

HIMACHAL FUTURISTIC COMMUNICATIONS LIMITED

Regd. Office: 8, Electronics Complex, Chambaghat, Solan-173213 (H.P.)
Tel: +91-1792-230644, Fax: +91-1792-231902 Website: www.hfcl.com; e-mail: secretarial@hfcl.com
(Corporate Identity Number: L64200HP1987PLC007466)

NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting (AGM) of the Members of Himachal Futuristic Communications Limited will be held on Saturday, the 28th day of September, 2019 at 11:00 A.M. at the Mushroom Centre, Chambaghat, Solan – 173213, Himachal Pradesh, to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019, the reports of the Board of Directors and Auditors thereon; and the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019 and the reports of the Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolutions as an **Ordinary Resolution:**

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March, 2019, along with the reports of the Board of Directors and Auditors thereon as laid before this meeting, be and are hereby received, considered and adopted.

RESOLVED FURTHER THAT the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019, along with the reports of Auditors thereon as laid before this meeting, be and are hereby received, considered and adopted."

2. Confirmation of Interim Dividend paid on Cumulative Redeemable Preference Shares

To confirm dividends paid on Cumulative Redeemable Preference Shares and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT the first interim dividend of ₹3.25 per share and second interim dividend of ₹3.25 per share on 6.50% Cumulative Redeemable Preference Shares of face value of ₹100/- each, for the financial year 2018-19, amounting to ₹3.98 crore (inclusive of tax of ₹67.81 lakhs) as declared by the Board of Directors on 31st October, 2018 and 7th January, 2019 respectively and already paid to preference shareholders, be and is hereby confirmed and approved."

3. Declaration of Dividend

To declare a Dividend of ₹0.10/- (Ten Paise only) i.e. 10% per fully paid-up equity share of face value of ₹1/- (Rupee One only) for the financial year ended 31st March, 2019 and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT a Dividend at the rate of ₹0.10/- (Ten paise only) i.e. 10% per fully paid-up equity share of face value of ₹1/- (Rupee One only) of the Company, be and is hereby declared for the financial year ended 31st March, 2019 and the same be paid as recommended by the Board of Directors of the Company, out of the distributable profits of the Company for the financial year ended 31st March, 2019."

4. Appointment of Director in place of the retiring Director

To appoint a Director in place of Mr. Arvind Kharabanda (DIN: 00052270), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT Mr. Arvind Kharabanda (DIN: 00052270), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director (Non-Executive), liable to retire by rotation, of the Company."

SPECIAL BUSINESS:

5. Appointment of Dr. (Ms.) Tamali Sengupta (DIN: 00358658) as an Independent Director

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Act") and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and on the recommendation of the Nomination, Remuneration and Compensation Committee, Dr. (Ms.) Tamali Sengupta (DIN: 00358658), who was appointed as an Additional Director (Independent) not liable to retire by rotation by the Board of Directors, pursuant to Section 161(1) of the Act and whose term expires at this Annual General Meeting and in respect of whom, the Company has received a notice in writing under Section 160 of the Act from a member proposing the candidature of Dr. (Ms.) Tamali Sengupta for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose office shall not be liable to retirement by rotation, to hold office for a term of 3 (Three) consecutive years w.e.f. December 24, 2018 to December 23, 2021.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. Payment of remuneration by way of Commission to Non-Executive Directors including Independent Directors

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 197, 198 and other applicable provisions of the Companies Act, 2013 (the "Act") and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company and on the basis of recommendations of the Nomination,

Remuneration and Compensation ("NRC") Committee and the Board of Directors, consent of the members of the Company, be and is hereby accorded to the payment of remuneration by way of commission to the Non-Executive Directors including Independent Directors of the Company (i.e., Directors other than the Managing Director and/or Whole-time Directors), for a period of three financial years commencing from 1st April, 2019, as may be determined by the Board of Directors or the NRC Committee, for each of such Directors and distributed between such Directors in such manner, as may be determined by the Board of Directors or the NRC Committee, from time to time, subject to a ceiling of 1% (one percent) per annum of the net profits of the Company or such other percentage of the net profits of the Company as may be specified by the Act, from time to time in this regard, calculated in accordance with the provisions of Section 198 of the Act.

RESOLVED FURTHER THAT the above remuneration by way of commission, shall be in addition to the fee payable to such Directors for attending the meetings of the Board or any Committee thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other Committee meetings.

RESOLVED FURTHER THAT the Board of Directors or the NRC Committee, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

7. Change of Name of the Company

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 4, 5, 13 and 14 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and any other applicable law(s), rule(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Uniform Listing Agreements entered by the Company with the BSE Limited and the National Stock Exchange of India Limited (the "Stock Exchanges"), and subject to the approval of the Central Government and / or any other authority as may be necessary, consent of the members of the Company, be and is hereby accorded for change of name of the Company from "Himachal Futuristic Communications Limited" to "HFCL Limited".

RESOLVED FURTHER THAT Clause I of the Memorandum of Association of the Company, relating to Name of the Company, be and is hereby altered by deleting the same and substituting in its place and stead, the following as new Clause I:

"I. The Name of the Company is **HFCL Limited**."

