



## 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](http://www.hfcl.com)

Email : [secretarial@hfcl.com](mailto:secretarial@hfcl.com)

HFCL/SEC/23-24

September 06, 2023

<b>The BSE Ltd.</b> 1 <sup>st</sup> Floor, New Trading Wing, Rotunda Building Phiroze Jeejeebhoy Towers, Dalal Street, Fort Mumbai - 400001 <a href="mailto:corp.relations@bseindia.com">corp.relations@bseindia.com</a> <b>Security Code No.: 500183</b>	<b>The National Stock Exchange of India Ltd.</b> Exchange Plaza, 5 <sup>th</sup> Floor, C - 1, Block G Bandra - Kurla Complex, Bandra (E) Mumbai - 400051 <a href="mailto:cm1ist@nse.co.in">cm1ist@nse.co.in</a> <b>Security Code No.: HFCL</b>
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**RE: Disclosures under Regulation 30 and 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations").**

**Subject: Submission of Annual Report for the financial year 2022-23, including Notice of the 36<sup>th</sup> Annual General Meeting.**

Dear Sir(s)/ Madam,

In terms of Regulation 30 read with Para A of Part A of Schedule III and Regulation 34 of the SEBI Listing Regulations, we hereby submit a copy of the **Annual Report of the Company for the financial year 2022-23, including Notice of the 36<sup>th</sup> Annual General Meeting ("AGM")** of the members of the Company, scheduled to be held on **Saturday, the 30<sup>th</sup> day of September, 2023 at 11:00 A.M. (IST)** through Video Conferencing / Other Audio Visual Means ("**VC**" / "**OAVM**") Facility.

The same are also available on the website of the Company at [www.hfcl.com](http://www.hfcl.com).

Please note that the Notice of the 36<sup>th</sup> AGM along with the Annual Report for the financial year 2022-23, has been sent to the eligible shareholders of the Company, **only through electronic mode** on the e-mail IDs registered with the Depositories/ Depository Participants/ Company/ RTA and will also be disseminated on the websites of the Company and the Stock Exchanges i.e. the BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE).

For ease of participation of the members at AGM, **the key details with respect to AGM** are provided below:-

S. No.	Particulars	Details
1.	Cut-off Date/Record Date	<b>Saturday, 23<sup>rd</sup> September, 2023</b>
2.	Time Period for Remote e-Voting	<b>Commencement of remote e-Voting:</b> <b>09:00 A.M. IST on Wednesday, 27<sup>th</sup> September, 2023</b> <b>End of remote e-Voting:</b> <b>05:00 P.M. IST on Friday, 29<sup>th</sup> September, 2023</b>
3.	Book Closure Period	<b>Monday, 25<sup>th</sup> September, 2023 to</b> <b>Saturday, 30<sup>th</sup> September, 2023 (both days inclusive)</b> <b>(for the purpose of AGM and Dividend)</b>
4.	Process for updating the e-mail id	Physical Mode - Write to: Company at <a href="mailto:secretarial@hfcl.com">secretarial@hfcl.com</a> ; and/or RTA at <a href="mailto:admin@mcsregistrars.com">admin@mcsregistrars.com</a> .



## HFCL Limited

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

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Email : [secretarial@hfcl.com](mailto:secretarial@hfcl.com)

5.	Contact details of participation through VC or remote e-Voting / e-Voting	<b>Ms. Pallavi Mhatre, Manager,</b> <b>National Securities Depository Limited,</b> Trade World, 'A' Wing, 4 <sup>th</sup> Floor, Kamala Mills Compound Senapati Bapat Marg, Lower Parel Mumbai - 400 013 Designated email address: <a href="mailto:pallavid@nsdl.co.in">pallavid@nsdl.co.in</a> / <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> Telephone no. +91 22 2499 4545
6.	Company's Contact details	<b>Mr. Manoj Baid</b> President & Company Secretary 8, Commercial Complex, Masjid Moth, Greater Kailash - II New Delhi - 110048 Tel: +91-11-3520 9400 Fax: +91-11-292 26015 Email: <a href="mailto:secretarial@hfcl.com">secretarial@hfcl.com</a>
7.	Scrutinizer to scrutinize remote e-Voting process and e-Voting during the AGM	<b>Mr. Baldev Singh Kashtwal,</b> Practicing Company Secretary having Membership No. FCS 3616 and C. P. No. 3169, having office at 106, 1 <sup>st</sup> Floor, Madhuban Tower, A-1, VS Block, Shakarpur Crossing, Delhi - 110092

