



HFCL Limited

8, Commercial Complex, Masjid Moth, Greater Kailash - II,
New Delhi - 110048, India

Tel : (+91 11) 3520 9400, 3520 9500 Fax : (+91 11) 3520 9525

Web : www.hfcl.com

Email : secretarial@hfcl.com

HFCL/SEC/23-24

September 30, 2023

BSE Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001 E-mail: corp.relations@bseindia.com Security Code No.: 500183	National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor, C - 1, Block G Bandra - Kurla Complex, Bandra (E), Mumbai - 400051 E-mail: takeover@nse.co.in Security Code No.: HFCL
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Re: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Subject: - Proceedings of the 36th Annual General Meeting of the Members of HFCL Limited held on September 30, 2023.

Dear Sir(s)/ Madam,

We wish to inform you that the 36th Annual General Meeting ('AGM') of the members of HFCL Limited was held today, i.e., on Saturday, September 30, 2023 at 11:00 a.m. (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') and the business mentioned in the AGM Notice dated September 01, 2023, was transacted.

In terms of Regulation 30 read with Para A of Part A of Schedule III to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, the Proceedings of the 36th AGM are enclosed herewith.

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

Thanking you.

Yours faithfully,
For HFCL Limited

(Manoj Baid)
President & Company Secretary
Membership No.: - FCS-5834

Encl.:- Proceedings of the 36th AGM

PROCEEDINGS OF THE 36TH ANNUAL GENERAL MEETING OF THE MEMBERS OF HFCL LIMITED

Date, Time and Venue of the Meeting:

The 36th Annual General Meeting (“AGM”) of the Equity Shareholders of **HFCL Limited** was held on **Saturday, 30th September, 2023 at 11:00 a.m. (IST)** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).

The 36th AGM was conducted through VC/OAVM, without the physical presence of the members at a common venue, in due compliance with the applicable provisions of the Companies Act, 2013 (the “Act”), the Rules made thereunder read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021, 2/2022 dated May 5, 2022 and 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (“MCA”) and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 issued by the Securities and Exchange Board of India (“SEBI”) (hereinafter collectively referred to as “the Circulars”).

The deemed venue for the 36th AGM was HFCL’s Office located at Plot No. 38, Sector-32, Gurugram- 122001, Haryana from where the Chairman of the Meeting conducted the 36th AGM.

Directors Present:

(In Person)

1. Mr. Mahendra Nahata, Managing Director and Chairman of CSR Committee and Risk Management Committee.
2. Mr. Arvind Kharabanda, Non-Executive Director, Chairman of Stakeholders’ Relationship Committee, member of Audit Committee, Nomination, Remuneration & Compensation Committee and Risk Management Committee.
3. Mr. Surendra Singh Sirohi, Independent Director, Chairman of Nomination, Remuneration and Compensation Committee, member of the Audit Committee and CSR Committee.
4. Dr. (Ms.) Tamali Sengupta, Independent Director, member of the Audit Committee and the Stakeholders’ Relationship Committee.

(Through VC)

5. Mr. Ajai Kumar, Independent Director and member of the CSR Committee.
6. Mr. Bharat Pal Singh, Independent Director and Chairman of the Audit Committee and member of the Nomination, Remuneration & Compensation Committee and the Risk Management Committee.

Dr. (Mr.) Ranjeet Mal Kastia, Non-Executive Director and member of the Stakeholders’ Relationship Committee could not join the meeting due to his ill health.

Others

(In Person):

1. Mr. Vijay Raj Jain, Chief Financial Officer
2. Mr. Manoj Baid, President & Company Secretary

(Through VC):

1. Mr. P D Baid, Senior Partner of M/s S. Bhandari & Co. LLP, Statutory Auditors.
2. Mr. Sunil Bhansali, Senior Partner of M/s Oswal Sunil & Company, Statutory Auditors.
3. Mr. Baldev Singh Kashtwal, Secretarial Auditor and the Scrutinizer.

Number of Member attended the meeting: 92

Welcome Address & Introduction:

Mr. Manoj Baid, President & Company Secretary extended a warm welcome to the shareholders and introduced Board Members and Senior Management persons present at the Meeting.

Chairperson of the 36th AGM:

As per Article 14.5 of the Articles of Association of the Company, Mr. Arvind Kharabanda proposed and Dr. (Ms.) Tamali Sengupta seconded to elect Mr. Mahendra Nahata, Managing Director as the Chairman of the 36th AGM. Thereafter Mr. Mahendra Nahata presided over the meeting.

Attendance & Quorum:

Mr. Manoj Baid, President & Company Secretary, confirmed the presence of the Statutory Auditors and their representatives and the Secretarial Auditor of the Company, in compliance with the provisions of the Companies Act, 2013 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India (ICSI).