RESOLVED FURTHER THAT upon issuance of the fresh certificate of incorporation by the concerned Registrar of Companies consequent upon change of Name, the old name "Himachal Futuristic Communications Limited" as appearing in Name Clause of the Memorandum of Association of the Company and wherever

appearing in the Articles of Association of the Company and other documents and places be substituted with the new name "HFCL Limited".

RESOLVED FURTHER THAT any one of the Directors and/or the Company Secretary of the Company, be and is hereby severally authorized to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with the statutory authorities, and to sign and execute all such agreements, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalize all issues that may arise in this regard in order to give effect to the above mentioned resolution and to delegate all or any of the powers conferred herein as they may deem fit."

8. Borrowing funds in excess of the limits as prescribed under Section 180(1)(c) of the Companies Act, 2013

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of the Special Resolution passed by the Members of the Company at their 27th Annual General Meeting of the Company held on September 30, 2014 and pursuant to the provisions of Section 180(1)(c), 180(2) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the enabling provisions of the Memorandum and Articles of Association of the Company, consent of the members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which expression shall be deemed to include any Committee duly constituted/ to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution), to borrow any sum or sums of money (in foreign currency or Indian rupees) including by way of fully/partly Convertible Debentures and/ or Non-Convertible Debentures, from time to time, at its discretion, from any one or more of the combinations of banks, financial institutions, firms, companies, bodies corporate, mutual funds, trusts, other organizations, institutions and/or any other persons, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company, its free reserves (that is to say reserves not set apart for any specific purpose) and securities premium, subject to such aggregate borrowings not exceeding the amount of ₹5,000 Crores (Rupees Five Thousand Crores only) and that the Board be and is hereby empowered and authorized to arrange funds and fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and to execute all documents and writings to give effect to this resolution."

9. Creation of charge on the assets of the Company as prescribed under Section 180(1)(a) of the Companies Act, 2013

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT in supersession of the Special Resolution passed by the Members of the Company at their 27th Annual General Meeting of the Company held on September 30, 2014 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 ("the Act"), including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the enabling provisions of the Memorandum and Articles of Association of the Company, consent of the members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which expression shall be deemed to include any Committee duly constituted/ to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution) for creation of charge / mortgage / pledge / hypothecation / security or other encumbrances in addition to existing charge / mortgage / pledge / hypothecation / security or other encumbrances, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or substantially the whole or one or more or all or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and / or non-convertible debentures, bonds or other debt instruments), issued / to be issued by the Company, subject to the limits approved by the members of the Company under Section 180(1)(c) of the Act, from time to time, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the loan agreement(s), debenture trust deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s), etc. in respect of the said loans / borrowings / debentures / securities and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / Trustee(s), etc.

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior / pari-passu / subservient with / to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalize, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem

necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creation of mortgages / charges / pledge / hypothecation / security or other encumbrances as aforesaid."

10. Conversion of loan into Shares or Convertible instruments or other securities

To consider and if thought fit, to pass the following Resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to Sections 62(1) and 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and subject to all applicable circulars, notifications, guidelines issued by the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchanges and such other statutory/regulatory authorities, and subject to all such other approvals, permissions, consents and sanctions of any authorities, as may be necessary, and subject to such conditions and modifications, as may be prescribed by any one of them while granting any such approval, permission, consent and / or sanction which may be agreed to by the Board, the consent of the members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which expression shall be deemed to include any Committee duly constituted/ to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution) to convert the whole or part of the outstanding loans, extended / to be extended by any one or more of the combinations of banks, financial institutions, firms, companies, bodies corporate, mutual funds, trusts, other organizations, institutions and/or any other persons (hereinafter referred to as "the Lenders") (whether disbursed on or prior to or after the date of this resolution and whether then due or payable or not) by the Company under the lending arrangements (existing and future arrangements), in the event of default or exercise of an option provided under the lending arrangements in facility agreements, into shares, or convertible instruments or other securities, of the Company, as per the terms contained in the respective loan documents executed/ to be executed between the Company and its Lenders (as already stipulated or as may be specified by the Lenders under the financing documents executed or to be executed in respect of the financial assistance which have already been availed or which may be availed) and such conversion shall be subject to the applicable statutory and regulatory guidelines for conversion of loans into shares, or convertible instruments or other securities of the Company.

RESOLVED FURTHER THAT within the overall existing borrowing limit of the Company under Section 180(1)(c) of the Companies Act, 2013, as may be approved by the shareholders of the Company, from time to time, the Board, be and is hereby authorized to negotiate and finalize the terms and conditions with the Lenders for raising further loans from time to time, and provide the Lenders with a right to convert such loans into shares, or convertible instruments or other securities, of the Company any time until there are amounts outstanding under such loans in accordance with the terms of the lending agreements, in the event of default or exercise of an option provided under the lending arrangements in facility agreements and subject to the applicable statutory and regulatory guidelines for conversion of loans into shares, or convertible instruments or other securities of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lenders arising from or incidental to the aforesaid terms providing for such option and to do all such acts, deeds and things as may be necessary to give effect to this resolution.

