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HIMACHAL FUTURISTIC COMMUNICATIONS LTD.
8, Commercial Complex, Masjid Moth,
Greater Kailash - II, New Delhi - 110048, India
Tel : (+91 11) 3088 2624, 3088 2626
Fax : (+91 11) 3068 9013
Web : www.hfcl.com
Email : secretarial@hfcl.com

HFCL/SEC/2018-19/
September 05, 2018

The Secretary, The National Stock Exchange of India Limited, Exchange Plaza, 5th Floor Plot no. C-1, Block G, Bandra Kurla Complex, Bandra(East) MUMBAI- 400 051 Scrip Code : HFCL	The Secretary, BSE Limited 27th Floor Phiroze Jeejeebhoy Towers, Dalal Street, MUMBAI-400 001 Scrip Code : 500183

Dear Sir,

Subject: Notice of Annual General Meeting

Attached please find herewith Notice of the 31st Annual General Meeting (AGM) of the Company scheduled to be held on 29th September, 2018.

This is for your information and records please.

Thanking you,

Yours faithfully,
For **Himachal Futuristic Communications Limited**

(**Manoj Baid**)
Vice President (Corporate) &
Company Secretary

Encl.:a/a

HIMACHAL FUTURISTIC COMMUNICATIONS LIMITED

Regd. Office : 8, Electronics Complex, Chambaghat, Solan 173213 (H.P.)
Tel. : (+91-1792) 230644; Fax : (+91-1792) 231902
Website : **www.hfcl.com;** E-mail : secretarial@hfcl.com
Corporate Identity Number : L64200HP1987PLC007466

Folio No./ DP ID & Client ID :

Name :

Address :

Joint Holder(s) :

No. of Equity Shares Held :

Dear Member,

Subject : Voting through electronic means ("remote e-Voting")

Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, the Company is offering "remote e-Voting" facility to its members in respect of the business to be transacted at the 31st Annual General Meeting scheduled to be held on Saturday, the 29th day of September, 2018 at 11:00 A.M.

Necessary arrangements have been made by the Company with National Securities Depository Limited (NSDL) to facilitate remote e-Voting.

The remote e-Voting particulars are set out below:

EVEN (Remote e-Voting Event Number)	**USER ID**	**PASSWORD/PIN**

The remote e-Voting facility will be available during the following voting period:

Commencement of e-Voting	**From 09:00 a.m. (IST) on 26th September, 2018**
End of e-Voting	**Up to 05:00 p.m. (IST) on 28th September, 2018**

The Cut-Off date for the purpose of e-Voting is 22nd September, 2018.

Please read the instructions printed overleaf before exercising the vote. This communication forms an integral part of the Notice for the 31st Annual General Meeting scheduled to be held on 29th September, 2018, which is being mailed to you along with the full Annual Report for the financial year 2017-18 of the Company. Attention is invited to the statement on the accompanying Notice that the business of the meeting may be transacted through electronic voting system and that the Company is providing facility for voting by electronic means.

The Notice of the Annual General Meeting, Annual Report and this communication are also available on the website of the Company at **www.hfcl.com.**

Yours faithfully
For **Himachal Futuristic Communications Limited**

Place : New Delhi
Date : 1st September, 2018

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

Process and Manner for members opting for e-Voting is as under:-

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, the Company is pleased to provide members, facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-Voting") will be provided by National Securities Depository Limited (NSDL).

II. The facility for voting through poll paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-Voting shall be able to exercise their right at the meeting through polling paper.

III. The members who have cast their vote by remote e-Voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

IV. The remote e-Voting period commences on 26th September, 2018 (9:00 a.m.) and ends on 28th September, 2018 (5:00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2018, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-Voting are as under:

A. **The procedure to login to e-Voting website consists of two steps as detailed hereunder:**

Step 1 : Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL : https: www.evoting.nsdl.com/.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://services.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below :

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 109377 then user ID is 109377001****).

5. Your password details 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, your 'initial password' is communicated to you at your postal address.

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.

b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address.

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 on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company i.e. Himachal Futuristic Communications Limited.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
9. 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. who are authorized to vote, to the Scrutinizer through e-mail to scrutinizer@hfcl.com with a copy marked to evoting@nsdl.co.in
10. 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.co.in to reset the password.
11. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222- 990 or contact Ms. Pallavi Mhatre, Assistant Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email address: pallavid@nsdl.co.in/ evoting@nsdl.co.in or at telephone no. +91 22 24994545 who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at the email address : investor@hfcl.com.
12. You can update your mobile number and email Id in the user profile details of the folio which may be used for sending communication(s) regarding NSDL e-voting system in future.

VI. 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"** of 22nd September, 2018.

VII. 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. 22nd September, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer at investor@hfcl.com **and RTA at** admin@mcsregistrars.com.

VIII. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting as well as voting at the AGM through polling paper.

IX. Shri Baldev Singh Kashtwal, Company Secretary in whole-time-practice (Membership No. F3616 and C.P. No. 3169) has been appointed as the Scrutinizer to scrutinize the poll and remote e-Voting process in a fair and transparent manner.

X. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.

XI. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same and declare the result of the voting forth with.

XII. The Results declared alongwith there port of the Scrutinizer shall be placed on the website of the Company www.hfcl.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE).

XIII. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of Annual General Meeting i.e. 29th September, 2018.

HIMACHAL FUTURISTIC COMMUNICATIONS LIMITED

Regd. Office: 8, Electronics Complex, Chambaghat, Solan-173213 (H.P.)
Tel: +91-1792-230644, Fax: +91-1792-231902
Website: www.hfcl.com; e-mail: secretarial@hfcl.com
(Corporate Identity Number: L64200HP1987PLC007466)

NOTICE

Notice is hereby given that the 31st Annual General Meeting (AGM) of the Members of Himachal Futuristic Communications Limited will be held on Saturday, the 29th day of September, 2018 at 11:00 A.M. at the Mushroom Centre, Chambaghat, Solan-173213, Himachal Pradesh to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt (a) The audited financial statements of the Company for the financial year ended 31st March, 2018, the reports of the Board of Directors and Auditors thereon; and (b) The audited consolidated financial statements of the Company for the financial year ended 31st March, 2018 and the reports of the Auditors thereon and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

   a) **"RESOLVED THAT** the audited financial statements of the Company for the financial year ended 31st March, 2018, as per Ind AS and the reports of the Board of Directors and Auditors thereon as laid before this meeting be and are hereby received, considered and adopted."

   b) **"RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended 31st March, 2018, as per Ind AS and the reports of Auditors thereon as laid before this meeting be and are hereby received, considered and adopted."