Attention of the members was drawn to the Statutory Registers and other documents, which were kept open and accessible to any person having right to attend the Meeting.

Mr. Manoj Baid, President & Company Secretary, thereafter, announced the number of members present and confirmed the presence of requisite quorum as per Section 103 of the Companies Act, 2013.

The Chairman, thereafter, called the Meeting to order.

Guidelines for attending the AGM:

Mr. Manoj Baid, President & Company Secretary, highlighted certain points regarding convening and attending the AGM through electronic mode in compliance of the Circulars.

E-Voting:

Mr. Manoj Baid, President & Company Secretary further informed the members that in accordance with the provisions of Section 108 of the Companies Act, 2013 read with 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, the Company had, through the services of National Securities Depository Limited (NSDL), provided remote e-Voting and e-Voting during the AGM facility to all its members to cast votes electronically on all the resolutions set forth in the Notice.

The remote e-Voting period had commenced on Wednesday, September 27, 2023 at 09:00 a.m. and ended on Friday, September 29, 2023 at 5:00 p.m.

Further, the facility for voting through electronic mode was also made available to the members who were present at the AGM through VC/OAVM and had not cast their votes electronically through remote e-Voting. Mr. Manoj Baid informed that e-Voting during the AGM on NSDL platform shall be disabled 15 minutes after the closure of AGM by the Chairman of the Meeting.

Scrutinizer:

Mr. Manoj Baid, President & Company Secretary further informed that the Board of Directors had appointed Mr. Baldev Singh Kashtwal, Practising Company Secretary, as the Scrutinizer for the purpose of scrutinizing the remote e-Voting process and e-Voting during the AGM, in a fair and transparent manner.

Voting Results & Consolidated Scrutinizer's Report:

The Company Secretary informed the members that the combined results of remote e-Voting and e-Voting during the 36th AGM along with the Consolidated Scrutinizer's Report thereon, would be announced in compliance with applicable provisions, latest by 4th October, 2023 and shall be disseminated to the stock exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and uploaded on the website of NSDL and also on the website of the Company.

Brief details of items deliberated at the Meeting:

The Company Secretary read the items of the Ordinary and Special Businesses which were transacted at the 36th Annual General Meeting, as detailed below:

S. No.	Subject of Resolutions	Type of Resolution
Ordinary Business		
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 st March, 2023, the reports of the Board of Directors and the Auditors thereon.	Ordinary Resolution
2.	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31 st March, 2023 and the report of the Auditors thereon.	Ordinary Resolution
3.	To declare a Dividend of ₹0.20 (Twenty Paise only) i.e. 20% per fully paid-up equity share of face value of ₹1/- (Rupee One only) for the financial year ended 31 st March, 2023.	Ordinary Resolution
4.	To appoint a director in place of Dr. (Mr.) Ranjeet Mal Kastia (DIN:00053059), Director (Non-Executive), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.	Special Resolution
Special Business		
5.	To approve Material Related Party Transactions with HTL Limited, a Material Subsidiary of the Company.	Ordinary Resolution

Chairman's Address:

Mr. Mahendra Nahata, Managing Director and Chairman of the Meeting, then, addressed the members and gave an overview of the Company including financial performance for the financial year ended March 31, 2023 and its future outlook.

Auditors' Report:

The Notice convening the 36th AGM, along with the Auditors' Report on the Standalone & Consolidated Financial Statements for the Financial Year 2022-23, being already circulated to all the members, were taken as read.

Mr. Manoj Baid, President & Company Secretary informed that the Standalone and Consolidated Auditors' Report were free from qualifications and are self-explanatory and do not call for any further clarification and hence, may be taken as read.

He further informed that the Secretarial Audit Report for the Financial Year also does not contain any qualification.

Queries/ Views of the Shareholders:

Mr. Manoj Baid, President & Company Secretary, thereafter, invited the members to express their views and / or ask questions or queries, if any, pertaining to the business of the Company.

Mr. Manoj Baid, President & Company Secretary informed that Six Shareholders have registered themselves as Speaker Shareholders at the AGM.

The Chairman also responded on the queries which were received from few shareholders of the Company in advance, till the date of AGM.

Order for e-Voting by the Chairman:

The Chairman ordered e-Voting on NSDL platform, by the shareholders who had not cast their votes through remote e-Voting.

Thereafter, the Chairman thanked the members and concluded the AGM.

The members then cast their votes through the e-Voting during the AGM on the business items as stated in the Notice of 36th AGM, which remained opened for 15 minutes after conclusion of the Meeting as declared by the Chairman of the Meeting.

Vote of Thanks:

The Company Secretary thanked all the Board members, Auditors, Secretarial Auditor and Shareholders for their presence and support for the smooth conduct of the AGM.

The 36th AGM concluded at 11.45 a.m.

For HFCL Limited

(Manoj Baid)

President & Company Secretary