RESOLVED FURTHER THAT subject to the applicable provisions of the Companies Act, 2013 and in accordance with the Memorandum of Association and Articles of Association of the Company and subject to all applicable circulars, notifications, guidelines issued by the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchanges and such other statutory/regulatory authorities, and all such other approvals, permissions, consents and sanctions of any authorities, as may be necessary, the Board be and is hereby authorized to offer, issue and allot from time to time to the Lenders such number of shares, or convertible instruments or other securities, of the Company, upon conversion of the outstanding portion of the loans, extended by the Lenders, into shares, or convertible instruments or other securities, of the Company in accordance with the terms of the lending agreements subject to the applicable statutory and regulatory guidelines for conversion of loans into shares, or convertible instruments or other securities of the Company.

RESOLVED FURTHER THAT the shares, or convertible instruments or other securities, of the Company to be issued pursuant to this resolution shall rank pari-passu with the respective existing shares, or convertible instruments or other securities of the Company in all respects.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue and allot the aforesaid shares or convertible instruments or other securities, to dematerialize the shares of the Company and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby also authorized to delegate all or any of the powers herein conferred by this resolution on it, to any committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution."

Registered Office:
8, Electronics Complex
Chambaghat
Solan-173213 (H.P.)

By order of the Board

(Manoj Baid)

Vice-President (Corporate) &
Company Secretary
Membership No. : FCS 5834

Place : New Delhi
Date : August 28, 2019

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF THE PROXY IS ENCLOSED. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED NOT LATER THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send a certified true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.

3. Pursuant to Section 91 of the Companies Act, 2013, and applicable Rules made thereunder, the Register of Members and Share transfer books of the Company will remain closed from **September 23, 2019 to September 28, 2019** (both days inclusive) for the purposes of Annual General Meeting and Dividend on equity shares.

4. The Dividend, if any declared at the AGM, shall be payable to those Members whose name(s) stand registered:

a) as Beneficial Owner on book closure i.e. **September 23, 2019**, as per the lists to be furnished by the National Securities Depositories Limited and the Central Depository Services (India) Limited in respect of the shares held in electronic form, and

b) as Member in the Register of Members of the Company/ Registrars & Share Transfer Agent after giving effect to valid share transmissions in physical form lodged with the Company as at the end of business hours on or before **September 21, 2019**.

The dividend on equity shares, if declared at the AGM, will be credited / dispatched within a period of 30 days from conclusion of the AGM.

5. Members are requested:

a) to kindly notify the change of address, if any, to the Company/ their Depository Participant.

b) to bring their attendance slip along with their copy of the Annual Report in the Meeting.

c) to deposit the duly completed attendance slip at the Meeting.

6. **Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 amended on 8th June, 2018, read with press release vide PR No. 51/2018 dated December 03, 2018, it has been decided that securities of the listed companies can be transferred only in dematerialised form w.e.f. April 01, 2019. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.**
7. Members holding equity shares in physical form may use the facility of nomination. A Nomination Form will be supplied to them on request
8. Members holding shares in physical mode:
 - (a) are required to submit their Permanent Account Number (PAN) and bank account details to the Company / MCS Share Transfer Agents Limited ("MCS") if not registered with the Company/ MCS as mandated by SEBI.
 - (b) **are requested to register / update their e-mail address with the Company / MCS for receiving all communications from the Company electronically.**
9. Members holding shares in demat mode:
 - (a) are requested to submit their PAN and bank account details to their respective DPs with whom they are maintaining their demat accounts.
 - (b) are advised to contact their respective DPs for registering the nomination.
 - (c) **are requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.**
10. Members desiring any information with regard to Annual Accounts/ Report are requested to submit their queries addressed to the Company Secretary at least 10 (ten) days in advance of the Meeting so that the information called for can be made available at the Meeting.
11. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on 25th September, 2017.
12. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
13. Relevant documents referred to in the accompanying Notice and Statement are open for inspection by the members at the Registered Office and the Corporate Office of the Company on all working days except Saturdays, Sundays and public holidays during business hours up to the date of the Annual General Meeting.
14. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
15. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
16. Copies of Annual Report for financial year ended 31st March, 2019 including Notice of AGM, Attendance Slip, Proxy Form and instructions for e-Voting are being sent by electronic mode only to all the members whose email addresses are registered with the Company/Depository Participant(s) unless any member has requested for a hard copy of the same. Members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses so that they can receive the Annual Report and other communications from the Company electronically in future. For members who have not registered their e-mail addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
17. The copies of the Annual Report will not be distributed at the AGM. Members are requested to bring their copies to the meeting. The Annual Report of the Company is also available on the Company's website www.hfcl.com.
18. Information and other instructions relating to remote e-Voting are as under:
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 for General Meetings issued by Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-Voting") will be provided by National Securities Depository Limited ("NSDL").
 - II. The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-Voting shall be able to exercise their right at the meeting through polling paper.
 - III. The members who have cast their vote by remote e-Voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-Voting period commences on **September 25, 2019 (9:00 A.M.)** and ends on **September 27, 2019 (5:00 P.M.)**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of September 21, 2019**, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. **The process and manner for remote e-Voting are as under:**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) “Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to **scrutinizer@hfcl.com** with a copy marked to **evoting@nsdl.co.in**.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on **www.evoting.nsdl.com** to reset the password.
 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of **www.evoting.nsdl.com** or call on toll free no.: **1800-222- 990** or contact **Ms. Pallavi Mhatre, Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email address: pallavid@nsdl.co.in/ evoting@nsdl.co.in or at telephone no. +91 22 24994545** who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at the email address: **investor@hfcl.com**.
 4. You can update your mobile number and email Id in the user profile details of the folio which may be used for sending communication(s) regarding NSDL e-Voting system in future.
 - VI. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date of September 21, 2019**.
 - VII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the **cut-off date i.e. September 21, 2019**, may obtain the login ID and password by sending a request at **evoting@nsdl.co.in** or Issuer at **investor@hfcl.com** and/or RTA at **admin@mcsregistrars.com**.
- Note: In case Shareholder are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID). In case Shareholder are holding shares in physical mode, USER-ID is the combination of (Even No.+Folio No.).
- VIII. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting as well as voting at the AGM through polling paper.
 - IX. Mr. Baldev Singh Kashtwal, Company Secretary in whole-time-practice having Membership No. FCS 3616 and C.P. No. 3169 has been appointed as the Scrutinizer to scrutinize the poll and remote e-Voting process in a fair and transparent manner.
 - X. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.
 - XI. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - XII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company **www.hfcl.com** and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National Stock Exchange of India Limited (NSE) and the BSE Limited (BSE).
 - XIII. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of 32nd Annual General Meeting i.e. **September 28, 2019**.
 - XIV. Route Map of the venue of 32nd Annual General Meeting is enclosed in the Notice of Annual General Meeting.

