



HFCL Limited

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

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HFCL/SEC/23-24
September 30, 2023

The BSE Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001 E-mail: 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 E-mail: takeover@nse.co.in Security Code No.: HFCL
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Re: Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Subject: - Voting Results and Consolidated Scrutinizer's Report of the 36th Annual General Meeting (AGM) of the Members of HFCL Limited held on September 30, 2023.

Dear Sir(s)/ Madam,

In terms of Regulation 44(3) of the SEBI Listing Regulations, we hereby submit the Voting Results of all the resolutions passed at the 36th AGM of the members of the Company, held on September 30, 2023 at 11:00 a.m. (IST), in the format specified by the SEBI.

We also hereby submit the Consolidated Scrutinizer's Report on Remote e-Voting and e-Voting conducted at the 36th AGM, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.

The same shall also be available on the website of the Company at <https://www.hfcl.com/> and on the website of National Securities Depository Limited (NSDL), the agency providing remote e-Voting/ e-Voting facility at <https://www.evoting.nsdl.com/>.

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

Encl.:- Voting Results and Consolidated Scrutinizer's Report of 36th AGM.



**CONSOLIDATED SCRUTINIZER REPORT FOR REMOTE E-VOTING & E-VOTING
DURING 36TH ANNUAL GENERAL MEETING (AGM) FOR HFCL LIMITED**

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as Amended]

To,

The Chairman,
HFCL Limited
(CIN: L64200HP1987PLC007466)
8, Electronics Complex, Chambaghat, Solan,
Himachal Pradesh- 173213, India

Subject: Passing of Resolution(s) through remote e-Voting and e-Voting during AGM by the members during the 36th AGM of HFCL Limited ("the Company") held on Saturday, the 30th September, 2023 at 11:00 A. M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means (OAVM")

Dear Sir,

1. I, Baldev Singh Kashtwal, Practising Company Secretary (Holding Membership No. FCS 3616 and Certificate of Practice No. 3169) having office at 106, (1st Floor), Madhuban Tower, A-1, V. S. Block, Shakarpur Crossing, Delhi-110092, was appointed as the Scrutinizer by the Board of Directors of HFCL Limited ("the Company") at its meeting held on September 01, 2023, for the purpose of scrutinizing the process of voting through electronic means i.e. remote e-Voting and e-Voting by members during the AGM on the resolutions contained in the Notice dated September 01, 2023, for 36th AGM of the Members of the Company, held on **Saturday, the September 30, 2023, at 11.00 A.M. (IST) through VC/OAVM**, under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("**Applicable Rules**") (as amended from time to time) and the General Circular No. 10/2022 dated December 28, 2022 read with circulars dated May 5, 2022, December 14, 2021, May 5, 2020, April 13, 2020 and April 8, 2020 ("**MCA Circulars**") issued by the Ministry of Corporate Affairs (MCA) allowing companies to conduct the AGM through VC/OAVM, without the physical presence of members at a common venue and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("**Listing Regulations**") as amended and in accordance with the Circular dated January 5, 2023, read with circular dated May 13, 2022, January 15, 2021 and May 12, 2020 issued by the Securities and Exchange Board of India (SEBI) ("**SEBI Circulars**") inter-alia allowing relaxation from dispatching of hard copy of statement containing salient features of all the documents, as prescribed in Section 136 of the Companies Act, 2013 to the shareholders who have not registered their email addresses, MCA Circulars and SEBI Circulars together referred as ("**Applicable circulars**"), providing relaxation for the manner in which the AGM shall be held and conducted.
2. The Company engaged National Securities Depository Limited ("**NSDL**") as the Service Provider for extending the facility of remote e-Voting and e-Voting during the AGM to the shareholders of the Company (Collectively "**e-Voting**"). The Service Provider provided a system for recording the votes of the shareholders electronically on all the five (5) items mentioned in the Notice dated September 01, 2023. The Company had also uploaded all the items of the business to be transacted on the website of Service Provider to facilitate the shareholders to cast their votes through remote e-Voting and e-Voting during the AGM. The Remote e-Voting facility was kept open from Wednesday, September 27, 2023 (09:00 A.M.) to Friday, September 29, 2023 (05:00 P.M.).
3. The cut-off date for the purposes of identifying the Shareholders who was entitled to vote on the resolutions placed for the approval of the shareholders was September 23, 2023.
4. As on the cut-off date there were 6,04,992, Shareholders of the Company. The Notice was sent on September 06, 2023, through email to 5,95,936 Shareholders, whose email id was made available by the two depositories/RTA/Depository Participants.



