



# HFCL LIMITED

**Registered Office:** 8, Electronics Complex, Chambaghat, Solan – 173213 (Himachal Pradesh)  
**Tel:** +91-1792-230644; **Fax:** +91-1792-231902; **Website:** [www.hfcl.com](http://www.hfcl.com); **E-mail:** [secretarial@hfcl.com](mailto:secretarial@hfcl.com)  
(Corporate Identity Number: L64200HP1987PLC007466)

## NOTICE OF EXTRA-ORDINARY GENERAL MEETING (EGM)

(PURSUANT TO SECTION 101 OF THE COMPANIES ACT, 2013)

**NOTICE** is hereby given that the 1<sup>st</sup> (First) Extra-Ordinary General Meeting (“EGM”) for financial year 2021-22 of the Members of HFCL Limited will be held on **Monday, the 7<sup>th</sup> day of March, 2022 at 11:00 A.M.** (IST) through Video Conferencing / Other Audio Visual Means (“VC”/“OAVM”) Facility, to transact the following business:

### SPECIAL BUSINESS:

**1. CONTINUATION OF MR. ARVIND KHARABANDA (DIN: 00052270) AS A NON-EXECUTIVE DIRECTOR ON ATTAINING THE AGE OF 75 (SEVENTY FIVE) YEARS, IN TERMS OF REGULATION 17(1A) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

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

“**RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the applicable provisions of the Companies Act, 2013 and relevant Rules framed thereunder (including any statutory modification(s)/ amendment(s) / re-enactment(s) thereto), approval of the Members be and is hereby accorded to the continuation of Mr. Arvind Kharabanda (DIN: 00052270) as a Non-Executive Director on the Board of the Company, liable to retire by rotation, on attaining the age of 75 years on March 09, 2022.

**RESOLVED FURTHER THAT** the Board of Directors, be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.”

**2. APPOINTMENT OF MR. AJAI KUMAR (DIN: 02446976) AS AN INDEPENDENT DIRECTOR**

To appoint **Mr. Ajai Kumar (DIN: 02446976)** as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 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 and the Board of Directors, Mr. Ajai Kumar (DIN: 02446976), 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 would expire at the ensuing 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 Mr. Ajai Kumar (DIN: 02446976) 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 one term of 3 (three) consecutive years w.e.f. November 25, 2021 to November 24, 2024.

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

**Registered Office:**  
8, Electronics Complex  
Chambaghat  
Solan-173213 (H.P.)  
  
Place: New Delhi  
Date: February 09, 2022

**By Order of the Board**  
  
**(Manoj Baid)**  
Senior Vice-President (Corporate) &  
Company Secretary  
Membership No: FCS 5834

## NOTES:

- In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') vide its circular dated December 8, 2021 read with circulars dated January 13, 2021, May 5, 2020 and April 13, 2020 and April 8, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Extra Ordinary General Meeting ("EGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the "Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") and MCA Circulars, the EGM of the Company is being held through VC/ OAVM and the Securities and Exchange Board of India ('SEBI') vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to additional relaxation in relation to compliance with certain provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 in relation to Relaxation from the compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 due to Covid-19 pandemic (collectively referred to as the 'SEBI Circulars') permitted the holding of the EGM through VC/OAVM, without the physical presence of the members at a common venue. In compliance with the MCA Circulars and the SEBI Circulars, **the First EGM of the financial year 2021-22 is being held through VC/OAVM on Monday, 7<sup>th</sup> March, 2022 at 11:00 a.m. (IST).**

The **deemed venue** for the **EGM** will be the place from where the chairperson of the meeting conducts the **EGM**.
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), MCA Circulars and SEBI Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (**NSDL**) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well e-Voting on the date of the EGM will be provided by NSDL.
- As per the provisions of Clause 3.A.II of the General Circular No.20/2020 dated May 5, 2020, issued by the MCA, the matter of Special Business as appearing at item no. 1 to 2 of the accompanying Notice, is considered to be unavoidable by the Board and hence, forms part of this Notice.
- The Statements pursuant to Section 102 of the Act in respect of the business under item nos. 1 to 2 set out above and the relevant details of the Directors seeking appointment/continuation at this EGM, as required under Regulations 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('Secretarial Standard-2') are annexed hereto.
- PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS EGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS AND THE SEBI CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS EGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF EGM ARE NOT ANNEXED TO THIS NOTICE.**
- Institutional Investors, who are members of the Company, are encouraged to attend and vote at the EGM through VC/ OAVM facility. Corporate members intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case maybe, to attend the EGM through VC/ OAVM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at [scrutinizer@hfcl.com](mailto:scrutinizer@hfcl.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and the Company at [secretarial@hfcl.com](mailto:secretarial@hfcl.com).
- Only registered members of the Company may attend and vote at the EGM through VC/OAVM facility. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM. The attendance of members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- The members can join the EGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Members will be able to view the proceedings on e-voting website of National Securities Depository Limited ('NSDL') at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The facility of participation at the EGM through VC/OAVM will be made available to at least 1,000 members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination, Remuneration and Compensation Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
- ELECTRONIC DISPATCH OF NOTICE:** In line with the General Circular No. 20/2020 dated May 5, 2020, issued by the MCA and the SEBI Circulars, Notice of the EGM is being sent only through electronic mode to those members whose email addresses are registered with the Company/ RTA/ Depositories/ Depository Participants. The Notice of EGM is available on the Company's website viz. [www.hfcl.com](http://www.hfcl.com) and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. the BSE Limited and the