"NO GIFT(S) WILL BE DISTRIBUTED IN THE ANNUAL GENERAL MEETING."

Details of Directors proposed to be appointed and re-appointed, pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India:

Name of the Director	Mr. Arvind Kharabanda	Dr. (Ms.) Tamali Sengupta
DIN	00052270	00358658
Date of Birth	March 09, 1947	September 27, 1962
Date of first appointment	October 30, 2004	December 24, 2018
Experience/ Expertise in Specific Functional Areas	Mr. Arvind Kharabanda has got over 44 years' experience in managerial positions, projects implementation and finance.	Dr. Sengupta has 32 years' experience in the legal field and is a specialist in transnational legal transactions in media, real estate development, insurance and infrastructure.
Qualification(s)	Chartered Accountant (CA)	Bachelor of Arts in Economics (Honours), LL.B and Doctorate and Masters in Law
Directorship in other Companies	Indiasign Private Limited My Box Technologies Private Limited India Sports Flashes Private Limited	SREI Infrastructure Finance Limited Home Credit India Finance Private Limited TSG Legal Consulting Private Limited Aria Hotels and Consultancy Services Pvt. Limited SPE Films India Private Limited Access India Advisors Limited
Chairmanship / Membership of Committees (across all Public Cos. in Audit, Stakeholders Relationship and Nomination & Remuneration Committees)	Committees Positions in Himachal Futuristic Communications Limited:- Audit Committee - Member Stakeholders' Relationship Committee- Member	Committees Positions in Himachal Futuristic Communications Limited:- Audit Committee - Member Stakeholders' Relationship Committee- Member
Shareholding in the Company	NIL	NIL
Relationship with other Directors and KMPs of the Company	NIL	NIL
No. of Board Meetings held/ attended	7 / 7	2 / 2
Details of Remuneration sought to be paid	Except, Sitting Fee for attending the Board and/or Committee Meetings, as may be determined by the Board of Directors, no other remuneration is payable.	Except, Sitting Fee for attending the Board and/or Committee Meetings, as may be determined by the Board of Directors, no other remuneration is payable.
Last Remuneration drawn (per annum)	₹7,35,000/- (Towards Sitting fee for Board and its Committee meetings)	₹1,05,000/- (Towards Sitting fee for Board and its Committee meetings)

The Board of Directors recommends the re-appointment of Mr. Arvind Kharabanda as a Non-Executive Director, liable to retire by rotation and Dr. (Ms.) Tamali Sengupta as an Independent Director of the Company, not liable to retire by rotation.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO. 5

In terms of provisions of Section 149 of the Companies Act, 2013 ("the Act") and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations"), the Company should have at least one third of total number of directors as independent directors, with at least one independent woman director.

The Board of Directors of the Company, on the recommendations of the Nomination, Remuneration and Compensation Committee, had appointed Dr. (Ms.) Tamali Sengupta (DIN: 00358658) as an Additional Director in the category of Independent Director w.e.f. December 24, 2018, pursuant to the provisions of Section 149 and 161 of the Act and the Articles of Association of the Company. In terms of the provisions of Section 161(1) of the Act, Dr. (Ms.) Tamali Sengupta hold office up to the date of ensuing AGM of the Company.

The Company has received a declaration from Dr. (Ms.) Tamali Sengupta to the effect that she meets the criteria of independence as prescribed both under the sub-section 6 of Section 149 of the Act and under Regulation 25 read with Regulation 16(1)(b) of the SEBI Listing Regulations.