***The 36<sup>th</sup> AGM of the Company is being held through VC/OAVM on Saturday, 30<sup>th</sup> September, 2023 at 11:00 a.m. (IST), without the physical presence of the members at a common venue, in compliance with the various directions issued by the Ministry of Corporate Affairs ('MCA') and the Securities and Exchange Board of India ('SEBI').***

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

**Encl:** HFCL Annual Report 2022-23 along with Notice of 36<sup>th</sup> AGM.

**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**

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

**NOTICE** is hereby given that the **36th (Thirty Sixth) Annual General Meeting ("AGM")** of the Members of HFCL Limited will be held on **Saturday, the 30th day of September, 2023 at 11:00 A.M. (IST)** through Video Conferencing/Other Audio Visual Means ("**VC**"/"**OAVM**") Facility, to transact the following businesses:

**ORDINARY BUSINESS:****1. Adoption of Financial Statements**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023, along with the reports of the Board of Directors and the Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended March 31, 2023, along with the reports of the Board of Directors and the Auditors thereon as laid before this meeting, be and are hereby received, considered and adopted."

**2. Adoption of Consolidated Financial Statements**

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 and the report of the Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, along with the report of the Auditors thereon as laid before this meeting, be and are hereby received, considered and adopted."

**3. Declaration of Dividend**

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 March 31, 2023 and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** 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) of the Company, be and is hereby declared for the financial year ended March 31, 2023 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 March 31, 2023."

**4. Appointment of Director in place of the retiring Director**

To appoint a director in place of Dr. (Mr.) Ranjeet Mal Kastia (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 and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to Section 152(6) of the Companies Act, 2013 and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Dr. (Mr.) Ranjeet Mal Kastia (DIN: 00053059), aged 81 years, 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. Approval for Material Related Party Transactions with HTL Limited, a Material Subsidiary**

To approve the material related party transactions with HTL Limited, a material subsidiary of the Company and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Regulation 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**Listing Regulations**"), read with Section III-B of SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 ("**SEBI Master Circular**"), as updated from time to time, applicable provisions of the Companies Act, 2013 ("**Act**") rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Memorandum of Association and the Articles of Association of the Company, the Company's Policy on Related Party Transaction(s), pursuant to the approval/ recommendation of the Audit Committee, approval/ recommendation of Board of Directors of the Company (hereinafter referred to as "**Board**"), subject to requisite statutory/regulatory and other appropriate approvals, if any, as may be required, the consent of the members of the Company be and is hereby accorded to the Company to enter into and/or continue the related party transaction(s)/contract(s)/agreement(s)/ arrangement(s) (whether by way of an individual transaction

or transactions taken together or series of transactions or otherwise), with HTL Limited, a material unlisted subsidiary of the Company ("**Subsidiary**"), and related party within the meaning of Section 2(76) of the Act and Regulation 2(1) (zb) of the Listing Regulations, for such amount and on such material terms and conditions as mentioned in the Statement to this resolution as annexed with this notice and on such terms and conditions as the Board/ Audit Committee of the Company may deem fit provided that the said transaction(s)/ contract(s)/agreement(s)/ arrangement(s)/ shall be carried out at arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the aforesaid transaction(s)/ contract(s)/ agreement(s)/ arrangement(s) with Subsidiary of the Company are continuing business transactions and will be entered into with Subsidiary during the two financial years i.e. from April 01, 2023 to March 31, 2025.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take

all such steps as may be required in this connection including finalising and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

**Registered Office:**

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

**Place:** New Delhi

**Date:** September 01, 2023

**By Order of the Board**

**(Manoj Baid)**

**President & Company Secretary**

Membership No: FCS 5834

**NOTES:**

1. In compliance with the Ministry of Corporate Affairs ('MCA') Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 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, permitted the companies to conduct the AGM through Video Conferencing/ Other Audio Visual Means ('VC/OAVM'), without the physical presence of members at a common venue and the Securities and Exchange Board of India ('SEBI') vide its 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 (hereinafter collectively referred to as "**the Circulars**"), inter-alia allowed 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. Hence, in compliance with the Circulars, the Companies Act, 2013 (the "**Act**") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**"), the **36th AGM of the Company is being held through VC/OAVM on Saturday, 30th September, 2023 at 11:00 a.m. (IST)**.  
  