2. a. To confirm dividends paid on Cumulative Redeemable Preference Shares and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** the first interim dividend of ₹ 3.25 per share and second interim dividend of ₹ 3.25 per share on 6.50% Cumulative Redeemable Preference Shares of face value of ₹ 100/- each for the financial year 2017-18 amounting to ₹ 6.30 crore (inclusive of tax of ₹ 1.07 crore) as declared by the Board of Directors on 7th November, 2017 and 15th March, 2018 respectively and already paid to preference shareholders be and is hereby confirmed and approved."

   b. To declare dividend of Re. 0.06 (Six paisa only) i.e. 6% per equity share for the financial year ended 31st March, 2018 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

   "RESOLVED THAT a dividend at the rate of Re. 0.06 (Six paisa only) i.e. 6% per equity share of Re. 1 (Rupee One only) each fully paid-up of the Company be and is hereby declared for the financial year ended 31st March, 2018 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended 31st March, 2018."

SPECIAL BUSINESS:

3. To appoint a Director in place of Dr. Ranjeet Mal Kastia (DIN:00053059), 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, with or without modification(s), the following resolution as a **Special Resolution**:

   "**RESOLVED THAT** Dr. Ranjeet Mal Kastia (DIN:00053059), 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 of the Company, liable to retire by rotation".

4. To appoint Shri Mahendra Pratap Shukla (DIN: 00052977) as a Non-Executive Director and Chairman of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as a **Special Resolution:**

   "RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Mahendra Pratap Shukla (DIN: 00052977) be and is hereby appointed as a Non-Executive Director, liable to retire by rotation, designated as Non–Executive Chairman of the Company w.e.f. 29th September, 2018"

5. To re-appoint Shri Mahendra Nahata (DIN: 00052898) as a Managing Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

   "RESOLVED THAT in accordance with the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Shri Mahendra Nahata (DIN:00052898) as a Managing Director, of the Company for a period of 3 (three years) with effect from 1st October, 2018 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination, Remuneration and Compensation Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Shri Mahendra Nahata subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. To appoint Shri Ranjeet Anandkumar Soni (DIN: 07977478) as a Nominee Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Ranjeet Anandkumar Soni (DIN: 07977478) who had been appointed as a Nominee Director of IDBI Bank Limited, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. To appoint Shri Surendra Singh Sirohi (DIN: 07595264) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Surendra Singh Sirohi (DIN:07595264), who was appointed as an additional director not liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 3 (Three) years with effect from 27th August, 2018 up to 26th August, 2021.

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

8. To appoint Shri Ved Kumar Jain (DIN:00485623) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Ved Kumar Jain (DIN:00485623), who was appointed as an additional director not liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 3 (Three) years with effect from 27th August, 2018 up to 26th August, 2021.

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

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

By order of the Board

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

Place: New Delhi
Date: 27th August, 2018

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF THE PROXY IS ENCLOSED. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED NOT LATER THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

   A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send a certified true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.

3. Pursuant to Section 91 of the Companies Act, 2013, and applicable Rules made thereunder, the Register of Members and Share transfer books of the Company will remain closed from 24th September, 2018 to 29th September, 2018 (both days inclusive) for the purposes of Annual General Meeting and Dividend on equity shares.

4. The Dividend, if any declared at the AGM, shall be payable to those Members whose name(s) stand registered:

   a) as Beneficial Owner on book closure i.e. 24th September, 2018 as per the lists to be furnished by National Securities Depositories Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form, and

   b) as Member in the Register of Members of the Company/ Registrars & Share Transfer Agent after giving effect to valid share transfers in physical form lodged with the Company as at the end of business hours on or before 22nd September, 2018.

   The dividend on equity shares, if declared at the AGM, will be credited / dispatched within a period of 30 days from conclusion of the AGM.

5. Members are requested:

   a) to kindly notify the change of address, if any, to the Company/their Depository Participant.

   b) to bring their attendance slip along with their copy of the Annual Report in the Meeting.

   c) to deposit the duly completed attendance slip at the Meeting.

6. **Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 amended on 8th June, 2018, it has been decided that securities of listed companies can be transferred only in dematerialised form w.e.f. 5th December, 2018. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.**

7. Members holding equity shares in physical form may use the facility of nomination. A Nomination Form will be supplied to them on request

8. Members holding shares in physical mode:

   (a) are required to submit their Permanent Account Number (PAN) and bank account details to the Company / MCS Share Transfer Agents Limited ("MCS") if not registered with the Company/ MCS as mandated by SEBI.

   (b) **are requested to register / update their e-mail address with the Company / MCS for receiving all communications from the Company electronically.**

9. Members holding shares in demat mode:

   (a) are requested to submit their PAN and bank account details to their respective DPs with whom they are maintaining their demat accounts.

   (b) are advised to contact their respective DPs for registering the nomination.

   (c) **are requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.**

10. Members desiring any information with regard to Annual Accounts/Report are requested to submit their queries addressed to the Company Secretary at least 10 (ten) days in advance of the Meeting so that the information called for can be made available at the Meeting.

11. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on 25th September, 2017.

12. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.

13. Relevant documents referred to in the accompanying Notice and Statement are open for inspection by the members at the Registered Office of the Company on all working days except Saturdays, Sundays and public holidays during business hours up to the date of the Annual General Meeting.

14. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

15. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.

16. Copies of Annual Report for financial year ended 31st March, 2018 including Notice of AGM, Attendance Slip, Proxy Form and instructions for e-Voting are being sent by electronic mode only to all the members whose email addresses are registered with the Company/Depository Participant(s) unless

any member has requested for a hard copy of the same. Members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses so that they can receive the Annual Report and other communications from the Company electronically in future. For members who have not registered their e-mail addresses, physical copies of the aforesaid documents are being sent by the permitted mode.

17. The copies of the Annual Reports will not be distributed at the AGM. Members are requested to bring their copies to the meeting. The Annual Report of the Company is also available on the Company's website www.hfcl.com.

18. Information and other instructions relating to remote e-Voting are as under:

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 for General Meetings issued by Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-Voting") will be provided by National Securities Depository Limited ("NSDL").

II. The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-Voting shall be able to exercise their right at the meeting through polling paper.

III. The members who have cast their vote by remote e-Voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

IV. The remote e-Voting period commences on **26th September, 2018** (9:00 A.M.) and ends on **28th September, 2018** (5:00 P.M.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of 22nd September, 2018**, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. **The process and manner for remote e-Voting are as under:**

The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1 : Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details will be as per details given below :

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 no. registered with the company (For example if Folio no. is 001**** and EVEN is 109377 then user ID is 109377001****).

5. Your password details 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, your 'initial password' is communicated to you on your postal address.

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.

b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio no., your PAN, your name and your registered address.