Dr. (Ms.) Tamali Sengupta is not dis-qualified from being appointed as Director in terms of Section 164 of the Act, and has given her consent to act as Director of the Company.

In the opinion of the Board, Dr. (Ms.) Tamali Sengupta fulfills the conditions specified in the Act and the rules made thereunder and the SEBI Listing Regulations and is independent of Management.

She doesn't hold any equity share in the Company.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Dr. (Ms.) Tamali Sengupta (DIN: 00358658) for the office of Director, to be appointed as such under Section 149 of the Act.

The terms and conditions of appointment of Independent Directors are available for inspection by members at the Registered Office and also on the web-site of the Company at <http://www.hfcl.com/wp-content/uploads/2017/05/Terms-and-conditions-of-appointment-of-Independent-Directors-10.05.17.pdf>.

Dr. Tamali Sengupta, 57, completed Bachelor of Arts in Economics (Honours) from University of Delhi and LL.B from Law faculty, University of Delhi. She did her Doctorate and Masters in Law from the Stanford Law School, Stanford University, California.

Dr. Sengupta has 32 years' experience in the legal field and is a specialist in transnational legal transactions in media, real estate development, insurance and infrastructure.

She is the Principal of T. SEN GUPTA & ASSOCIATES, a corporate law firm based in New Delhi, which provides advice on corporate law, entertainment law, intellectual property, insurance, project finance, corporate governance, and privatization.

Dr. Sengupta also has extensive experience in international joint-ventures, collaboration and licensing agreements, mergers and acquisitions. She has represented Indian companies in joint-ventures overseas and in relation to joint ventures in India with multinational corporations.

Dr. Sengupta has extensive experience in the structure of projects implemented under Project Finance and on foreign participation in the privatization of infrastructure. Sectors worked on include roadways, railways, ports, power and township development, both in India and overseas. She has wide experience in negotiations and drafting documents for privatization projects and has dealt with various forms of contractual agreements for project finance, including inter-alia, Concession agreements (BOT, BOOT, BOLT) as well as EPC & O&M Contracts.

She has advised on telecom Project for installing a fibre optic link throughout railway network of the Indian Railways and commercializing the service to provide basic telecom services to telecom companies.

She is a widely published author and written books on various subjects including Telecom. She is a Fellow of the Center of International Legal Studies at Salzburg.

A brief profile of Dr. (Ms.) Tamali Sengupta to be appointed as an Independent Director of the Company is given under the heading "Details of Directors proposed to be appointed and reappointed, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India" elsewhere in the Notice.

This Statement may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and SS-2 on General Meetings issued by the Institute of Company Secretaries of India.

It is proposed to appoint Dr. (Ms.) Tamali Sengupta as a Non-Executive Independent Director for a term of 3 (three) consecutive years with effect from December 24, 2018 to December 23, 2021, pursuant to Section 149 and other applicable provisions of the Act and the rules made thereunder. She will not be liable to retire by rotation.

Dr. (Ms.) Tamali Sengupta along with her relatives, is deemed to be interested in the resolution set out at Item No. 5 of the accompanying Notice with regard to her appointment.

Save and except the above, none of the Directors and Key Managerial Personnel of the Company and their relatives, is in anyway concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice.

The Board considers that the association of Dr. (Ms.) Tamali Sengupta would be of immense benefit to the Company and it is desirable to avail her services as an Independent Director.

The Board recommends the appointment of Dr. (Ms.) Tamali Sengupta as an Independent Director as set out in Item No. 5 for the approval by the members of the Company.

ITEM NO. 6

Members may note that the Board of Directors of the Company comprises of eminent Non-Executive Directors including Independent

Directors, who are paid remuneration by way of sitting fee for attending the meetings of the Board of Directors and/or Committees thereof.

Considering the rich experience and expertise brought to the Board by the Non-Executive Directors and Independent Directors and in appreciation of contribution and services they have rendered/will be rendering to the Company, it is proposed that the Non-Executive Directors including Independent Directors of the Company, be paid remuneration by way of commission for a period of three financial years commencing from 1st April, 2019, in addition to the sitting fees and reimbursement of expenses for attending the meetings, at an amount not exceeding 1% (one percent) per annum of the net profits of the Company, calculated in accordance with the provisions of Section 198 the Act, in such amounts or proportions, as may be decided by the Board of Directors or the Nomination, Remuneration and Compensation ("NRC") Committee of the Company.

In view of Sections 197, 198 and other relevant provisions of the Companies Act, 2013 (the "Act"), a company can make payment of remuneration to Non-Executive Directors including Independent Directors, a sum not exceeding 1% of the net profits of the company, excluding sitting fees payable to such Directors. The amount to be determined by the Board or the NRC Committee, as remuneration payable to such Directors, shall be distributed amongst all or some of such Directors, in accordance with the decision that the Board or the NRC Committee may give in this regard.

The said remuneration to Non-Executive Directors including Independent Directors shall be in addition to the sitting fee payable to them and out-of-pocket expenses incurred for attending meetings of the Board and Committees thereof.