National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The EGM Notice is also available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- 10. SCRUTINIZER FOR E-VOTING:** 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 e-Voting process in a fair and transparent manner.
- 11. Cut-Off Date:** 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 on **Monday, 28<sup>th</sup> February, 2022**. 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. **Monday, 28<sup>th</sup> February, 2022**, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or the Company at [secretarial@hfcl.com](mailto:secretarial@hfcl.com) and / or RTA at [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com).
- 12. NOMINATION:** As per the provisions of Section 72 of the Act, the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their Depository Participants in case the shares are held by them in electronic form and to the Company's Registrar and Transfer Agent ('RTA') in case the shares are held by them in physical form, quoting their folio number.
- 13.** Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such members after making requisite changes.
- 14.** To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
- 15.** Non-Resident Indian members are requested to inform the Company's RTA immediately of:
  - a) Change in their residential status on return to India for permanent settlement.
  - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
- 16.** Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details/ NECS/ mandates, nominations, power of attorney, change of address/ name, Permanent Account Number ('PAN') details, etc. to their Depository Participant only and not to the Company or Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its RTA provide efficient and better service to the members.

In case of members holding shares in physical form, such information is required to be provided to the Company's RTA in physical mode, after restoring normalcy or in electronic mode at [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com), as per instructions mentioned in the form.
- 17. SEBI HAS MANDATED SUBMISSION OF PAN BY EVERY PARTICIPANT IN THE SECURITIES MARKET. MEMBERS HOLDING SHARES IN ELECTRONIC FORM ARE, THEREFORE, REQUESTED TO SUBMIT THEIR PAN DETAILS TO THEIR DEPOSITORY PARTICIPANTS. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO SUBMIT THEIR PAN DETAILS TO THE COMPANY'S RTA.**
- 18. TRANSFER OF SHARES PERMITTED IN DEMAT FORM ONLY:** As per Regulation 40 of the SEBI Listing Regulations, as amended, transfer of securities would be carried out in dematerialized form only with effect from April 1, 2019,. However, members can continue to hold shares in physical form. In view of the same and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's RTA for assistance in this regard.
- 19.** To support the '**Green Initiative**', members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held by them in physical form. All such members are requested to kindly get their e-mail addresses updated immediately which will not only save your Company's money incurred on the postage but also contribute a lot to save the environment of this Planet.
- 20.** The Company has made special arrangement with the RTA and NSDL for registration of e-mail addresses in terms of the MCA Circulars for members who wish to receive the EGM Notice electronically and to cast the vote electronically. Eligible members whose e-mail addresses are not registered with the Company/ DPs are required to provide the same to RTA, pursuant to which, any member may receive on the e-mail address provided by the member the Notice of this EGM and the procedure for remote e-Voting along with the login ID and password for remote e-Voting.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING EGM ARE AS UNDER:-**

The remote e-voting period begins on **Friday, March 04, 2022 at 09:00 A.M.** and ends on **Sunday, March 06, 2022 at 05:00 P.M.**

The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the Cut-off date, i.e., **Monday, February 28, 2022**, may cast their vote, electronically.

The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date, being **Monday, February 28, 2022**.