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 on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

3. Select "EVEN" of the Company i.e. Himachal Futuristic Communications Limited.

4. Now you are ready for e-Voting as the Voting page opens.

5. 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.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

9. 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. who are authorized to vote, to the Scrutinizer through e-mail to scrutinizer@hfcl.com with a copy marked to evoting@nsdl.co.in

10. 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 to reset the password.

11. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222- 990 or contact Ms. Pallavi Mhatre, Assistant Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email address: pallavid@nsdl.co.in/evoting@nsdl.co.in or at telephone no. +91 22 24994545 who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at the email address: investor@hfcl.com.

12. You can update your mobile number and email Id in the user profile details of the folio which may be used for sending communication(s) regarding NSDL e-Voting system in future.

VI. 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** of **22nd September, 2018**.

VII. 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. **22nd September, 2018**

may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer at investor@hfcl.com and/or RTA at admin@mcsregistrars.com.

However, if you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

Note: In case Shareholder are holding shares in demat mode, USER-ID is the combination of (DPID + ClientID). In case Shareholder are holding shares in physical mode, USER-ID is the combination of (Even No. + Folio No.).

VIII. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting as well as voting at the AGM through polling paper.

IX. Shri Baldev Singh Kashtwal, Company Secretary in whole-time-practice having Membership No. FCS 3616 and C.P. No. 3169 has been appointed as the Scrutinizer to scrutinize the poll and remote e-Voting process in a fair and transparent manner.

X. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.

XI. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.hfcl.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE).

XIII. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of 31st Annual General Meeting i.e. 29th September, 2018.

XIV. Route Map of the venue of 31st Annual General Meeting is enclosed in the Notice of Annual General Meeting.

Details of Directors retiring by rotation and proposed to be appointed and re-appointed, pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2 on General Meetings issued by the Institute of Company Secretaries of India.

Name of the Director	Dr. Ranjeet Mal Kastia	Shri Mahendra Pratap Shukla	Shri Mahendra Nahata	Shri Ranjeet Anandkumar Soni	Shri Surendra Singh Sirohi	Shri Ved Kumar Jain
DIN	00053059	00052977	00052898	07977478	07595264	00485623
Date of Birth	10.10.1941	18.06.1932	19.05.1959	21.06.1973	23.07.1955	15.12.1953
Date of first appointment	07.02.1996	14.06.2004	11.05.1987	07.11.2017	27.08.2018	27.08.2018
Experience/Expertise in Specific Functional Areas	Dr. Kastia has to his credit more than 56 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.	Shri M P Shukla has to his credit more than 60 years of experience in the field of business planning, implementation and telecommunication services. He is fellow member of the Institution of Electronics & Telecommunications Engineers and is elected as the council member of the governing body of the Institute.	Shri Mahendra Nahata is a Commerce Graduate from Calcutta University and has business experience of over 35 years. Shri Nahata is the promoter and Managing Director of Himachal Futuristic Communications Ltd. Shri Nahata is the visionary behind the Company's R&D, technology partnerships, business development and marketing initiatives.	Shri Ranjeet Anandkumar Soni has more than 18 years of banking experience across three banks at various positions, fields and geographies. Prior to joining IDBI Bank Ltd., he has served Dena Bank for 7 years. During his banking career, he gained experience in Corporate Banking, MSME sector lending and Priority Sector lending, especially in structured products viz Micro Finance Sector, Securitization deals and Interbank Participation certificates and priority sector lending certificates.	Shri Surendra Singh Sirohi has more than 36 years of experience in Indian Telecom Service. He held numerous techno-managerial senior leadership positions in various organizations in Telecom Sector viz. Department of Telecom, Government of India, Mahanagar Telephone Nigam Limited, Telecommunications Consultants India Ltd. (TCIL), Bharat Sanchar Nigam Limited (BSNL).	Shri Ved Kumar Jain has more than four decades of experience on advising corporates on finance and taxation matters. Shri Jain specializes in Direct Taxes and has handled complicated tax matters, appeals and tax planning of big corporates. He had been the President of the Institute of Chartered Accountants of India during 2008-2009.
Qualification(s)	Ph.D., FBIM (London)	B.E. (Electricals)	B.Com (Hons.)	Masters in Mathematics, JAIIB	Bachelor's degree in Electrical Engineering from IIT, Kanpur.	B.Sc., B.A.(Economics), LL.B and CA
Directorship in other Companies	i)HTL Ltd. ii) Moneta Finance Private Ltd. iii) HFCL Advance Systems Private Ltd. iv) Anupriya Fincap Private Ltd. v) Cosmic Associates Private Ltd.	i) HTL Ltd.	i) HTL Ltd. ii) Reliance Jio Infocomm Ltd. iii) DragonWave HFCL India Private Ltd. iv) MN Ventures Private Ltd. v) India Card Technology Private Ltd. vi) HFCL Advance Systems Private Ltd. vii) Krishiv Ventures Private Ltd. viii) Pranatharthi Ventures Private Ltd.	NIL	i) Bharat Electronics Ltd.	i) DLF Ltd. ii) Inventia Healthcare Ltd. iii) Multi Commodity Exchange Clearing Corporation Ltd.

Name of the Director	Dr. Ranjeet Mal Kastia	Shri Mahendra Pratap Shukla	Shri Mahendra Nahata	Shri Ranjeet Anandkumar Soni	Shri Surendra Singh Sirohi	Shri Ved Kumar Jain
Chairmanship/ Membership of Committees (across all public Cos. in Audit, Stakeholders Relationship and Nomination & Remuneration Committees)	**Himachal Futuristic Communications Ltd.** Stakeholders Relationship – Member Nomination, Remuneration and Compensation -Member **HTL Ltd.** Audit-Member	**Himachal Futuristic Communications Ltd.** Audit – Chairman Stakeholders Relationship - Chairman Nomination, Remuneration and Compensation – Member **HTL Limited** Audit – Chairman Nomination & Remuneration – Member	NIL	**Himachal Futuristic Communications Ltd.** Nomination, Remuneration and Compensation - Member	**Himachal Futuristic Communications Ltd.** Audit - Member Nomination Remuneration and Compensation - Member	**DLF Ltd.** Audit – Chairman Stakeholders Relationship - Member Nomination and Remuneration – Member **Multi Commodity Exchange Clearing Corporation Ltd.** Audit – Member **Himachal Futuristic Communications Ltd.** Audit - Member Nomination Remuneration and Compensation - Member
Shareholding in the Company	Nil	Nil	73,477 equity shares	Nil	100 equity shares	Nil
Relationship with other Directors and KMPs of the Company	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
No. of Board Meetings held/ attended	8/8	8/8	8/7	4/4	N.A.	N.A.
Last Remuneration drawn (per annum)	₹ 8,05,000/- as Sitting fee	₹ 9,45,000/- as sitting fee	₹ 6,80,39,600/-	₹ 1,75,000/- as sitting fee paid to IDBI Bank Ltd	N.A.	N.A.