The deemed venue for the AGM will be the place from where Chairperson conducts the proceedings of the AGM.
2. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI Listing Regulations (as amended) and the Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (**NSDL**) for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-Voting system as well as e-Voting on the date of the AGM will be provided by NSDL.
3. 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. 5 of the accompanying Notice, is considered to be unavoidable by the Board and hence, forms part of this Notice.
4. The relative Statement pursuant to Section 102 of the Act in respect of the business under item no. 4 and 5 set out above and the relevant details of the Directors seeking re-appointment at this AGM in respect of business under item no. 4 as required under Regulation 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.
5. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM 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 AGM IS BEING HELD PURSUANT TO THE 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 AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
6. Institutional Investors, who are members of the Company, are encouraged to attend and vote at the 36th AGM through VC/OAVM facility. Corporate members intending to appoint their authorised representatives pursuant to Section 113 of the Act, to attend the AGM through VC/OAVM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutiniser 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).
7. Only registered members of the Company may attend and vote at the AGM 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 AGM. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. The Members can join the AGM in the VC/OAVM mode at least 15 minutes before and till 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. 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 AGM without restriction on account of first come first served basis.
9. **ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT:** In line with the Circulars, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories. The Notice of AGM and Annual Report 2022-23 are 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 AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

10. Electronic copies of all the documents referred to in the accompanying Notice of the AGM and the Statement shall be made available for inspection. During the 36th AGM, members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act; the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act; the certificate from the Secretarial Auditor of the Company stating that the Company has implemented the "Himachal Futuristic Communications Limited Employees' Long Term Incentive Plan-2017" ("HFCL Plan-2017") in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the special resolution passed by the members of the Company approving HFCL Plan 2017 in their 30th AGM held on September 25, 2017. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at [secretarial@hfcl.com](mailto:secretarial@hfcl.com).
11. **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 Scrutiniser to scrutinise the e-Voting process in a fair and transparent manner.
12. **BOOK CLOSURE:** The Register of Members and Share Transfer Books of the Company will remain closed from **Monday, September 25, 2023 to Saturday, September 30, 2023 (both days inclusive)** for the purpose of AGM and payment of dividend on equity shares for FY23.

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 **Saturday, September 23, 2023**. 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 23, 2023**, 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).

13. Members desiring any information with regard to Annual Accounts/Annual Report are requested to submit their queries addressed to the Company Secretary at [secretarial@hfcl.com](mailto:secretarial@hfcl.com) at least 10 (ten) days in advance of

the Meeting so that the information called for can be made available to the concerned shareholder(s).

14. **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 your folio number.
15. Members who are holding shares in physical form in identical names in more than one folio are requested to write to RTA enclosing their share certificates to consolidate their holding into one folio.
16. 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.
17. 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.
18. Members holding shares in dematerialised 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/the 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 to 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, or in electronic mode at [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com).

**19. 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.**

**20. 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 dematerialised form only with effect from April 1, 2019, except in case of transmission or transposition of securities. 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 dematerialised form. Members can contact the Company's RTA for assistance in this regard. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; subdivision/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Company's website under Investor relation at [www.hfcl.com](http://www.hfcl.com). It may be noted that any service request can be processed only after the folio is KYC Compliant.

21. 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.

22. The Company has made arrangement with the RTA/NSDL/CDSL for registration of e-mail addresses in terms of the MCA Circulars for members who wish to receive the Annual Report along with the AGM 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 AGM along with the Annual Report 2022-23 and the

procedure for remote e-Voting along with the login ID and password for remote e-Voting.

23. Members may note that the Board, at its meeting held on May 08, 2023, has recommended a final dividend of ₹ 0.20 (Twenty Paise only) per fully paid-up equity share. The record date for the purpose of payment of final dividend for FY23 is **September 23, 2023**. The aforesaid dividend, once approved by the members in this AGM, will be paid within 30 days from the date of AGM.

Payment of dividend shall be made through electronic mode to the Members who have updated their bank account details. Dividend warrants/demand drafts will be dispatched to the registered address of the members who have not updated their bank account details.

In order to receive dividend/s in a timely manner, Members are requested to register/update their complete bank details:

- (a) with their Depository Participant(s) with whom they maintain their demat accounts if shares are held in dematerialised mode by submitting the requisite documents, and
- (b) with RTA if shares are held in physical mode, by submitting duly filled in Form ISR-1 along with the (i) scanned copy of the signed request letter which shall contain shareholder's name, folio number, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details), (ii) self-attested copy of the PAN card and (iii) cancelled cheque leaf.