5. Pursuant to the Applicable Circulars, the Notice sent through email contained the detailed procedure to be followed by the shareholders to cast their votes electronically.
6. In compliance with applicable rules and MCA circulars, the Company also released advertisements, which were published on Tuesday September 05, 2023 and on Thursday, September 07, 2023, prior and post the dispatch of AGM notice and Annual Report of the Company for the Financial year 2022-23, respectively, in the Indian Express, Delhi and Chandigarh (English Newspaper), Divya Himachal, Shimla (Hindi Newspaper) and Jansatta, Delhi (Hindi Newspaper). The notice published in the newspaper carried the required information as per applicable rules and MCA circulars.
7. Particulars of all votes cast by electronic mode have been entered in the register separately maintained for the purpose in electronic mode.
8. At the 36th AGM of the Company held through VC / OAVM, on Saturday, September 30, 2023 at 11.00 A.M. onwards, after considering all the items of business, the facility of e-Voting during the AGM was provided to facilitate those members who were attending the meeting through VC / OAVM but did not participate in the remote e-Voting to record their votes.
9. Thereafter, the remote e-Voting and e-Voting by the members during the AGM, were unblocked by me at around 12:00 Noon on September 30, 2023 in the presence of two witnesses i.e. Mr. Dushyant Gupta and Mr. Sachin Saxena who are not in the employment of the Company, on the National Securities Depository Limited (NSDL) e-voting platform and the voting summary statement was downloaded pursuant to Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 as amended. After unblocking the total votes cast, both through remote e-Voting and e-Voting at the AGM, were consolidated and the final Scrutinizer's Report was prepared and the data of e-Voting was diligently scrutinized and reconciled with the records maintained by the MCS Share Transfer Agent Limited, Registrar and Share Transfer Agent of the Company.

Responsibility of the Management

The Management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013, applicable rules and Listing Regulations, relating to voting including voting by electronic means for the resolutions stated in the Notice dated September 1, 2023.

Responsibility as a Scrutinizer

My responsibility as a scrutinizer for the e-Voting process is restricted to make a Scrutinizer Report of the votes cast "in favour" and "against" the resolutions set out in the Notice of the 36th AGM dated September 1, 2023 based on the reports generated from the e-Voting system provided by NSDL, the authorised agency engaged by the Company for providing e-Voting facility.

As a Scrutinizer, I ensured that e-Voting and remote e-Voting done by the shareholders was in order and in compliance with the relevant provisions under the Companies Act, 2013 and Rules made thereunder.

The result of e-Voting is as under:-



Ordinary Businesses:**Item No. 1**

Ordinary Resolution: Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2023, the reports of the Board of Directors and the Auditors thereon:

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Re.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode (Remote e-Voting)	880	81,09,70,663	-
Total Votes received during the AGM through e-Voting	10	1,77,312	-
Total Number of Invalid Votes	-	-	-
Total Number of Valid Votes	890	81,11,47,975	100.00
Total Number of Votes against the Resolution	16	7,477	0.0009
Total Number of Votes in favour of Resolution	874	81,11,40,498	99.9991
Abstained from Voting	5	6,87,893	-

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

Item No. 2

Ordinary Resolution: Adoption of Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2023 and the report of the Auditors thereon:

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Re.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode (Remote e-Voting)	881	81,09,70,664	-
Total Votes received during the AGM through e-Voting	10	1,77,312	-
Total Number of Invalid Votes	-	-	-
Total Number of Valid Votes	891	81,11,47,976	100.00
Total Number of Votes against the Resolution	21	4,85,253	0.0598
Total Number of Votes in favour of Resolution	870	81,06,62,723	99.9402
Abstained from Voting	4	6,87,892	-