The above information may be treated as part of Statement annexed under Section 102 of the Companies Act, 2013 for item no(s) 3 to 8 of the AGM Notice. The Board of Directors recommends the appointment/ re-appointment of Dr. Ranjeet Mal Kastia as a Non Executive Director, Shri Mahendra Pratap Shukla as a Non-Executive Chairman, Shri Mahendra Nahata as a Managing Director, Shri Ranjeet Anandkumar Soni as a Nominee Director, Shri Surendra Singh Sirohi and Shri Ved Kumar Jain as Independent Directors of the Company.

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

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

ITEM NO. 3

Dr. Ranjeet Mal Kastia (DIN:00053059) was last appointed as a Director whose period of office was liable to determination by retirement by rotation, by the Shareholders in the Annual General Meeting (AGM) of the Company held on 29th September, 2016. Pursuant to the provisions of Section 152 of the Companies Act, 2013 ("the Act"), he retires by rotation at this AGM and being eligible, has offered himself for re-appointment. In terms of Section 102 of the Act, the re-appointment of a rotational director at the Annual General Meeting is an Ordinary Business.

However, in view of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 dated 9th May, 2018 ("Amended Listing Regulations") which will come into force with effect from 1st April, 2019, no listed entity can continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless a special resolution is passed to that effect.

Accordingly, the re-appointment of Dr. Ranjeet Mal Kastia, aged 77 years, is recommended at this 31st AGM as a Special Business by way of Special Resolution instead of Ordinary Business in compliance of Section 102 of the Act read with the amended Listing Regulations.

Dr. Kastia has to his credit more than 56 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.

A brief profile of Dr. Ranjeet Mal Kastia to be appointed as a Non-Executive Director is given under the heading *"Details of Directors retiring by rotation and proposed to be appointed and re-appointed, pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 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 Secretarial Standard SS-2 on General Meetings issued by the Institute of Company Secretaries of India.

The Board upon the recommendation of the Nomination, Remuneration and Compensation Committee, in its Meeting held on 27th August, 2018, has approved the re-appointment of Dr. Ranjeet Mal Kastia (DIN:00053059) aged 77 years as a Director liable to retire by rotation and recommends the same for the approval by the Shareholders of the Company as a Special Resolution.

Dr. Kastia is interested in the resolution as set out at Item No.3 of the Notice which pertains to his re-appointment as a Director. The relatives of Dr. Kastia may be deemed to be interested in this resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

ITEM NO. 4

The Board of Directors and Shareholders of the Company at its meeting held on 14th June, 2004 and 25th August, 2004 respectively had appointed Shri Mahendra Pratap Shukla as a Director of the Company designated as Non-Executive Chairman. As per the provisions of the Companies Act, 1956 and Clause 49 of the Listing Agreements entered into with Stock exchanges, Shri Shukla continued to be an independent Director of the Company from the period 2004 to 2014.

Subsequently, pursuant to the provisions of the Section 149 of the Companies Act, 2013 ("the Act"), coming into effect, he was appointed as an Independent Director w.e.f. 14th August, 2014 to 29th September, 2016 by the shareholders at their meeting held on 30th September, 2014 ("First Term").

As required under Section 149 of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Shukla was re-appointed as an Independent Director of the Company by the shareholders of the Company at their meeting held on 29th September, 2016 to hold office of Independent Director upto the 31st AGM to be held on 29th September, 2018. ("Second term").

Shri Shukla will complete his present second term as an Independent Director on conclusion of ensuing 31st Annual General Meeting to be held on 29th September, 2018 and will cease to be an Independent Director of the Company.

Shri Mahendra Pratap Shukla aged about 86 years, had been the Chairman cum Managing Director of Telecommunications Consultants India Ltd. (TCIL) and the Chairman cum Managing Director of Mahanagar Telephone Nigam Ltd. (MTNL). He has to his credit more than 60 years of experience in the field of business planning, implementation and telecommunication services.

He is a fellow member of the Institution of Electronics & Telecommunications Engineers and is elected as the council member of the governing body of the Institute.

It was under his stewardship that MTNL was established as a public sector company by bringing new work culture and new work ethos. With his sheer business acumen and administrative capabilities, he brought the services of MTNL to the international level.

As the CMD of TCIL, Shri Shukla achieved the unique distinction of having organized the telecom consultancy work in foreign countries.

In the Performance Evaluation conducted for the year 2017-18, the performance of Shri Shukla was evaluated satisfactory in the effective and efficient discharge of his roles and responsibilities as an Independent Director and Chairman of the Company. The Board and its various Committees have benefitted from his relevant specialization and expertise and it is desirable to avail his continued services as a Non-Executive Director and Chairman of the Company.

The Board of Directors of the Company on the recommendations of the Nomination, Remuneration and Compensation Committee at their meeting held on 27th August, 2018 has appointed Shri Shukla as a Non-Executive Director designated as Non-Executive Chairman of the Company w.e.f. 29th September, 2018. Your directors feel confident that given his background and experience and contributions made by him during his tenure, your Company will be immensely benefitted by his continuing association with the Board.

Shri Mahendra Pratap Shukla is not dis-qualified from being appointed as a Director in terms of Section 164 of the Act, and has given consent to act as a Director of the Company.

Shri Shukla doesn't hold any equity shares in the Company.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Shri Mahendra Pratap Shukla for the office of Director, to be appointed as such under Section 152 of the Act.

A brief profile of Shri Mahendra Pratap Shukla to be appointed as a Non-Executive Director designated as Non-Executive Chairman of the Company is given under the heading *"Details of Directors retiring by rotation and proposed to be appointed and re-appointed, pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 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 Secretarial Standard SS-2 on General Meetings issued by the Institute of Company Secretaries of India.

As per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 dated 9th May, 2018 which will come into force with effect from 1st April, 2019, no listed entity can continue the directorship of any person as a Non-Executive Director who has attained the age of 75 (seventy five) years unless a special resolution is passed to that effect.

In view of above, the Board upon the recommendation of the Nomination, Remuneration and Compensation Committee, in its Meeting held on 27th August, 2018, has approved the appointment of Shri Shukla aged 86 years as a Non-Executive Director and Chairman of the Company, a director liable to retire by rotation and recommends the same for the approval by the Shareholders of the Company as a Special Resolution.