Further, please refer to our e-mail communication dated June 08, 2023 to the shareholders in respect of Deduction of Tax at Source on Dividend under relevant provisions of the Income-Tax Act, 1961. Please provide necessary documents/information for claiming exemption form TDS on Dividend to be paid for the FY23.

**UNCLAIMED DIVIDEND/IEPF:** Members are requested to note that, dividends, if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, members are requested to claim their dividends from the Company, within the stipulated timeline.

Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("**IEPF Rules**") as amended, the Company has uploaded the details of unpaid and unclaimed dividend amounts, pertaining to FY18, FY19, FY21, FY22, lying with the Company, on the website of the Company at <https://www.hfcl.com> and also on the website of the MCA at <http://www.iepf.gov.in>.

The following table provides a list of years for which unclaimed dividends and their corresponding shares would become eligible to be transferred to the IEPF on the dates mentioned below:

Financial Year	Dividend per Share (₹)	Date of Declaration	Last date for claiming Dividend	Due Date for Transfer	Amount (₹) (Unpaid as on March 31, 2023)
2017-18	0.06	September 29, 2018	November 04, 2025	December 04, 2025	10,32,187.80
2018-19	0.10	September 28, 2019	November 03, 2026	December 03, 2026	16,29,588.40
2020-21	0.15	September 30, 2021	November 05, 2028	December 05, 2028	24,46,573.47
2021-22	0.18	September 30, 2022	November 05, 2029	December 05, 2029	31,63,367.71

#### THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-Voting period begins on **Wednesday, September 27, 2023 at 09:00 A.M. and ends on Friday, September 29, 2023 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 record date (cut-off date) i.e., **Saturday, September 23, 2023** 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 **Saturday, September 23, 2023**. The person who is not a member/beneficial owner as on the cut-off date should treat this Notice for information purpose only.

Members are requested to carefully read the below instructions in connection with remote e-Voting and procedure for joining the AGM.

#### 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
Individual Share-holders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” 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 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> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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 “Login” which is available under ‘Shareholder/Member’ 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> <li>Shareholders/Members can also download NSDL Mobile App “NSDL Speed-e” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

**NSDL Mobile App is available on**

Individual Share-holders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from e-Voting link available on <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 able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Share-holders (holding securities in demat mode) login through their depository participants	<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 above mentioned website.

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

Type of share holders	Login Method
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.: 022 - 4886 7000 and 022 - 2499 7000.
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 toll free no. 1800 22 55 33.

### (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 e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services 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 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 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. For example, if folio number is 001*** and EVEN is 122047 then user ID is 122047001***

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.
9. 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.

### **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 Scrutiniser 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 022 - 4886 7000 and 022 - 2499 7000 or send a request to **Ms. Pallavi Mhatre, Manager** at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

### **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 AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members/shareholders, who will be present in the AGM 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
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 AGM shall be the same person mentioned for Remote e-Voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM 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.

**SPEAKER REGISTRATION BEFORE AGM:**

Members of the Company, holding shares as on the cut-off date i.e. **Saturday, September 23, 2023** and who would like to speak or express their views during the AGM, may register themselves as speakers by sending their request in advance from **Monday, September 25, 2023 (09:00 A.M. IST) up to Tuesday, September 26, 2023 (05:00 P.M. IST)**, mentioning their name, demat account number/folio number, e-mail ID, mobile number at [secretarial@hfcl.com](mailto:secretarial@hfcl.com). The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time for the AGM. Only Registered Speakers will be allowed to speak during the meeting.

**SUBMISSION OF QUESTIONS/QUERIES PRIOR TO AGM:**

For ease of conduct of AGM, members who wish to ask questions/express their views on the items of the businesses to be transacted at the meeting are requested to write to the Company at [secretarial@hfcl.com](mailto:secretarial@hfcl.com), during **Monday, September 25, 2023 (09:00 A.M. IST) up to Tuesday, September 26, 2023 (05:00 P.M. IST)** mentioning their name, demat account no./folio number, email ID, mobile number etc. The Company will, at the AGM, endeavour to address the queries received till aforesaid dates from those Members who have sent queries from their registered email IDs. Please note that Members' questions will be answered only if they continue to hold shares as on the cut-off date. Such questions by the Members will be taken up during the meeting or replied within 7 days from AGM date by the Company suitably, if necessary.

