



HFCL Limited

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New Delhi - 110048, India

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Web : www.hfcl.com

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HFCL/SEC/24-25

March 10, 2025

BSE Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001 E-mail: corp.relations@bseindia.com Security Code No.: 500183	National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor, C - 1, Block G Bandra - Kurla Complex, Bandra (E), Mumbai - 400051 E-mail: takeover@nse.co.in Security Code No.: HFCL
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Re: Disclosure under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Subject: - Voting Results and Consolidated Scrutinizer's Report of the Postal Ballot.

Dear Sir(s)/ Madam,

In continuation of our letter dated February 06, 2025, regarding "Notice of Postal Ballot and details of remote e-Voting" and in compliance with Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the Voting Results of the resolution as set out in the postal ballot notice, duly passed by the shareholders through the remote e-voting process with the requisite majority in the format specified by the SEBI.

We also hereby submit the Consolidated Scrutinizer's Report dated March 10, 2025, on remote e-Voting, pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended.

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

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

Thanking you.

Yours faithfully,
For HFCL Limited

(Manoj Baid)

President & Company Secretary

Membership No.: - FCS-5834

Encl.:- Voting Results and Consolidated Scrutinizer's Report.



**SCRUTINIZER'S REPORT
FOR HFCL LIMITED**

(Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as Amended)

To,

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

Subject: Scrutinizer's Report on remote e-voting of Postal Ballot conducted pursuant to sections 108 and 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended read with General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and the latest one being General Circular No. 9/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs ("MCA Circulars")

Dear Sir,

1. I, Baldev Singh Kashtwal, Practicing Company Secretary (holding Membership No. FCS 3616, Certificate of Practice No. 3169 and Peer Review Certificate Number 1205/2021) having office at 106, 1st Floor, Madhuban Tower, A-1, V. S. Block, Shakarpur Crossing, Delhi-110092, was appointed as a Scrutinizer for the remote e-voting process of the postal ballot as mentioned under Rule 20(4)(ix) and Rule 22(5) of the Companies (Management and Administration) Rules, 2014 as amended ("the Rules") pursuant to the resolution passed by the Board of Directors ("Board") of HFCL Limited ("Company") at their meeting held on 3rd February, 2025 for the purpose of scrutinizing the remote e-voting process in respect of item contained in the notice of postal ballot dated 3rd February, 2025 in a fair and transparent manner and to ascertain the requisite majority on the postal ballot through electronic means carried out as per the provisions of the Companies Act, 2013 read with the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and the latest one being General Circular No. 9/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs ("MCA Circulars").
2. The Company has engaged National Securities Depository Limited ("NSDL") as the Service Provider for extending the facility of remote e-voting to the shareholders of the Company. The Service Provider provided a system for recording the votes of the shareholders electronically on the item mentioned in the postal ballot notice dated 3rd February, 2025. To ensure accessibility, the Company made the details of the business transaction available on both its own website and NSDL's platform, enabling shareholders to participate in remote e-voting seamlessly.



3. As on the cut-off date there were 8,54,121 shareholders of the Company. The Postal Ballot Notice was sent on February 06, 2025 through email to 8,05,622 Shareholders whose email addresses were registered with the Company/Registrar & Transfer Agent (RTA)/Depository Participants (DP) on 31st January, 2025 (i.e. **Cut-off date**).
4. In compliance with the MCA circulars, this postal ballot notice was sent through electronic mode to the members whose names appeared on the Register of Members/List of Beneficial Owners as received from both the Depositories viz. National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) as on the cut-off date and who had registered their email addresses with the Company and/or with the Depositories. Further, in compliance with the requirements of the MCA Circulars, physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope were not sent to the shareholders for this Postal Ballot.
5. In order to facilitate those members who had not yet registered their e-mail address, a proper procedure was laid down to shareholders to get their email address registered with the RTA so that they could also participate in the remote e-voting extended by the Company.
6. The Company also uploaded the postal ballot notice together with the explanatory statement on its website viz. www.hfcl.com.
7. The Company and the RTA has complied with, all the necessary formalities specified under the Act, the Rules and MCA circulars issued in this regard.
8. The Postal Ballot Notices sent through email contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.
9. Pursuant to Rule 20(4)(v), Rule 22(3) of Companies (Management and Administration) Rules, 2014 as amended read with the MCA Circulars and the SEBI Listing Obligations and Disclosure Requirements Regulations, 2015 ("SEBI Listing Regulations") the Company published an advertisement on Friday, February 07, 2025 in The Indian Express, Delhi and Chandigarh (English Newspaper), Divya Himachal, Shimla (Hindi Newspaper) and Jansatta, Chandigarh (Hindi Newspaper). The postal ballot notice published in the newspapers carried the required information as specified in Rule 20 and Rule 22 of the Rules.
10. The cut-off date for the purposes of identifying the Shareholders who were entitled to vote on the resolution placed for the approval of the shareholders was 31st January, 2025.
11. The remote e-voting period commenced on Friday, 7th February, 2025 (9.00 A.M. IST) and ended on Saturday, 8th March, 2025 (5.00 P.M. IST) (inclusive of both days) ["remote e-voting period"].