Shri Shukla is interested in the resolution set out at item no. 4 of the Notice with regard to his appointment. The relatives of Shri Shukla may be deemed to be interested in the aforesaid resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the Directors and Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

ITEM NO. 5

The Board of Directors of the Company (the "Board") at its meeting held on 27th August, 2018 has subject to the approval of members, re-appointed Shri Mahendra Nahata as the Managing Director, for a period of 3 (Three) years from the expiry of his present term which will expire on 30th September, 2018, on the terms and conditions including remuneration as recommended by the Nomination, Remuneration and Compensation Committee and approved by the Board. It is proposed to seek the members approval for re-appointment of and remuneration payable to Shri Mahendra Nahata as Managing Director in terms of the applicable provisions of the Companies Act, 2013 ("the Act"). Broad particulars of the terms of re-appointment of and remuneration payable to Shri Mahendra Nahata are as under:

(a) Salary: ₹ 5.00 crore per annum

(b) Perquisites and Allowances: ₹ 1.20 crore per annum

(c) Remuneration based on net profits:

In addition to salary, perquisites and allowances as set out above, Shri Mahendra Nahata, Managing Director shall be entitled to receive remuneration based on net profits which will be determined by the Board and/or Nomination, Remuneration and Compensation Committee subject to the conditions that such payment shall be within the overall ceiling of the remuneration permissible under the Act.

The perquisites and allowances, as aforesaid, shall include accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and/or allowances for utilization of gas, electricity, water, furnishing and repairs; medical reimbursement; leave travel concession for self and family including dependents; medical insurance and such other perquisites and/or allowances. The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment thereof. In the absence of any such rules, perquisites, and allowances shall be evaluated at actual cost.

The Company's contribution to Provident Fund, Superannuation or Annuity Fund, to the extent these singly or taken together are not taxable under the Income Tax law, gratuity payable and encashment of leave shall not be included for the purpose of computation of the overall ceiling of remuneration. The increment in salary and

perquisites and allowances as may be determined by the Board and/ or the Nomination, Remuneration and Compensation Committee of the Board is not to be included for the purpose of computation of the aforesaid ceiling of remuneration provided that such payments shall be within the overall ceiling of remuneration permissible under the Act.

(d) Reimbursement of Expenses: Reimbursement of expenses incurred for travelling, boarding and lodging including for his spouse and attendant(s) during business trips; provision of cars for use on the Company's business; telephone expenses at residence and club memberships shall be reimbursed and not considered as perquisites.

Notwithstanding anything to the contrary contained herein, where in a financial year, during the currency of the tenure of Shri Mahendra Nahata, the Company has no profit or its profits are inadequate, the Company shall subject to the approval of the Central Government wherever required and subject to the provision of Sections 196, 197 and 203 of the Act and subject to the conditions and limits specified in Schedule V of the Act, pay to Shri Mahendra Nahata basic salary, perquisites and allowances as specified above as minimum remuneration.

(e) General:

(i) The Managing Director will perform the duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respect and confirm to and comply with all such directions and regulations as may from time to time be given and made by the Board.

(ii) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

(iii) The Managing Director shall adhere to the Company's Code of Conduct.

(iv) The office of the Managing Director may be terminated by the Company or by the Managing Director by giving the other 6 (six) months' prior notice in writing.

Shri Mahendra Nahata is a Commerce Graduate from Calcutta University and has business experience of over 35 years. Shri Nahata is the promoter director of Himachal Futuristic Communications Ltd. Shri Nahata is the visionary behind the Company's R&D, technology partnerships, business development and marketing initiatives. Shri Nahata is one of the Pioneer in the new age telecom sector in India. Shri Nahata's contribution to the telecom sector are commendable and many milestones in the sector have been achieved over the years due to his initiatives and entrepreneurship. In recognition of his wide experience in the industry, he was elected as President of Telecom Equipment Manufacturers Association of India for a period of two years.

In the past, Shri Nahata had been Member of Board of Governors of Indian Institute of Technology, Bombay and Indian Institute of Technology, Madras. He had also been the Member of the Board of Governors of Indian Institute of Information Technology, Allahabad and Member of Council of Scientific & Industrial Research, Government of India.

A brief profile of Shri Mahendra Nahata to be re-appointed as Managing Director is given under the heading *"Details of Directors retiring by rotation and proposed to be appointed and re-appointed, pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 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 Secretarial Standard SS-2 on General Meetings issued by the Institute of Company Secretaries of India.

Shri Nahata holds 73,477 equity shares of the Company.

Shri Mahendra Nahata satisfies all the conditions set out in Part I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for his re-appointment. He is not dis-qualified from being re-appointed as a Director in terms of Section 164 of the Act.

DISCLOSURES AS REQUIRED UNDER SCHEDULE V OF THE COMPANIES ACT, 2013 ARE GIVEN HEREUNDER:

I. General information:

(1) Nature of Industry

Himachal Futuristic Communications Limited (HFCL) is a leading telecom infrastructure developer, system integrator and manufacturer of high-end telecom equipment and optical fiber cables (OFC).

(2) Date or expected date of commencement of commercial production

Commercial production already started in October, 1989.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not Applicable.

(4) Financial performance based on given indicators

During the financial year ended 31st March, 2018, Company has made net sales of ₹3070.08 crore as compared to a net sales of ₹2015.95 crore during the financial year ended 31st March, 2017. The Company has earned a net profit of ₹155.03 crore in the financial

year ended 31st March, 2018 as against the profit of ₹123.72 crore in the previous financial year ended 31st March, 2017.

(5) Foreign investments or collaborations, if any.

Around 7.81% of the paid-up equity share capital is held by non-residents Indians, Foreign portfolio Investors, Foreign Institutional Investors, OCBs etc. The Company does not have any foreign collaboration as on 31st March, 2018.

II. Information about the appointee:

(1) Background details:

Already given in the foregoing paragraphs

(2) Past remuneration:

FY 2017-18 – ₹ 6,80,00,000/-

FY 2016-17 – ₹ 4,56,00,000/-

FY 2015-16 – ₹ 3,35,20,000/-

(3) Recognition or awards

In recognition of vast experience in the telecom industry, Shri Mahendra Nahata, was elected as the President of Telecom Equipment Manufacturers Association of India for a period of two years. He had been conferred with the "Telecom Man of the Millennium" awarded by Voice & Data Magazine in 2003.

(4) Job profile and his suitability

Shri Mahendra Nahata is the promoter and Managing Director of the Company. He leads the overall strategy and planning, business development and marketing activities of the Company. Shri Nahata has participated in large number of national/international conferences/ seminars on the telecom industry. Shri Nahata's contribution to the telecom sector are commendable and many milestones in the sector have been achieved due to his initiatives and entrepreneurship.