Members who will participate in the AGM through **VC/OAVM** can also pose question/feedback through question box option. Such questions by the Members will be taken up during the AGM or replied within 7 days from AGM date by the Company suitably, if necessary.

#### DECLARATION OF RESULTS ON THE RESOLUTIONS:

1. The Scrutiniser shall, immediately after the completion of the scrutiny of the e-Voting (votes cast during the AGM and votes cast through remote e-Voting), within 2 (two) working days from the conclusion of the AGM, submit a Consolidated Scrutiniser'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 Chairperson or a person authorised by him in writing.
2. The result declared along with the Scrutiniser'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., **September 30, 2023**.

#### DETAILS OF DIRECTOR PROPOSED TO BE RE-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 MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA:

<b>Name of the Director</b>	Dr. (Mr.) Ranjeet Mal Kastia
<b>DIN</b>	00053059
<b>Date of Birth (Age in years)</b>	October 10, 1941 (81 years)
<b>Date of first appointment</b>	February 07, 1996
<b>Experience/Expertise in Specific Functional Areas</b>	Dr. Ranjeet Mal Kastia holds Doctorate degree in Chemistry and Fellowship from British Institute of Management (London). Dr. Kastia has to his credit more than 61 years of business experience. Dr. Kastia has occupied various important positions in well-known Industries. He has in-depth knowledge of manufacturing of telecom equipment.
<b>Qualification(s)</b>	Doctorate degree in Chemistry. Fellow of British Institute of Management (London).
<b>Directorship in other companies including listed companies</b>	<ol style="list-style-type: none"> <li>1. HTL Limited</li> <li>2. HFCL Advance Systems Private Limited</li> <li>3. Moneta Finance Private Limited</li> <li>4. Anupriya Fincap Private Limited</li> <li>5. Cosmic Associates Private Limited</li> </ol>
<b>Listed entities from which the person has resigned in the past three years</b>	NIL
<b>Chairmanship/Membership of Committees (across all public companies in Audit Committee and Stakeholders' Relationship Committees)</b>	<b>HFCL Limited:</b> Stakeholders' Relationship Committee – Member <b>HTL Limited:</b> Audit Committee-Member
<b>Shareholding in the listed entity, including shareholders as a beneficial owner</b>	NIL
<b>Relationship with other Directors and KMPs of the Company</b>	N.A.
<b>No. of Board Meetings held/ Attended</b>	06/06
<b>Details of Remuneration sought to be paid</b>	Except, Sitting Fee for attending the Board and/or Committee meetings, no other remuneration is payable.
<b>Last Remuneration drawn (per annum)</b>	Except, sitting fee for attending meetings of Board and various Committees, amounting to ₹9,00,000 (Rupees Nine Lakhs only) in aggregate during FY23, no other remuneration was paid.
<b>Disclosure of relationships between directors inter-se</b>	NIL
<b>Terms and conditions of re-appointment and Remuneration</b>	As mentioned in the Resolution and Statement. Shareholders may also refer Remuneration Policy which is available on the website of the Company i.e. <a href="http://www.hfcl.com">www.hfcl.com</a> .



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

The following Statement given hereunder sets out all material facts relating to the Special Business mentioned at Item Nos. 5, in the accompanying Notice. As an additional information, the Statement also contains material facts pertaining to ordinary business mentioned at Item No. 4 of the said Notice:

### ITEM NO. 4

Dr. (Mr.) Ranjeet Mal Kastia (DIN: 00053059) was last re-appointed as a Director (Non-Executive) liable to retire by rotation, by the shareholders in the 34th Annual General Meeting ("**AGM**") of the Company held on September 30, 2021. Pursuant to the provisions of Section 152 of the Companies Act, 2013 ("**Act**"), he retires by rotation at this AGM and being eligible, has offered himself for re-appointment.

In terms of Section 152 of the Act, the re-appointment of a rotational director at the annual general meeting is an Ordinary Business and Ordinary Resolution is required to be passed.

However, Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") provides that no listed company shall appoint or continue the directorship of any person as 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 disclosed in the explanatory statement annexed to the Notice for such appointment.

Accordingly, the re-appointment of Dr. (Mr.) Ranjeet Mal Kastia, aged 81 years, is recommended at this 36th AGM by way of Special Resolution in compliance of the SEBI Listing Regulations.