12. At the end of the remote e-voting period on 8th March, 2025 at 5.00 P.M. the voting portal of the service provider was blocked forthwith.

13. Particulars of all Votes cast by electronic mode have been entered in the register separately maintained for the purpose in electronic mode.

Responsibility of the Management

The Management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and the rules made thereunder relating to the postal ballot and voting by electronic means for the resolution stated in the Postal Ballot Notice dated 3rd February, 2025.

Responsibility as a Scrutinizer

My responsibility as a scrutinizer for the remote e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" and "against" the resolution set out in the Postal Ballot Notice dated 3rd February 2025 based on the reports generated from the remote e-voting system provided by National Securities Depository Limited ("NSDL"), the authorised agency engaged by the Company for providing remote e-voting facility in a fair and transparent manner.

As a Scrutinizer, the report of the remote e-voting carried by the shareholders was duly complied.

The result of remote e-voting is as under:-

Item No. 1

Special Resolution: Appointment of Mrs. Bela Banerjee (DIN: 07047271) as an Independent Director of the Company for the first term.

Particulars	No. of Members who cast their votes	No. of Equity Shares of the Nominal Value of Re.1/- each. (No. of Votes)	%age of Valid Votes Received
Total Votes received by electronic mode (Remote e-voting)	1,768	83,43,99,846	-
Total Number of Invalid Votes	0	0	-
Abstained from Voting	0	0	-
Total Number of Valid Votes	1,768	83,43,99,846	100.00 %
Total Number of Votes against the resolution	119	22,93,246	0.27 %
Total Number of Votes in favour of Resolution	1,649	83,21,06,600	99.73 %

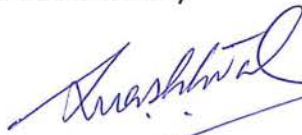


The special resolution contained in the notice dated 3rd February, 2025 has been passed on the last date of remote e-voting period i.e. 8th March, 2025, with the requisite majority.

I hereby confirm that I am maintaining the registers received from the Service Provider electronically in respect of the votes cast through remote e- voting by the shareholders of the Company. I have completed the formalities of remote e-voting process. You may declare the results accordingly. I have handed over all the relevant records to Mr. Manoj Baid, President and Company Secretary of the Company for safe keeping.

Thanking you

Yours Sincerely



**CS BALDEV SINGH KASHTWAL
PRACTISING COMPANY SECRETARY
SCRUTINIZER**

C. P. NO. 3169

ICSI - UDIN: F003616F004076971

ICSI - Peer Review Certificate Number: 1205/2021

ICSI - Unique Identification Number: I1999DE144000

Date : March 10, 2025

Place : Delhi

Countersigned by:
For **HFCL Limited**



**Manoj Baid
President and Company Secretary
FCS-5834**

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General information about company

Scrip code	500183
NSE Symbol	HFCL
MSEI Symbol	NOTLISTED
ISIN	INE548A01028
Name of the company	HFCL LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	08-03-2024
Start time of the meeting	
End time of the meeting	

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Scrutinizer Details

Name of the Scrutinizer	BALDEV SINGH KASHTWAL
Firms Name	NA
Qualification	CS
Membership Number	3616
Date of Board Meeting in which appointed	03-02-2025
Date of Issuance of Report to the company	10-03-2025

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Voting results	
Record date	31-01-2025
Total number of shareholders on record date	854121
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	1
Disclosure of notes on voting results	Add Notes

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Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mrs. Bela Banerjee (DIN: 07047271), as an Independent Director of the Company for first term				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting							
	Poll	517831892						
	Postal Ballot (if applicable)		517801892	99.9942	517801892	0	100.0000	0.0000
	Total	517831892	517801892	99.9942	517801892	0	100.0000	0.0000
Public- Institutions	E-Voting							
	Poll	261264652	234135755	89.6163	232014711	2121044	99.0941	0.9059
	Postal Ballot (if applicable)							
	Total	261264652	234135755	89.6163	232014711	2121044	99.0941	0.9059
Public- Non Institutions	E-Voting							
	Poll	663576268	82462199	12.4269	82289997	172202	99.7912	0.2088
	Postal Ballot (if applicable)							
	Total	663576268	82462199	12.4269	82289997	172202	99.7912	0.2088
Total		1442672812	834399846	57.8371	832106600	2293246	99.7252	0.2748
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

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