**How do I vote electronically using NSDL e-Voting system?**

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





**Step 1: Access to NSDL e-Voting system:**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by listed companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Login method for Individual shareholders holding securities in demat mode is given below:**

| Type of share holders  | Login Method  |
|--|---|
| <b>Individual Share-holders holding securities in demat mode with NSDL</b> | <ol style="list-style-type: none"><li data-bbox="555 1072 1519 1446">1. Existing IDeAS user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; e-Voting during the meeting.</li><li data-bbox="555 1492 1519 1594">2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li data-bbox="555 1639 1519 2013">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com">https://www.evoting.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; e-Voting during the meeting.</li></ol> |

|   |  |
|---|--|
|   | <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; align-items: center; gap: 40px; margin-top: 10px;">   </div>   |
| <p><b>Individual Share-holders holding securities in demat mode with CDSL</b></p>                                     | <ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi/Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on NSDL to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at the following web-link: <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li> </ol> |
| <p><b>Individual Share-holders (holding securities in demat mode) login through their depository participants</b></p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; e-Voting during the meeting.</p>  |

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

| Login type   | Helpdesk details  |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30.               |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43. |

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:**

**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 **‘Shareholder/Member’** section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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:  |
|--|---|
| a) For Members who hold shares in demat account with NSDL      | 8 Character DP ID followed by 8 Digit Client ID<br>For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.    |
| b) For Members who hold shares in demat account with CDSL      | 16 Digit Beneficiary ID<br>For example if your Beneficiary ID is 12***** then your user ID is 12*****.  |
| c) For Members holding shares in Physical Form                 | EVEN Number followed by Folio Number registered with the company.<br>For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
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](http://www.evoting.nsdl.com).
    - b) **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - 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. After you click on the **“Login”** button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system:-**

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies **“EVEN”** in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select **“EVEN”** of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on **“VC/OAVM”** link placed under **“Join General Meeting”**.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message **“Vote cast successfully”** will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

1. In case shares are held in physical mode please provide Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to [secretarial@hfcl.com](mailto:secretarial@hfcl.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to [secretarial@hfcl.com](mailto:secretarial@hfcl.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-Voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat accounts.

## THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-Voting.

## INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" link placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members

who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [secretarial@hfcl.com](mailto:secretarial@hfcl.com). The same will be replied by the Company suitably.

## 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, to the Scrutinizer by e-mail to [scrutinizer@hfcl.com](mailto:scrutinizer@hfcl.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the **Frequently Asked Questions (FAQs)** for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to **Ms. Pallavi Mhatre, Manager** at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

## DECLARATION OF RESULTS ON THE RESOLUTIONS:

1. The Scrutinizer shall, immediately after the completion of the scrutiny of the e-voting (votes cast during the EGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the EGM, submit a consolidated Scrutinizer's report of the total votes cast in favour and against the resolution(s) and whether the resolution(s) has/have been carried or not, to the Chairman or a person authorized by him in writing.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.hfcl.com](http://www.hfcl.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com), immediately after the result is declared. The Company shall simultaneously forward the results to the BSE Limited and the National Stock Exchange of India Ltd., where the securities of the Company are listed.
3. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. **March 07, 2022**.

**Details of Directors proposed to be continued/ appointed, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard 2 on General Meeting issued by the Institute of Company Secretaries of India:**

| <b>Name of the Director</b>                                       | <b>Mr. Arvind Kharabanda</b>  | <b>Mr. Ajai Kumar</b>  |
|---|---|--|
| <b>DIN</b>  | 00052270  | 02446976   |
| <b>Date of Birth</b>  | March 09, 1947  | June 26, 1953  |
| <b>Date of first appointment</b>                                  | October 30, 2004  | November 25, 2021  |
| <b>Experience / Expertise in Specific Functional Areas</b>        | <p>Mr. Arvind Kharabanda has got over 44 years' experience in managerial positions, projects implementation and finance.</p> <p>Mr. Kharabanda is a member of the Institute of Chartered Accountants of India. He carries with him vast experience in industries as varied as telecommunications, broadcastings, IT, electronics, consumer durables and white goods.</p> <p>Mr. Arvind Kharabanda has expertise in the field of management discipline such as marketing, manufacturing, project appraisal, finance and corporate strategy and planning.</p> | <p>Mr. Ajai Kumar, aged 68 years, is having over forty years of experience in Public Sector Banking Industry holding eminent leadership positions in India and overseas. With a penchant for independent thinking, painstakingly taken several path breaking initiatives for Banks growth through varied strategies as CMD – Corporation Bank, Executive Director – UCO Bank and General Manager Technology and Retail Banking at Bank of Baroda.</p> <p>During his association, Corporation Bank was honoured with National award by Prime Minister of India for its performance in MSME finance for the year 2012-13.</p> <p>Mr. Ajai Kumar has wide exposure in Banking and Finance, Risk Management, Investments, and Treasury Operations encompassing International &amp; domestic operations.</p> <p>He has strong IT orientation and insight into areas of technology environment, project management and operations.</p> |
| <b>Qualification(s)</b>   | Chartered Accountant (CA)   | Law graduate with a Master's degree in M.Sc. (Physics).  |
| <b>Directorship in Other Companies including listed companies</b> | <ol style="list-style-type: none"> <li>1. HFCL Advance Systems Private Limited</li> <li>2. HFCL Technologies Private Limited</li> <li>3. INDIASIGN Private Limited</li> <li>4. My Box Technologies Private Limited</li> </ol>   | <ol style="list-style-type: none"> <li>1. Can FIN Homes Limited</li> <li>2. Nuclear Power Corporation of India Limited</li> <li>3. Metropolitan Stock Exchange of India Limited</li> <li>4. Indiabulls General Insurance Limited</li> <li>5. Amar Ujala Limited</li> <li>6. Indiabulls Asset Management Company Limited</li> <li>7. Adani Krishnapatnam Port Limited</li> <li>8. National Cooperative Finance and Development Corporation Limited</li> </ol>   |