Dr. Kastia has to his credit more than 61 years of business experience. Dr. Kastia has occupied various important positions in well-known industries. He has in-depth knowledge of manufacturing of telecom equipment.

Dr. (Mr.) Ranjeet Mal Kastia doesn't hold any equity shares in the Company.

A brief profile of Dr. (Mr.) Ranjeet Mal Kastia to be re-appointed as a Non-Executive Director is given under the heading "*Details of Director proposed to be re-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 Meetings issued by the Institute of Company Secretaries of India*" or 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 Board is of the view that continued association of Dr. Kastia would be immensely beneficial to the Company and it is desirable to avail his services as a Non-executive Director of the Company.

In view of above, the Board of Directors, in its meeting held on May 08, 2023, has approved the re-appointment of

Dr. (Mr.) Ranjeet Mal Kastia aged 81 years as a Director (Non-Executive), liable to retire by rotation and recommends the same for the approval of the shareholders of the Company by way of a Special Resolution.

Dr. Kastia is interested in the resolution set out at Item No. 4 of the Notice with regard to his appointment and remuneration payable as a non-executive director. The relatives of Dr. Kastia may be deemed to be interested in the aforesaid resolution to the extent of their shareholding, 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. 4 of the Notice.

### ITEM NO. 5

Members of the Company are hereby informed that section 188 of the Companies Act, 2013 ("**the Act**") read with the Companies (Meetings of Board and its Powers) Rules, 2014 states that no company shall enter into transactions, which exceed the threshold limits ascribed in rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014, with a related party as defined under section 2(76) of the Act except with the consent of the Board and Members of the Company, where such transactions are not in the ordinary course of business of the Company or not on an arm's length basis. However, all transactions between the Company and HTL Limited, have been/shall be executed in the ordinary course of business and on an arms' length basis. Hence, the provisions of Section 188(1) of the Companies Act, 2013 and the Rules made thereunder are not applicable on transactions between these entities.

However, as per the regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") all material transactions with a related party, as defined under section 2(76) of the Act and Regulation 2(1)(zb) of Listing Regulations, shall require prior approval of the Members of the Company and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

Regulation 23 of Listing Regulations *inter-alia* provides that a transaction with a related party shall be considered as material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds rupees one thousand crores or ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Members are further informed that the Company is inter-alia engaged in business of manufacturing of range of products in optical fibre cable ("**OFC**"), optical fibre and telecom equipment. The Company also provide an end-to-end portfolio of integrated next generation optical and data networking solutions for telecommunications, defence communication and railway communication.

Members are further informed that the Company and HTL Limited, a material subsidiary, based at Chennai ("**HTL**" or "**Subsidiary**"), are in the similar line of business and transactions between Company



and HTL are inter-connected and recurring in nature. In furtherance of its business activities and in the best interest of the Company and to ensure stability of supplies in terms of quality and logistics, the Company has entered into/will enter into various transactions with HTL, inter-alia, purchase/sale of goods or materials, availing or rendering of services like consulting, advisory, turnkey, infrastructure, job work, taking/giving any property on lease/license, subscription of securities, granting inter corporate deposits, interest on ICDs/business advance etc., which shall be carried out in the ordinary course of business and at arms' length basis.

Further, HTL may also obtain credit facilities from various banks/lenders for meeting the requirement of its business operations and expansion plans and such lenders may sanction the credit facilities to HTL on the condition that the Company, being holding company of HTL, shall give its corporate guarantee and other collateral security, in favour of the lenders. In view of this the Company may be required to give its corporate guarantee/security in favour of lenders of HTL, in one or more tranches, on case to case to basis.

Accordingly, considering the nature of business of your Company and the relevance of the continuous transactions in the business

operations, the Company shall be required to enter into various transaction(s)/contract(s)/agreement(s)/arrangement(s) with HTL and such transactions may be material as per the provisions of Regulation 23 of the Listing Regulations.

It is hereby informed that the Company has a well-defined governance process and a policy for the related party transactions undertaken by the Company and proposed related party transactions are being undertaken in terms of approval/ recommendation of the Audit Committee and the Board at their meeting held on August 31, 2023 and September 01, 2023, respectively.

All related party transactions have been unanimously approved by the Audit Committee and Board after satisfying itself that the related party transactions shall be in the best interest of the Company and shall be carried out on an arm's length basis and in the ordinary course of business.