Based on the recommendation of the NRC Committee and the Board of Directors, the Company is seeking approval of the members by way of an Ordinary Resolution under Section 197 of the Act and Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to compensate the Non-Executive Directors including Independent Directors, by way of payment of commission for their time devoted and contributions made by them.

The resolution set out in Item No. 6 of the Notice is accordingly recommended by the Board for your approval.

All the Non-Executive Directors including Independent Directors of the Company and their relatives, may be deemed to be concerned or interested in the resolution set out at Item No. 6 of the Notice, to the extent of the remuneration by way of commission or sitting fees that may be received by such Directors and to the extent of their shareholding interest, if any.

Save and except as above, none of the other Directors/Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 6 of the Notice.

ITEM NO. 7

The Company is well known with its abbreviated name "HFCL", which stands for the full name viz. "Himachal Futuristic Communications Limited."

The present name of the Company gives impression that the activities of the Company are limited to the state of Himachal Pradesh only. However, this is far from truth. Today, the Company's presence

is not only on PAN India level but also beyond the territory of the Nation.

In view of building new brand image, the name of the Company is proposed to be changed from "Himachal Futuristic Communications Limited" to "HFCL Limited", which is a blend of its present full name.

The proposed name of the Company contains word 'HFCL' as the Company is well known by this abbreviated name.

The Board of Directors at its meeting held on May 15, 2019 had approved the change in name of the Company subject to availability of the name from CRC, MCA. The new name has been made available to the Company by the Central Registration Centre (CRC) of Ministry of Corporate Affairs (MCA) vide its letter dated August 07, 2019. The availability of name, approved, is for a period of 60 days from the date of communication and hence, it is necessary to take immediate steps on receipt of availability of name.

The Companies Act, 2013 requires the Company to obtain the approval of members for change of name by way of Special Resolution. The shareholders' approval as well as approvals from all the statutory/regulatory authorities including Stock Exchanges is also being sought.

The proposed change of name of the Company will be effected on obtaining requisite approval from the BSE Limited and the National Stock Exchange of India Limited where equity shares of your Company are listed and on complying with applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

By virtue of the above change in the Name clause of the Company, it is required to alter its Memorandum of Association and Articles of Association accordingly.

As per the provision of the Companies Act, 2013, approval of the members is required to be accorded for changing the name of the Company by way of passing a Special Resolution, therefore, the Board recommends the resolution as set out at Item no. 7 for approval of the members of the Company by way of a special resolution.

None of the Directors or Key Managerial Personnel of the Company including their relatives, except to the extent of their respective shareholdings in the Company, in any way, financially or otherwise, is interested or concerned in the aforesaid Resolutions.

ITEM NO. 8 & 9

The members of the Company at their 27th Annual General Meeting held on September 30, 2014, had accorded approval to the Board of Directors of the Company to borrow money/moneys up to an aggregate amount of ₹2,500 Crores, by way of a Special Resolution passed under Section 180(1)(c) of the Companies Act, 2013 (the "Act").

Keeping in view your Company's existing and future funding requirements towards capital expenditures, operational expenditure and working capital expenditure and for general corporate purposes, the Company will require to borrow funds, from time to time.

It is proposed to borrow funds from one or more of the combinations of banks, financial institutions, firms, companies, bodies corporate, mutual funds, trusts, other organizations, institutions and/or any other persons (hereinafter referred to as the "Lenders") as may deem fit by the Company, which may, together with money already borrowed by the Company

(apart from temporary loans obtained from the Company from ordinary course of business), exceed the borrowing limits under the provisions of Section 180(1)(c) of the Act. The Company may borrow funds by way of issuing Secured/Unsecured Redeemable Non-Convertible/ Partly Convertible/ Wholly Convertible Bonds/ Debentures as well.

It is, therefore, proposed to increase the maximum borrowing limits up to ₹5,000 Crores (Rupees Five Thousand Crores only), in terms of Section 180(1)(c) and 180(2) of the Act.

Further, the borrowings by the Company, in general, are required to be secured by charge / mortgage / pledge / hypothecation / security or other encumbrances on all or any of the moveable or immovable or tangible or intangible properties of the Company, in such form, manner and ranking, as may be determined by the Board, from time to time, in consultation with the Lender(s). In order to facilitate securing the borrowings made by the Company or to be made in future, it would be necessary to create charge on the assets or the whole or substantially the whole or one or more or all or any part of the undertaking(s) of the Company.

Section 180(1)(a) of the Act provides for the power to the Board of Directors to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company, subject to the approval of members in the general meeting.

The consent of the members is required under the provisions of Sections 180(1)(c) and 180(1)(a) of the Act, to borrow funds in excess of the limits and to mortgage and / or create a charge on any of the moveable and / or immovable properties and / or the whole or any part of the undertaking(s) of your Company to secure its borrowings.

Accordingly, the proposed Resolutions at Item Nos. 8 & 9 of the accompanying Notice is placed for approval of the Members by way of Special Resolutions to enable the Company to exercise the aforesaid powers as and when required.

None of the Directors or Key Managerial Personnel of the Company including their relatives, except to the extent of their respective shareholdings in the Company, in any way, financially or otherwise, is interested or concerned in the aforesaid Resolutions.