(5) Remuneration proposed

Already mentioned in the foregoing paragraphs.

(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be respect to the country of his origin)

From Annual revenue of ₹261 crore in financial year 2012, Company has come a long way in recording revenue of ₹3070 crore with a net profit of ₹155 crore in the financial year 2017-18. During these years, Company's revenue and net profit has grown tremendously. Our thrust on turnkey contracts and services helped sustain our growth momentum, while also aiding growth of our telecom product business. Shri Nahata's experience and expertise in the telecom sector has brought the Company at this stage. It is Shri Nahata's sincere efforts that have drove the Company towards the growth path during these years. In view of above, the Nomination, Remuneration and Compensation Committee and Board of Directors at their respective meetings held on 27th August, 2018 has re-appointed Shri Nahata as the Managing Director of the Company. The remuneration payable to Shri Nahata is commensurate with the other organization of the similar type, size and nature in the Telecom Industry.

(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.

Except for the proposed re-appointment and remuneration, Shri Mahendra Nahata does not have any pecuniary relationship with the Company or with any other key managerial personnel.

III. Other information:

(1) Reason of loss or inadequate profits

Presently, the Company has adequate profits to pay the proposed remuneration.

(2) Steps taken or proposed to be taken for improvement

As mentioned above our thrust on turnkey contracts and services helped sustain our growth momentum, while also aiding growth of our telecom product business. With both these segments attaining sizeable market share, customer confidence and financial independence, we have successfully added dedicated business divisions for Railways and Defence. The synergetic move is backed by our proven capabilities in telecom products and turnkey services, which map well with sizeable opportunities unfolding in Indian Railways and Defence sector. Electronic security and surveillance, a big enabler of homeland security and a must add feature for smart cities, offers another area of significant growth for us.

(3) Expected increase in productivity and profits in measurable terms

With the continued efforts of Government of India, the business and consumer confidence are expected to improve further in the coming financial years. The various policy decisions taken would act as growth channel for the Company which would contribute in increased revenue and profits.

IV. Disclosures

The necessary disclosures on re-appointment and remuneration etc. have been made under Corporate Governance Report which forms the part of the Annual Report.

It is, therefore, proposed to seek the members approval for re-appointment and remuneration payable to Shri Mahendra Nahata as Managing Director in terms of the applicable provisions of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Shri Mahendra Nahata under Section 190 of the Act.

Shri Mahendra Nahata is interested in the resolution as set out at Item No. 5 of the Notice. The relatives of Shri Mahendra Nahata may be deemed to be interested in this resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Your directors commend the Special Resolution set out at Item no. 5 of the Notice for your approval.

ITEM NO. 6

IDBI Bank Limited ("IDBI") vide its letter dated August 3, 2017 has withdrawn the nomination of Shri Rajiv Sharma from the Board of Directors of the Company and in his place has nominated Shri Ranjeet Anandkumar Soni, General Manager as its Nominee Director on the Board of the Company. In view of the above, the Board of Directors of the Company has appointed Shri Ranjeet Anandkumar Soni as Nominee Director of IDBI in place of Shri Rajiv Sharma w.e.f. 7th November, 2017 subject to the approval of the members.

Shri Ranjeet Anandkumar Soni holds masters degree in Mathematics from Sagar University, Madhya Pradesh and also holds JAIIB certification from Indian Institute of Banking and Finance. He is 1999 batch probationary officer and having 18 years of banking experience across three banks at various positions, fields and geographies. He joined IDBI Bank in the year 2007 and presently working as a General Manager in Mid Corporate Banking group at New Delhi. Prior to joining IDBI Bank, he has served Dena Bank for more than seven years. During his banking career, he gained experience in Corporate Banking, MSME Sector lending and Priority Sector lending, especially in structured products viz. Micro Finance Sector, Securitization deals and Interbank Participation Certificates & Priority sector lending certificates.

A brief profile of Shri Ranjeet Anandkumar Soni as Non-Executive Director is given under the heading *"Details of Directors retiring by rotation and proposed to be appointed and re-appointed, pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 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 Secretarial Standard SS-2 on General Meetings issued by the Institute of Company Secretaries of India.

The Board recommends the appointment of Shri Soni as a Non-Executive Director (Nominee Director) of the Company as set out in Item No. 6 of the Notice for the approval of Members.

Shri Soni is interested in the resolution as set out at Item No.6 of the Notice which pertains to his appointment as a Director. The relatives of Shri Soni may be deemed to be interested in this resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

ITEM NO. 7

As per the provisions of Section 149 of the Companies Act, 2013 ("the Act") and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") the Company should have atleast one third of total number of Directors as Independent Directors. The Board of Directors of the Company on the recommendations of the Nomination, Remuneration and Compensation Committee has appointed Shri Surendra Singh Sirohi (DIN:07595264) as an Additional Director in the category of Independent Director w.e.f. 27th August, 2018 pursuant to Section 149 and 161 of the Act. In terms of the Provisions of Section 161(1) of the Act, Shri Surendra Singh Sirohi hold office only upto the date of ensuing AGM of the Company to be held on 29th September, 2018.

The Company has received a declaration from Shri Surendra Singh Sirohi to the effect that he meets the criteria of independence as prescribed both under the sub-section 6 of Section 149 of the Act and under Regulation 25 of the Listing Regulations.

Shri Surendra Singh Sirohi is not dis-qualified from being appointed as Director in terms of Section 164 of the Act, and has given consent to act as Director of the Company.

In the opinion of the Board, Shri Surendra Singh Sirohi fulfills the conditions specified in the Act and the Rules made thereunder and in the Listing Regulations.

Shri Surendra Singh Sirohi is independent of Management.

He holds 100 equity shares in the Company.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Shri Surendra Singh Sirohi for the office of Director, to be appointed as such under Section 149 of the Act.

A copy of the draft letter for his appointment setting out the terms and conditions, is available for inspection by members at the Registered Office of the Company.

Shri Sirohi graduated from IIT, Kanpur with a bachelor's degree in Electrical Engineering. Shri Surendra Singh Sirohi, had been Member (Technology), Telecom Commission and ex-officio Secretary to Government of India in Ministry of Communication & IT.

As Member (Technology) in Telecom Commission, he was instrumental in formulating several regulatory and strategic initiatives and key policies for an inclusive growth of all segments of the Telecom Sector.

During his career spanning 36 years in Indian Telecom Service, he held numerous techno- managerial senior leadership positions in various organizations in Telecom Sector viz. Department of Telecom, Government of India, Mahanagar Telephone Nigam Ltd., Telecommunications Consultants India Ltd. (TCIL), Bharat Sanchar Nigam Limited (BSNL) and made a positive difference by providing dynamic and visionary leadership with pragmatic and strategic approach in his each assignment.