The details as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, ("**SEBI Master Circular**"), are set forth herein below:

S. No.	Particulars	Description
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including the nature of its concern or interest (financial or otherwise).	HTL Limited, a material subsidiary of the Company. 74% shares of HTL are held by the Company and 26% shares are held by the Government of India.
2.	Type, material terms and particulars of the proposed transaction.	<p>Purchase/sale of goods or materials, availing/rendering of services like consulting, advisory, turnkey, infrastructure, job work, taking/giving any property on lease/license etc., subscription of securities, providing of security/ giving of corporate guarantee, granting of inter corporate deposits, interest on ICDs/ business advance.</p> <p><b>Material terms and particulars of the proposed transactions:</b></p> <p>The pricing for the sale/purchase of goods &amp; materials and availing or rendering of services will be based on market rates.</p> <p>Price may vary +/- ~5.0% – 7.5% on prevailing market prices, on account of the following factors:-</p> <ul style="list-style-type: none"> <li>• Cost of Raw Materials;</li> <li>• Currency Exchange Fluctuations;</li> <li>• Overheads;</li> <li>• Margins etc.</li> </ul> <p>The Company will make investments by way of subscription, in securities/debt instruments and provide guarantees/securities to/on behalf of HTL for its business purposes as per applicable laws.</p> <p>The Company will give inter corporate deposits from time to time to HTL for its business purposes as per applicable laws.</p> <p>Further, the interest on ICDs/business advance will be charged in compliance with the provisions of section 186 of the Companies Act, 2013.</p>

S. No.	Particulars	Description
3.	Period/tenure of the proposed transaction.	The tenure of the transaction shall be from April 01, 2023 to March 31, 2025.
4.	Value of the transaction.	<ol style="list-style-type: none"> <li>1. The Company estimates that the monetary value for the sale of various products/goods and allied transactions in a financial year shall be up to ₹600 crores.</li> <li>2. The Company estimates that the monetary value for the purchase of various products/goods and allied transactions in a financial year shall be up to ₹750 crores.</li> <li>3. The Company estimates that the monetary value for availing/rendering of services like consulting, advisory, turnkey, infrastructure, job work, taking/giving any property on lease/license and allied transactions in relation to its business in a financial year shall be up to ₹20 crores.</li> <li>4. The Company estimates that subscription of securities/debt instruments during the tenure of proposed transactions shall be up to ₹96.50 crores.</li> <li>5. The Company estimates that the monetary value of loan, etc. for which corporate guarantee and/or security may be provided in a financial year shall be up to ₹750 crores.</li> <li>6. The Company estimates that the monetary value of inter corporate deposits to be given during the tenure of proposed transaction shall be up to ₹50 crores.</li> <li>7. The Company estimates that the monetary value for interest on ICDs/ business advance in a financial year shall be up to ₹15 crores.</li> </ol>
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (Basis Financial Year 2023)	<ol style="list-style-type: none"> <li>1. The Company estimates that the monetary value for the sale of various products/goods and allied transactions for the financial year 2023-24 represents 12.65% of the annual consolidated turnover of the Company for the financial year 2022-23.</li> <li>2. The Company estimates that the monetary value for the purchase of various products/goods and allied transactions for the financial year 2023-24 represents 15.81% of the annual consolidated turnover of the Company for the financial year 2022-23.</li> <li>3. The Company estimates that the monetary value for availing or rendering of services like consulting, advisory, turnkey, infrastructure, job work, taking/giving any property on lease/license and allied transactions in relation to business for the financial year 2023-24 represents 0.42% of the annual consolidated turnover of the Company for the financial year 2022-23.</li> <li>4. The Company estimates that subscription of securities/debt instruments for the financial year 2023-24 represent 2.03% of the annual consolidated turnover of the Company for the financial year 2022-23.</li> <li>5. The Company estimates that the value of loan, etc. for which corporate guarantee and/ or security may be provided in the financial year 2023-24 represents 15.81% of the annual consolidated turnover of the Company for the financial year 2022-23.</li> <li>6. The Company estimates that the monetary value of inter corporate deposits to be given in the financial year 2023-24 represents 1.05% of the annual consolidated turnover of the Company for the financial year 2022-23.</li> <li>7. The Company estimates that the monetary value for interest on ICDs/ business advance for the financial year 2023-24 represents 0.32% of annual consolidated turnover of the Company for the financial year 2022-23.</li> </ol>