|   |   |  |
|---|---|--|
| <b>Listed entities from which the person has resigned</b>   | Nil   | Nil  |
| <b>Chairmanship/ Membership of Committees</b><br>(across all public companies in Audit Committee and Stakeholders' Relationship Committees) | <b>HFCL Limited:</b><br>Audit Committee – Member<br>Stakeholders' Relationship Committee – Chairman   | <b>Nuclear Power Corporation of India Limited:</b><br>Stakeholders' Relationship Committees – Chairman<br><b>Amar Ujala Limited:</b><br>Audit Committee – Chairman<br><b>Adani Krishnapatnam Port Limited:</b><br>Audit Committee – Member<br><b>Indiabulls Asset Management Company Limited:</b><br>Audit Committee – Chairman<br><b>Metropolitan Stock Exchange of India Limited:</b><br>Audit Committee – Chairman<br><b>Can Fin Homes Limited:</b><br>Audit Committee – Member |
| <b>Shareholding in the Company including shareholders as a beneficial owner</b>   | NIL   | NIL  |
| <b>Relationship with other Directors and KMPs of the Company</b>  | N.A.  | N.A.   |
| <b>No. of Board Meetings held / attended</b>  | 6/6   | 1/6<br>(Appointed w.e.f 25 <sup>th</sup> November 2021 and 01 board meeting was convened thereafter)   |
| <b>Details of Remuneration sought to be paid</b>  | Except, Sitting Fee for attending the Board and/or Committee Meetings or Profit based Commission, approved by the Shareholders and as may be determined by the Nomination, Remuneration and Compensation Committee and/or Board of Directors, no other remuneration is payable. | Except, Sitting Fee for attending the Board and/or Committee Meetings or Profit based Commission, approved by the Shareholders and as may be determined by the Nomination, Remuneration and Compensation Committee and/or Board of Directors, no other remuneration is payable.  |
| <b>Last Remuneration drawn</b>  | Rs.12,00,000 only (Rupees Twelve Lakhs only)<br>(Towards Sitting fee for Board and its Committee meetings from 1 <sup>st</sup> April, 2021 till 31 <sup>st</sup> January, 2022)   | Rs.50,000 only (Rupees Fifty Thousand only)<br>(Towards Sitting fee for attending Board Meeting from 25 <sup>th</sup> November, 2021 till 31 <sup>st</sup> January, 2022)  |
| <b>Disclosure of relationships between directors inter-se</b>   | Nil   | Nil  |

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

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

### ITEM NO. 1

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), with effect from April 1, 2019, no listed company shall appoint or continue the directorship of a Non-Executive Director who has attained the age of 75 (Seventy Five) years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Mr. Arvind Kharabanda is a Non-Executive Director of the Company, liable to retire by rotation. Mr. Arvind Kharabanda has been a Director of the Company since 30<sup>th</sup> October, 2004. Mr. Arvind Kharabanda will attain the age of 75 (Seventy Five) years on March 09, 2022 and it is, therefore, necessary to approve continuation of his directorship on the Board of Directors of the Company.

Mr. Arvind Kharabanda is a member of the Institute of Chartered Accountants of India. He carries with him vast experience in industries as varied as telecommunications, broadcastings, IT, electronics, consumer durables and white goods.

Mr. Arvind Kharabanda has expertise in the field of management discipline such as marketing, manufacturing, project appraisal, finance, and corporate strategy and planning.

Mr. Arvind Kharabanda is not dis-qualified from being continued as a Director in terms of Section 164 of the Act.

Mr. Kharabanda doesn't hold any equity share in the Company.

A brief profile of Mr. Arvind Kharabanda is given under the heading "*Details of Directors proposed to be continued / appointed, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 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.