ITEM NO. 10

To meet funding requirements towards capital expenditures, operational expenditure and working capital expenditure and for general corporate purposes, your Company has availed / will avail financial assistance by way of loans, issue of debentures etc., from time to time, from any one or more of the combinations of banks, financial institutions, firms, companies, bodies corporate, mutual funds, trusts, other organizations, institutions and/or any other persons (hereinafter referred to as the "Lenders"), upon such terms and conditions as may be stipulated by them and approved by the Board.

In line with the regulatory changes in the recent past, the changes in the Companies Act, 2013 and in line with various directives issued by Reserve Bank of India, from time to time, the Company has been advised to pass a Special Resolution under Section 62(3) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder to enable the Lenders to convert the outstanding loans or any other financial assistance categorized as loans (hereinafter referred to as the "Financial Assistance"), in foreign currency or Indian Rupee, already availed from the Lenders or as may be availed from the Lenders, from time to time, at their option, into equity shares of the Company upon such terms and conditions as may be deemed appropriate by the Board and at a price to be determined in accordance with the applicable Securities and Exchange Board of India Regulations (SEBI Regulations) at the time of such conversion.

The proposed resolution at Item no. 10 is an enabling resolution under the provisions of the Section 62(3) and other applicable provisions of the Companies Act, 2013 in view of the fact that under the lending arrangements, the Bank(s) / Financial Institution(s) or lenders insist for inclusion of an option to convert the outstanding facility into Equity in the event of default or upon exercise of an option provided under the lending arrangements in the facility agreements.

Accordingly, the Board recommends the resolution as set out at Item No. 10 and seek approval of the members of the Company, to enable the Lenders, in terms of the lending arrangements, entered/to be entered and as may be specified by the Lenders under the financing documents already executed or to be executed in respect of the Financial Assistance availed/ to be availed, in the event of default or exercise of an option provided under the lending arrangements in facility agreements, to convert the whole or part of their respective outstanding Financial Assistance into equity shares of the Company, upon such terms and conditions as may be deemed appropriate by the Board and at a price to be determined in accordance with the applicable SEBI Regulations at the time of such conversion.

None of the Directors or Key Managerial Personnel of the Company including their relatives, except to the extent of their respective shareholdings in the Company, in any way, financially or otherwise, is interested or concerned in the aforesaid Resolutions.

Registered Office:

8, Electronics Complex
Chambaghat
Solan-173213 (H.P.)

By order of the Board

(Manoj Baid)

Vice-President (Corporate) &
Company Secretary
Membership No. : FCS 5834

Place : New Delhi
Date : August 28, 2019

HIMACHAL FUTURISTIC COMMUNICATIONS LIMITED

Regd. Office: 8, Electronics Complex, Chambaghat, Solan-173213 (H.P.)
Tel: +91-1792-230644, Fax: +91-1792-231902 Website: www.hfcl.com; e-mail: secretarial@hfcl.com
(Corporate Identity Number: L64200HP1987PLC007466)



ATTENDANCE SLIP

Please fill Attendance Slip and hand it over at the entrance of the venue.

DP-Id*		Folio No.	
Client-Id*		No. of Shares	

Name and Address of the Shareholder(s).....

.....
.....

Name and Address of the Proxy holder

.....
.....

I/We hereby record my/our presence at the 32nd Annual General Meeting of the Company, held on Saturday, September 28, 2019 at 11:00 A.M. at the Mushroom Centre, Chambaghat, Solan – 173213 (H.P.)

