

**HFCL Limited**8, Commercial Complex, Masjid Moth, Greater Kailash - II,
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HFCL/SEC/22-23

October 18, 2022

The BSE Ltd. 1 st Floor, New Trading Wing, Rotunda Building Phiroze Jeejeebhoy Towers, Dalal Street, Fort Mumbai – 400001 corp.relations@bseindia.com Security Code No.: 500183	The National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor, C – 1, Block G Bandra – Kurla Complex, Bandra (E) Mumbai – 400051 cmlist@nse.co.in Security Code No.: HFCL
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RE: Regulation 32(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

Subject: Statement of deviation(s) or variation(s), if any, of utilization of proceeds from Qualified Institutions Placement (QIP).

Dear Sir(s)/ Madam,

We would like to inform that the Company had raised funds by way of allotment of 8,72,72,727 (Eight Crores Seventy Two Lakhs Seventy Two Thousand Seven Hundred and Twenty Seven) equity shares of face value of Re.1/- each, to 21 (twenty one) qualified institutional buyers (“QIBs”), at a price of Rs.68.75/- per Equity Share (including premium of Rs. 67.75/- per Equity Share), pursuant to the resolution passed by the Board of Directors dated September 03, 2021, special resolution passed by the Shareholders at their 34th Annual General Meeting (AGM) held on 30th September, 2021, the preliminary placement document dated December 06, 2021, the placement document dated December 09, 2021 and resolution of the Fund Raising Committee of the Board of Directors dated 10th December, 2021 (the “Issue”).

We would further like to inform that the Audit Committee, at its meeting held on October 18, 2022, has reviewed the actual utilization of funds received for an amount aggregating Rs.600 crores (approx.), pursuant to the Issue.

In this connection, we submit that there is no deviation or variation from the objects of the Issue, in the utilization of proceeds, as stated in the placement document or explanatory statement to the aforesaid AGM Notice, during the quarter ended September 30, 2022. We further submit that out of the net proceeds from QIP issue, the Company has fully utilised the QIP proceeds up to 30th September, 2022, towards purposes specified in the placement document.

In terms of Regulations 32(1), 32(2) and 32(3) of the SEBI Listing Regulations, a statement of deviation or variation, if any, in utilisation of funds raised through Qualified Institutions Placement (QIP), for the quarter ended September 30, 2022, duly reviewed by the Audit Committee and the Statutory Auditors, in the prescribed format is also enclosed herewith.

You are requested to take the above information on records and disseminate the same on your respective websites.

Thanking you.

Yours faithfully,
For **HFCL Limited**

(Manoj Baid)
Senior Vice-President (Corporate) &
Company Secretary

Encl.: Statement of deviation or variation in utilization of funds.

HFCL Limited



Statement of Deviation / Variation in utilisation of funds raised						
Name of listed entity	HFCL Limited					
Mode of Fund Raising	Qualified Institutions Placement (QIP)					
Date of Raising Funds	December 10, 2021					
Amount Raised	Rs.600 Crores (approx.)					
Report filed for Quarter ended	September 30, 2022					
Monitoring Agency	Not Applicable					
Monitoring Agency Name, if applicable	Not Applicable					
Is there a Deviation / Variation in use of funds raised	No					
If yes, whether the same is pursuant to change in terms of a contract or objects, which was approved by the shareholders	Not Applicable					
If Yes, Date of shareholder Approval	Not Applicable					
Explanation for the Deviation / Variation	Not Applicable					
Comments of the Audit Committee after review	No Comments					
Comments of the auditors, if any	No Comments					
Objects for which funds have been raised and where there has been a deviation, in the following table						
Original Object	Modified Object, if any	Original Allocation	Modified allocation, if any	Funds Utilized	Amount of Deviation/ Variation for the quarter according to applicable object	Remarks if any
(a) Capital expenditure for capacity expansion of Optic Fibre and Optic Fibre Cables ("OFC Expansion") (b) Funding capital expenditure requirements for defence facilities; repayment of long term and short-term borrowings availed from banks and others, funding expenditure towards upgradation of R&D initiatives (including inorganic growth initiatives); funding long-term working capital requirements and general corporate purposes.	N.A.	Rs. 589.47 crore (net of Issue expenses)*	N.A.	Rs 589.47 crore	NA	Out of the net proceeds from QIP issue, the Company has fully utilised the QIP proceeds up to 30th September, 2022, towards purposes specified in the placement document
Total		589.47		589.47		

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*The actual issue proceeds comes to Rs. 600.00 crore; out of which Rs. 10.53 crore was incurred towards issue expenses. Accordingly, the net issue proceeds allocated towards various Objects is Rs. 589.47 crore.

Deviation or variation could mean:

- (a) Deviation in the objects or purposes for which the funds have been raised or
- (b) Deviation in the amount of funds actually utilized as against what was originally disclosed or
- (c) Change in terms of a contract referred to in the fund raising document i.e. prospectus, letter of offer, etc.

(Manoj Baid)

Senior Vice-President (Corporate) &
Company Secretary