S. No.	Particulars	Description
6.	RPT involving a subsidiary, percentage represented by the value of the proposed transaction calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided (Basis FY23)	<ol style="list-style-type: none"> <li>1. The Company estimates that the monetary value for the sale of various products/ goods and allied transactions for the financial year 2023-24 represents 47.45% of the annual standalone turnover of the Subsidiary for the financial year 2022-23.</li> <li>2. The Company estimates that the monetary value for the purchase of various products/goods and allied transactions for the financial year 2023-24 represents 59.32% of the annual standalone turnover of the Subsidiary for the financial year 2022-23.</li> <li>3. The Company estimates that the monetary value for availing or rendering of services like consulting, advisory, turnkey, infrastructure, job work, taking/giving any property on lease/license and allied transactions in relation to business for the financial year 2023-24 represents 1.58% of the annual standalone turnover of the Subsidiary for the financial year 2022-23.</li> <li>4. The Company estimates that the subscription of securities/debt instruments for the financial year 2023-24 represents 7.63% of the annual standalone turnover of the Subsidiary for the financial year 2022-23.</li> <li>5. The Company estimates that monetary value of loan, etc. for which corporate guarantee and/or security may be provided for the financial year 2023-24 represents 59.32% of the annual standalone turnover of the Subsidiary for the financial year 2022-23.</li> <li>6. The Company estimates that the monetary value of inter corporate deposits to be given in the financial year 2023-24 represents 3.95% of the annual standalone turnover of the Subsidiary for the financial year 2022-23.</li> <li>7. The Company estimates that the monetary value for interest on ICDs/ business advance for the financial year 2023-24 represents 1.19% of the annual standalone turnover of the Subsidiary for the financial year 2022-23.</li> </ol>
7.	<p>Details of the transaction relating to any loans, inter-corporate deposits, advances, or investments made or given by the listed entity or its subsidiary:</p> <p>(i) details of the source of funds in connection with the proposed transaction</p> <p>(ii) where any financial indebtedness is incurred to make or give loans, intercorporate deposits, advances or investments,</p> <p>(a) nature of indebtedness;</p> <p>(b) cost of funds; and</p> <p>(c) tenure;</p> <p>(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>(iv) the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT.</p>	<p>The Company will give unsecured inter corporate deposits from its internal accruals, from time to time to HTL, for its working capital requirements, repayable within five years, as per applicable laws.</p> <p>The Company had extended ICDs/business advances aggregating to ₹96.50 crores in the past also from time to time from its internal accruals to support business activities of the Subsidiary. The ICD/business advances provided to the Subsidiary was utilised for its own business operations.</p> <p>Furthermore, the Company may now convert, not exceeding ₹96.50 crores, the existing ICDs/business advances provided to the Subsidiary, in securities/debt instruments.</p>

S. No.	Particulars	Description
8.	Justification as to why the RPT is in the interest of the listed entity.	As the Company and HTL are in similar line of business, the Company carries transactions with HTL on a continuous basis. The arrangements will ensure the stability of supplies in terms of quality and logistics within the group. Further, aforesaid transactions at competitive prices will result in the overall growth of the Group/Holding Company.
9.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis.	N.A.
10.	Any valuation or other external report relied upon by the listed entity in relation to the transactions.	The valuation for transactions pertaining to the conversion of ICDs/business advances will be made as per the applicable laws.
11.	Any other information that may be relevant.	-

No related party shall vote to approve this resolution whether such related party is a party to the particular transaction or not.

Mr. Mahendra Nahata, Managing Director of the Company is Chairman and also a Non-Executive Director on the Board of HTL. Dr. Ranjeet Mal Kastia, Non-Executive Director of the Company is also a Non-Executive Director on the Board of HTL. Dr. Tamali Sengupta, an Independent Director of the Company is also an independent director of HTL Limited.

Save as above, none of the other Directors, Key Managerial Personnel of the Company, or any of their relatives, are concerned

or interested in the above resolution, except to the extent of their shareholdings and directorships in the Company, if any.

Your Board recommends the **Ordinary Resolution** set out at Item no. 5 of the Notice for approval of the Members.

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

**By Order of the Board**

**(Manoj Baid)**

**Place:** New Delhi  
**Date:** September 01, 2023

**President & Company Secretary**  
Membership No: FCS 5834