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)	239	610137397	--
Total Votes received at the AGM through electronically (Instapoll)	13	81710	---
Less :- Abstained from Voting	--	--	--
Less Voted by the members	4	241548950	---
Total Number of Invalid Votes	0	0	--
Total Number of Valid Votes	252	368670157	100.00
Total Number of Votes against the resolution	24	875324	0.2374
Total Number of Votes in favour of Resolution	228	367794833	99.7626

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

Agenda Item No. 4

Ordinary Resolution for appointment of Mr. Bharat Pratap Singh (DIN: 00739712) as an Independent Director for a period of three years

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)	239	610137397	--
Total Votes received at the AGM through electronically (Instapoll)	13	81710	---
Less :- Abstained from Voting	--	--	--
Less Voted by the members	4	241548950	---
Total Number of Invalid Votes	0	0	--
Total Number of Valid Votes	252	368670157	100.00
Total Number of Votes against the resolution	18	327923	0.0889
Total Number of Votes in favour of Resolution	234	368342234	99.9111

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

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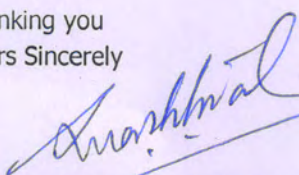


All the four (04) resolutions stand passed under remote e-voting and Instapoll with the requisite majority and, hence, deemed to be passed as on the date of the AGM, i.e. on September 28, 2020.

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 hand over to the Company until the Chairman considers, approves and signs the Minutes of the 33rd 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 : F003616B000803791

Date : September 29, 2020
Place : Delhi