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



Item No. 3

Ordinary Resolution: Declaration of 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 31st March, 2023

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Re.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode (Remote e-Voting)	883	81,16,58,496	-
Total Votes received during the AGM through e-Voting	9	1,65,312	-
Total Number of Invalid Votes	-	-	-
Total Number of Valid Votes	892	81,18,23,808	100.00
Total Number of Votes against the Resolution	22	13,573	0.0017
Total Number of Votes in favour of Resolution	870	81,18,10,235	99.9983
Abstained from Voting	3	12,060	-

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

Item No. 4

Special Resolution: Appointment of a Director in place of Mr. 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.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Re.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode (Remote e-Voting)	880	81,16,56,341	-
Total Votes received during the AGM through remote e-Voting	10	1,77,312	-
Total Number of Invalid Votes	-	-	-
Total Number of Valid Votes	890	81,18,33,653	100.00
Total Number of Votes against the Resolution	66	1,65,910	0.0204
Total Number of Votes in favour of Resolution	824	81,16,67,743	99.9796
Abstained from Voting	5	415	-



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

SPECIAL BUSINESS

Item No. 5

Ordinary Resolution: Approval of Material Related Party Transactions with HTL Limited, a Material Subsidiary of the Company.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Re.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode (Remote e-Voting)	872	27,09,63,861	-
Total Votes received during the AGM through e-Voting	10	1,77,312	-
Total Number of Invalid Votes	1	3,12,000	-
Total Number of Valid Votes	881	27,08,29,173	100.00
Total Number of Votes against the Resolution	36	1,20,636	0.0445
Total Number of Votes in favour of Resolution	845	27,07,08,537	99.9555
Abstained from Voting	13	54,06,91,097	-

Therefore, the Resolution No. 5 has been approved with requisite majority.

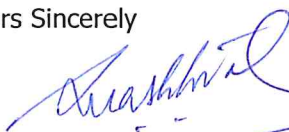
All the five resolutions stand passed under remote e-Voting and e-Voting during the AGM with the requisite majority and hence, deemed to be passed as on the date of the AGM i.e. on September 30, 2023.

I hereby confirm that I am maintaining the soft copy of the registers received from the service provider in respect of the votes cast through remote e- Voting and e-Voting during the AGM by way of electronic means by the members of the Company.

All other relevant records relating to remote e-Voting and e-Voting at the AGM shall remain in the safe custody of the scrutinizer and will be handed over to the Company until the Chairman of the Meeting considers, approves and signs the Minutes of the 36th AGM.

You may kindly declare the results accordingly.

Thanking you
Yours Sincerely



CS BALDEV SINGH KASHTWAL
PRACTICING COMPANY SECRETARY
SCRUTINIZER
C. P. NO. 3169
ICSI –UDIN: F003616E001144932
ICSI- Peer Review Certificate No. : 1205/2021
ICSI- Unique Identification No. : I1999DE144000

Countersigned by:
for **HFCL Limited**



Manoj Baid
President & Company Secretary
FCS-5834

Date : September 30, 2023
Place : New Delhi

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General information about company

Scrip code	500183
NSE Symbol	HFCL
MSEI Symbol	NOTLISTED
ISIN	INE548A01028
Name of the company	HFCL LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	30-09-2023
Start time of the meeting	11:00 AM
End time of the meeting	11:45 AM

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Scrutinizer Details	
Name of the Scrutinizer	BALDEV SINGH KASHTWAL
Firms Name	NA
Qualification	CS
Membership Number	3616
Date of Board Meeting in which appointed	01-09-2023
Date of Issuance of Report to the company	30-09-2023

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Voting results

Record date	23-09-2023
Total number of shareholders on record date	604992
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	7
b) Public	85
No. of resolution passed in the meeting	5
Disclosure of notes on voting results	Add Notes