He has rich experience of over 36 years in the field of telecommunication particularly in the area of National Policy, Sectoral-regulations, Planning & Development, Corporate & Business Strategy, Network Planning & Operations, Research & Development, Project Management, Management of Telecom Services Operations etc.

He is widely travelled with varied international exposure and has represented India on global fora on several occasions.

Presently, he serves on the board of Baharat Electronics Limited.

A brief profile of Shri Surendra Singh Sirohi to be appointed as an Independent Director of the Company is given under the heading *"Details of Directors retiring by rotation and proposed to be appointed and re-appointed, pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 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 Secretarial Standard SS-2 on General Meetings issued by the Institute of Company Secretaries of India.

It is proposed to appoint Shri Surendra Singh Sirohi as Non-Executive Independent Director for a term of 3 (Three) consecutive years with effect from 27th August, 2018 up to 26th August, 2021 pursuant to Section 149, and other applicable provisions of the Act and the Rules made thereunder. He will not be liable to retire by rotation. Shri Sirohi is interested in the resolution set out at Item No. 7 of the Notice with regard to his appointment.

The relatives of Shri Sirohi may be deemed to be interested in the aforesaid resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above none of the Directors and Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board considers that the association of Shri Surendra Singh Sirohi would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director.

The Board recommends the appointment of Shri Surendra Singh Sirohi as an Independent Director as set out at Item No. 7 for the approval by the shareholders.

ITEM NO. 8

As per the provisions of Section 149 of the Companies Act, 2013 ("the Act") and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") the Company should have atleast one third of total number of Directors as Independent Directors. The Board of Directors of the Company on the recommendations of the Nomination, Remuneration and Compensation Committee has appointed Shri Ved Kumar Jain (DIN:00485623) as an Additional Director in the category of Independent Director w.e.f. 27th August, 2018 pursuant to Section 149 and 161 of the Act. In terms of the provisions of Section 161(1) of the Act, Shri Ved Kumar Jain hold office only up to the date of ensuing AGM of the Company.

The Company has received a declaration from Shri Ved Kumar Jain to the effect that he meets the criteria of independence as prescribed both under the sub-section 6 of Section 149 of the Act and under Regulation 25 of the Listing Regulations.

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

In the opinion of the Board, Shri Ved Kumar Jain fulfills the conditions specified in the Act and the Rules made thereunder and the Listing Regulations.

Shri Ved Kumar Jain is independent of Management.

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

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Shri Ved Kumar Jain for the office of Director, to be appointed as such under Section 149 of the Act.

A copy of the draft letter for his appointment setting out the terms and conditions, is available for inspection by members at the Registered Office of the Company.

Shri Ved Kumar Jain is a Triple Bachelor's Degree Holder. He completed his Bachelor of Science from Punjab University in 1973. He did his Bachelors of Arts in Economics in 1979 and completed his Bachelors of Law in 1980. He is a Fellow Member of the Institute

of Chartered Accountants of India (ICAI) for more than four decades. He was elected to the Central Council of ICAI for the first time in 2004 and thereafter in 2007. In the year 2007, he was elected by the council as its Vice-President and was further elevated to the post of the President in the year 2008.

He has been on the Board of International Federation of Accountants (IFAC) during 2008-2011, a global organization for the accountancy profession comprising of 167 members and associates in 127 countries.

On corporate forum, he has been Founder Board Member of Indian Institute of Corporate Affairs, set up by Ministry of Corporate Affairs, Government of India.

He has been Chairman of National Council on Direct Taxes of ASSOCHAM 2004-16 and Vice President, ASSOCHAM 2016-17. He has been on the Board of National Aluminum Company Limited (NALCO) 2011-14, PTC India Limited (2010-16), PTC Financial Services Limited (2011-17) and IL&FS Engineering and Construction Company Ltd. (2011-16)

Presently, he is an Independent Director on the Board of DLF Limited and Chairman, Multi Commodity Exchange Clearing Corporation Ltd. He is a life member of Indian Council of Arbitration.

He has more than four decades of experience on advising corporates on finance and taxation matters. Shri Jain specializes in Direct Taxes and has handled complicated tax matters, appeals and tax planning of big corporates.

He is regularly involved in the consultation process of the Ministry of Finance and Ministry of Corporate Affairs and member of various expert committees/panel constituted by the Government of India for fiscal and commercial legislations.

He has authored many books on Direct Taxes and regularly contributes articles in various journals, newspapers and frequently participates in various television programs.

A brief profile of Shri Ved Kumar Jain to be appointed as an Independent Director of the Company is given under the heading *"Details of Directors retiring by rotation and proposed to be appointed and reappointed, pursuant to Regulation 36(3) of Securities and Exchange Board of India" (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 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 Secretarial Standard SS-2 on General Meetings issued by the Institute of Company Secretaries of India.

It is proposed to appoint Shri Ved Kumar Jain as Non-Executive Independent Director for a term of 3 (three) consecutive years with effect from 27th August, 2018 up to 26th August, 2021 pursuant to Section 149, and other applicable provisions of the Act and the Rules made thereunder. He will not be liable to retire by rotation. Shri Jain is interested in the resolution set out at Item No. 8 of the Notice with regard to his appointment.

The relatives of Shri Jain may be deemed to be interested in the aforesaid resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above none of the Directors and Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

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

The Board recommends the appointment of Shri Ved Kumar Jain as an Independent Director as set out in Item No. 8 for the approval by the shareholders.

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

By order of the Board

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

Place: New Delhi
Date: 27th August, 2018

HIMACHAL FUTURISTIC COMMUNICATIONS LIMITED

Regd. Office: 8, Electronics Complex, Chambaghat, Solan-173213 (H.P.)
Tel: +91-1792-230644, Fax: +91-1792-231902
Website: www.hfcl.com; e-mail: secretarial@hfcl.com
(Corporate Identity Number: L64200HP1987PLC007466)

ATTENDANCE SLIP

Please fill Attendance Slip and hand it over at the entrance of the venue.