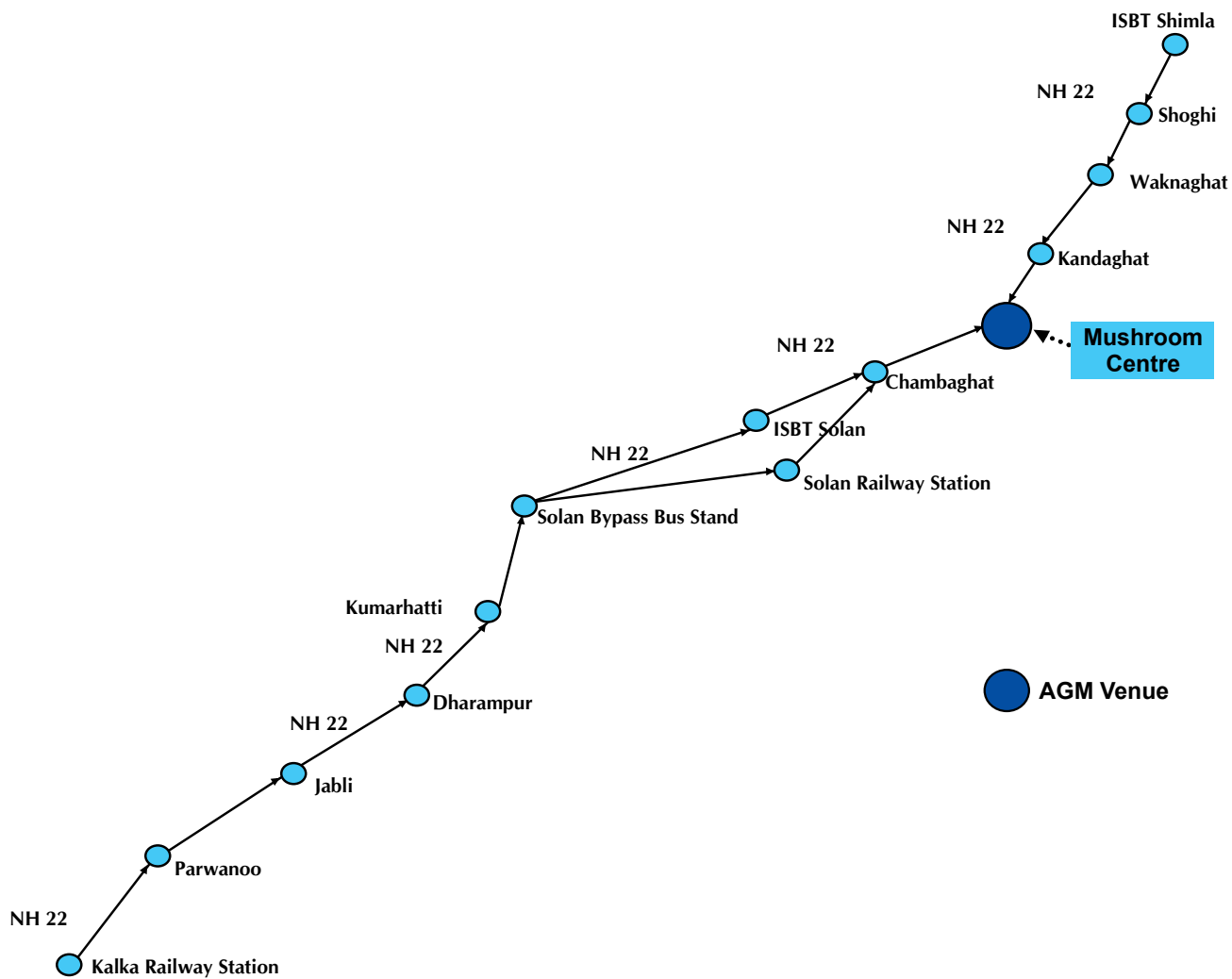
.....
Signature of Shareholder

.....
Signature of Proxy holder

*Applicable for investors holding shares in electronic form.



Road Map of AGM Venue i.e. Mushroom Centre, Chambaghat Solan-173213 (Himachal Pradesh)



HIMACHAL FUTURISTIC COMMUNICATIONS LIMITED

Regd. Office: 8, Electronics Complex, Chambaghat, Solan-173213 (H.P.)
Tel: +91-1792-230644, Fax: +91-1792-231902 Website: www.hfcl.com; e-mail: secretarial@hfcl.com
(Corporate Identity Number: L64200HP1987PLC007466)

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration), Rules, 2014]

Name of the Member(s) :	
Registered address:	
E-Mail ID:	Folio No.:
DP-ID / Client-ID* :	

*Applicable for investors holding shares in electronic form.

I/We, being the member(s) holding shares of Himachal Futuristic Communications Limited, of ₹1/- each hereby appoint

- (1) Name:of
.....having e-mail id or failing him
- (2) Name:of
.....having e-mail id or failing him
- (3) Name:of
.....having e-mail id

and whose signature(s) are appended in Proxy Form as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the Company, to be held on Saturday, September 28, 2019 at 11:00 A.M. at the Mushroom Centre, Chambaghat, Solan-173213 (H.P.) and at any adjournment thereof in respect of such resolutions as mentioned below:

I wish my above Proxy to vote in the manner as indicated in the Box below** :

S. No.	Resolutions	For	Against
1.	To receive, consider and adopt the Audited Financial Statements, Reports of the Board of Directors and Auditors and the Audited Consolidated Financial Statements and Auditors' Report thereon.		
2.	To confirm Interim Dividend paid on Cumulative Redeemable Preference Shares		
3.	To declare dividend of ₹ 0.10 (Ten Paisa only) i.e. 10% per equity share for the financial year ended 31st March, 2019.		
4.	To re-appoint Mr. Arvind Kharabanda (DIN: 00052270), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment as a Director.		
5.	To appoint of Dr. (Ms.) Tamali Sengupta (DIN: 00358658) as an Independent Director.		
6.	To approve payment of remuneration by way of Commission to Non-Executive Directors including Independent Directors.		
7.	To approve change of Name of the Company.		
8.	To approve borrowing of funds in excess of the limits as prescribed under Section 180(1)(c) of the Companies Act, 2013.		
9.	To approve creation of charge on the assets of the Company as prescribed under Section 180(1)(a) of the Companies Act, 2013.		
10.	To approve conversion of loan into Shares or Convertible instruments or other securities.		

** This is only optional. Please put a '✓' in the appropriate column against the resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Signed this day of, 2019.

.....
Signature of shareholder

Affix
Revenue
Stamp

.....
Signature of first Proxy holder

.....
Signature of second Proxy holder

.....
Signature of third Proxy holder

Notes:

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 (Forty Eight) hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
5. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.