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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				to receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023, along with the reports of the Board of Directors and the Auditors thereon				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		540551691	99.9944	540551691	0	100.0000	0.0000
	Poll	540581892						
	Postal Ballot (if applicable)							
	Total	540581892	540551691	99.9944	540551691	0	100.0000	0.0000
Public- Institutions	E-Voting		139969187	76.4608	139969187	0	100.0000	0.0000
	Poll	183060056						
	Postal Ballot (if applicable)							
	Total	183060056	139969187	76.4608	139969187	0	100.0000	0.0000
Public- Non Institutions	E-Voting		130627097	18.5543	130619620	7477	99.9943	0.0057
	Poll	704025264						
	Postal Ballot (if applicable)							
	Total	704025264	130627097	18.5543	130619620	7477	99.9943	0.0057
Total		1427667212	811147975	56.8163	811140498	7477	99.9991	0.0009
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2023 and the report of the Auditors thereon.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		540551691	99.9944	540551691	0	100.0000	0.0000
	Poll	540581892						
	Postal Ballot (if applicable)							
	Total	540581892	540551691	99.9944	540551691	0	100.0000	0.0000
Public- Institutions	E-Voting		139969187	76.4608	139491802	477385	99.6589	0.3411
	Poll	183060056						
	Postal Ballot (if applicable)							
	Total	183060056	139969187	76.4608	139491802	477385	99.6589	0.3411
Public- Non Institutions	E-Voting		130627098	18.5543	130619230	7868	99.9940	0.0060
	Poll	704025264						
	Postal Ballot (if applicable)							
	Total	704025264	130627098	18.5543	130619230	7868	99.9940	0.0060
Total		1427667212	811147976	56.8163	810662723	485253	99.9402	0.0598
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				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 31st March, 2023.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		540551691	99.9944	540551691	0	100.0000	0.0000
	Poll	540581892						
	Postal Ballot (if applicable)							
	Total	540581892	540551691	99.9944	540551691	0	100.0000	0.0000
Public- Institutions	E-Voting		140656819	76.8364	140656819	0	100.0000	0.0000
	Poll	183060056						
	Postal Ballot (if applicable)							
	Total	183060056	140656819	76.8364	140656819	0	100.0000	0.0000
Public- Non Institutions	E-Voting		130615298	18.5526	130601725	13573	99.9896	0.0104
	Poll	704025264						
	Postal Ballot (if applicable)							
	Total	704025264	130615298	18.5526	130601725	13573	99.9896	0.0104
Total		1427667212	811823808	56.8637	811810235	13573	99.9983	0.0017
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To Appoint a Director in place of Dr. (Mr.) Ranjeet Singh Kaur (DIN:00053059), Director (Non-Executive), aged 81 years who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		540551691	99.9944	540551691	0	100.0000	0.0000
	Poll	540581892						
	Postal Ballot (if applicable)							
	Total	540581892	540551691	99.9944	540551691	0	100.0000	0.0000
Public-Institutions	E-Voting		140656819	76.8364	140656819	0	100.0000	0.0000
	Poll	183060056						
	Postal Ballot (if applicable)							
	Total	183060056	140656819	76.8364	140656819	0	100.0000	0.0000
Public- Non Institutions	E-Voting		130625143	18.5540	130459233	165910	99.8730	0.1270
	Poll	704025264						
	Postal Ballot (if applicable)							
	Total	704025264	130625143	18.5540	130459233	165910	99.8730	0.1270
Total		1427667212	811833653	56.8643	811667743	165910	99.9796	0.0204
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To approve the material related party transactions with HTL Limited, a material subsidiary of the Company.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0	0
	Poll	540581892						
	Postal Ballot (if applicable)							
	Total	540581892	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting		140656819	76.8364	140656819	0	100.0000	0.0000
	Poll	183060056						
	Postal Ballot (if applicable)							
	Total	183060056	140656819	76.8364	140656819	0	100.0000	0.0000
Public- Non Institutions	E-Voting		130172354	18.4897	130051718	120636	99.9073	0.0927
	Poll	704025264						
	Postal Ballot (if applicable)							
	Total	704025264	130172354	18.4897	130051718	120636	99.9073	0.0927
Total		1427667212	270829173	18.9700	270708537	120636	99.9555	0.0445
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	312000