DP-Id*		Folio No.	
Client-Id*		No. of Shares	

Name and Address of the Shareholder(s) ----------

Name and Address of the Proxy holder ----------

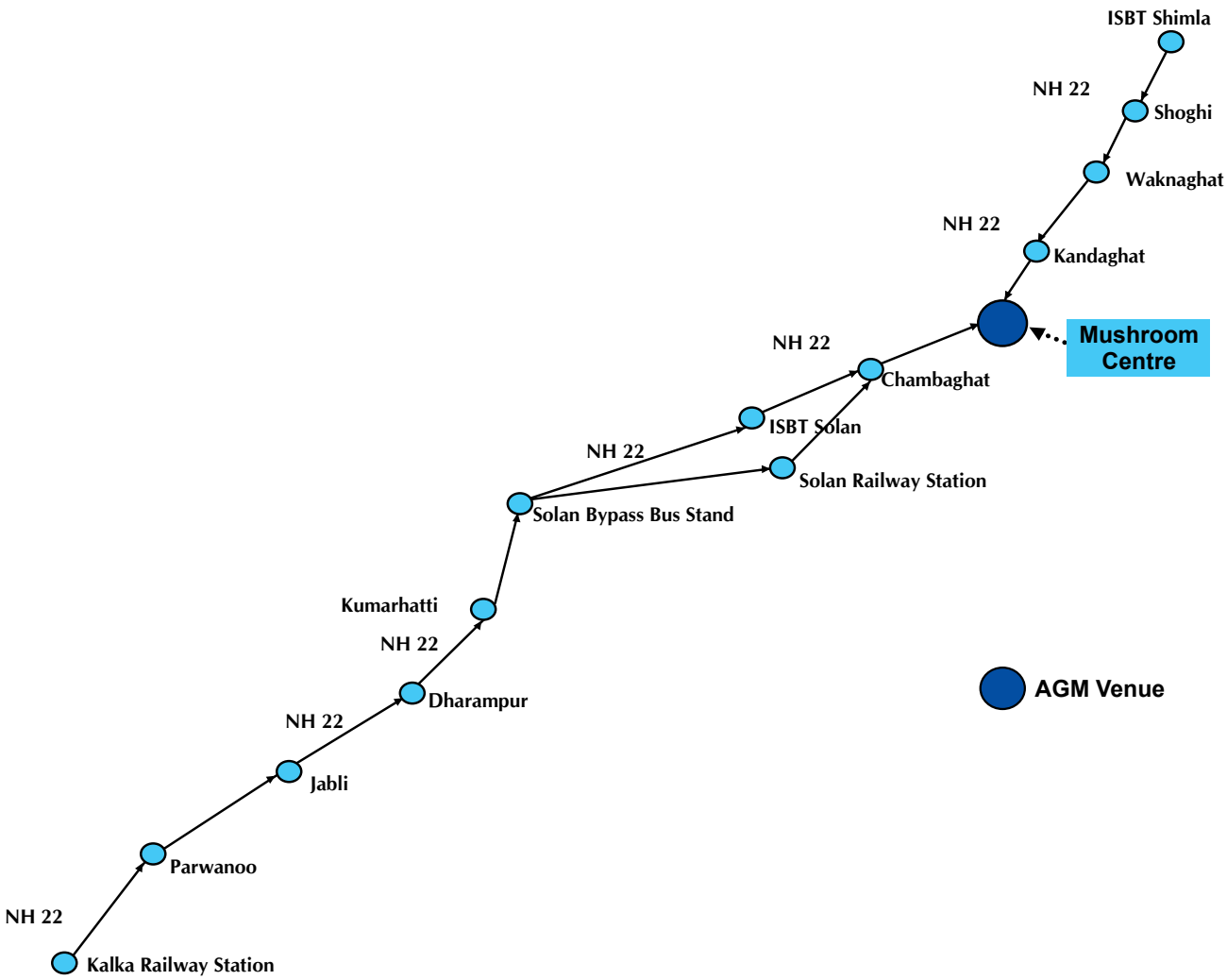
I/We hereby record my/our presence at the 31st Annual General Meeting of the Company, held on Saturday, the 29th day of September, 2018 at 11:00 A.M. at Mushroom Centre, Chambaghat, Solan-173213 (H.P.)

Signature of Shareholder

Signature of Proxy holder

*Applicable for investors holding shares in electronic form.

Road Map of AGM Venue i.e. Mushroom Centre, Chambaghat Solan-173213 (Himachal Pradesh)



HIMACHAL FUTURISTIC COMMUNICATIONS LIMITED

Regd. Office: 8, Electronics Complex, Chambaghat, Solan-173213 (H.P.)
Tel: +91-1792-230644, Fax: +91-1792-231902
Website: www.hfcl.com; e-mail: secretarial@hfcl.com
(Corporate Identity Number: L64200HP1987PLC007466)

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration), Rules, 2014]

Name of the Member(s) :	
Registered address:	
E-Mail ID:	Folio No.:
	DP-ID / Client-ID* :

*Applicable for investors holding shares in electronic form.

I/We, being the member(s) holding ---------- shares of Himachal Futuristic Communications Ltd., of ₹ 1/- each hereby appoint

(1) Name: ---------- of ----------

---------- having e-mail id ---------- or failing him

(2) Name: ---------- of ----------

---------- having e-mail id ---------- or failing him

(3) Name: ---------- of ----------

---------- having e-mail id ---------- .

and whose signature(s) are appended in Proxy Form as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company, to be held on Saturday, the 29th day of September, 2018 at 11:00 A.M. at Mushroom Centre, Chambaghat, Solan-173213 (H.P.) and at any adjournment thereof in respect of such resolutions as mentioned below:

* I wish my above Proxy to vote in the manner as indicated in the Box below :

Sl. No.	Resolutions	For	Against
1.	To receive, consider and adopt :		
	a. Audited Financial Statements, Reports of the Board of Directors and Auditors		
	b. Audited Consolidated Financial Statements and Auditors' Report thereon		
2.	a. To confirm payment of Dividends on 6.50% Cumulative Redeemable Preference Shares		
	b. To declare dividend of Re. 0.06 (Six paisa only) i.e. 6% per equity share for the financial year ended 31st March, 2018		
3.	To re-appoint Dr. Ranjeet Mal Kastia (DIN:00053059), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment as a Director		
4.	To appoint Shri Mahendra Pratap Shukla (DIN: 00052977) as a Non-Executive Director and Chairman of the Company		
5.	To re-appoint Shri Mahendra Nahata (DIN:00052898) as Managing Director of the Company		
6.	To appoint Shri Ranjeet Anandkumar Soni (DIN: 07977478) as a Nominee Director of the Company		
7.	To appoint Shri Surendra Singh Sirohi (DIN: 07595264) as an Independent Director of the Company		
8.	To appoint Shri Ved Kumar Jain (DIN: 00485623) as an Independent Director of the Company		

Signed this ____day of September, 2018

Affix Revenue Stamp

Signature of shareholder

Signature of first Proxy holder

Signature of second Proxy holder

Signature of third Proxy holder

Notes:

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 (Forty Eight) hours before the commencement of the meeting.

2. A Proxy need not be a member of the Company.

3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

*4. This is only optional. Please put a '✓' in the appropriate column against the resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.