The Nomination, Remuneration & Compensation Committee ("**NRC Committee**") and the Board of Directors, vide their respective resolutions passed through circulation on February 09, 2022, have approved and recommended the continuation of Directorship of Mr. Arvind Kharabanda as a Director (Non-Executive), liable to retire by rotation, on attaining the age of 75 (Seventy Five) years.

After considering the educational qualification, experience, positive attributes and the benefits the Company will derive with his continuous appointment and on the recommendations of the NRC Committee, the Board considers that the continuation of Mr. Arvind Kharabanda as a Non-Executive Director, liable to retire by rotation, on the Board of Directors of the Company, will be in the interest of the Company and recommends the same to the shareholders, as required under Regulation 17(1A) of the SEBI Listing Regulations.

Mr. Kharabanda is interested in the resolution as set out at Item No. 1 of the Notice with regard to his continuous appointment. The relatives of Mr. Kharabanda may be deemed to be interested in the aforesaid resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other 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. 1 of the Notice.

The Board recommends the continuation of Mr. Arvind Kharabanda as a Non-Executive Director as set out in Item No. 1 of the Notice for the approval by the members of the Company by way of a special resolution.

### ITEM NO. 2

The Board of Directors of the Company on the recommendation of the Nomination, Remuneration & Compensation Committee ("**NRC Committee**") has appointed Mr. Ajai Kumar (DIN: 02446976) as an Additional Director in the category of Independent Director w.e.f. 25<sup>th</sup> November, 2021, pursuant to Section 149 and 161 of the Companies Act, 2013 (the "**Act**").

In terms of the provisions of Section 161(1) of the Act, Mr. Ajai Kumar holds office only up to the date of ensuing annual general meeting of the Company to be held in the calendar year 2022.

The Company has received a declaration from Mr. Ajai Kumar to the effect that he 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**").

Mr. Ajai Kumar is not dis-qualified from being appointed as Director in terms of Section 164 of the Act and has given consent to act as Director of the Company.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Ajai Kumar (DIN: 02446976) for the office of Director.

In terms of the SEBI Order dated June 14, 2018 to the Stock Exchanges and SEBI Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, Mr. Ajai Kumar (DIN: 02446976) is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

In the opinion of the Board of Directors, Mr. Ajai Kumar fulfils the conditions specified in the Act read with the rules made thereunder and the SEBI Listing Regulations, for his appointment as an Independent Director of the Company and is independent of the management.

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

The terms & conditions of appointment of Independent Directors are available for inspection by members at the Registered Office between 10:00 a.m. to 12:00 noon, on all working days (except Saturdays, Sundays and Public Holidays) up to the date of EGM and also available on the web-site of the Company at:

<http://www.hfcl.com/wpcontent/uploads/2017/05/Terms-and-conditions-of-appointment-of-Independent-Director-10.05.17.pdf>

Mr. Ajai Kumar, aged 68 years, is having over forty years of experience in Public Sector Banking Industry holding eminent leadership positions in India and overseas.

Mr. Ajai Kumar is a law graduate and holds a master degree in M.Sc. (Physics). With a penchant for independent thinking, painstakingly taken several path breaking initiatives for Banks growth through varied strategies as CMD – Corporation Bank, Executive Director – UCO Bank and General Manager Technology and Retail Banking at Bank of Baroda.

During his association, Corporation Bank was honoured with National award by Prime Minister of India for its performance in MSME finance for the year 2012-13.

Mr. Ajai Kumar has wide exposure in Banking and Finance, Risk Management, Investments and Treasury Operations encompassing International & domestic operations. He has strong IT orientation and insight into areas of technology environment, project management and operations.

A brief profile of Mr. Ajai Kumar is given under the heading "Details of Directors proposed to be continued / appointed, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 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 Mr. Ajai Kumar as a Non-Executive Independent Director for a term of 3 (three) consecutive years with effect from November 25, 2021 to November 24, 2024, pursuant to Section 149 and other applicable provisions of the Act and the rules made thereunder.

He will not be liable to retire by rotation.

Mr. Ajai Kumar is interested in the resolution set out at Item No. 2 of the Notice with regard to his appointment. The relatives of Mr. Ajai Kumar may be deemed to be interested in the aforesaid resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other 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. 2 of the Notice.

The Board considers that the association of Mr. Ajai Kumar would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director.

The Board recommends the appointment of Mr. Ajai Kumar as an Independent Director as set out in Item No. 2 of the Notice for the approval by the members of the Company by way of a special resolution.

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

Place: New Delhi  
Date: February 09, 2022

**By Order of the Board**  
  
**(Manoj Baid)**  
Senior Vice-President (Corporate) &  
Company Secretary  
Membership No: FCS 5834