



HIMACHAL FUTURISTIC COMMUNICATIONS LIMITED

Corporate Identity Number : L64200HP1987PLC007466

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

Tel. : +91 1792-230642/44, Fax : +91-1792-231902

E-mail : secretarial@hfcl.com, Website : www.hfcl.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Members,

NOTICE is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and such other Rules and Regulations as may be applicable, for seeking the consent of the members for the proposed Special Resolution appended below to be passed through Postal Ballot/ e-Voting.

The Statement pertaining to Special Resolution setting out the material facts is annexed hereto along with a Postal Ballot Form. The said Special Resolution and the Statement are being sent to you along with a Postal Ballot Form for your kind consideration.

The Board of Directors of the Company at its meeting held on November 29, 2014 has appointed Mr. Baldev Singh Kashtwal, Practicing Company Secretary, Membership No. FCS 3616 as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

In Compliance with the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is also offering e-Voting facility as an alternate mode of voting to its members who can cast their vote electronically instead of physical submissions of the Postal Ballot Form. The Company has entered into an agreement with National Securities Depository Limited (NSDL) to provide e-Voting facility to its members.

SPECIAL BUSINESS

1) Alternation (s) to the Main Object Clause of the Memorandum of Association of the Company.

The Members are requested to consider and, if thought fit, to give assent / dissent to the following resolution as **SPECIAL RESOLUTION :-**

"RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force) and such other Rules and Regulations, as may be applicable and subject to the necessary approval(s) as may be required in this regard from appropriate authorities and subject to such terms and conditions as may be imposed by them, the consent of the Company be and is hereby accorded to alter the Main Object Clause of the Memorandum of Association of the Company by inserting the following new clause no. 8 and 9 after the existing clause no. 7 of (iii)(A) of main objects of the Company:

8. "To carry on in India or elsewhere, either individually or jointly with other undertaking(s) and companies or persons, subject to the laws in force, the business to manufacture, produce, assemble, dismantle, design, develop, equip, fabricate, modify, mould, machine, press, prepare, renovate, recondition, remodel, repair, service, and to act as, stockists, distributors, licensors, manufacturers, importers, exporters, buyers, sellers, suppliers, vendors or otherwise to deal in all shapes, sizes, varieties, capacities, descriptions, specifications of all kinds of equipments and products (electronic or otherwise) including but not limited to electronic sensor systems, security systems, power systems, satellite and radio communication systems, computer systems, combat vehicles, air combat training systems, tactical communication solution systems, homeland protection systems, radar systems, electronic warfare systems, sonar systems, network centric warfare enablers, opto-electronics, military engineering systems, life sciences, advanced materials, composites and underwater sensors/weapons, warship technology etc., in the field of defence, aeronautics, armaments, advanced computing and networking, electronic systems and to do all incidental acts and things necessary for the attainment of the above objects."

9. "To carry on in India or elsewhere, either individually or jointly with other undertaking(s) and companies or persons, subject to the laws in force, the business to design, produce, manufacture, fabricate, develop, process, import, export, purchase, sell, supply, exchange, distribute and to act as, stockists, distributors, licensors, manufacturers, importers, exporters, buyers, sellers, suppliers, vendors or otherwise deal in all kinds of equipments required for railways including but not limited to engineering equipments, electrical and electronic communication equipments, signalling equipments, security and surveillance equipments, network equipments, and transport vehicle components, products, goods, rolling stock, locomotives, components and spare parts used in railways, undertake infrastructure projects including ICT projects in railways and to do all incidental acts and things necessary for the attainment of the above objects."

RESOLVED FURTHER THAT the approval of the members of the Company be and is hereby accorded for commencing and carrying out new business and activities as included in the object clause of the Company as altered above at such time or times as the Board may in its absolute discretion deem fit.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and to settle any or all questions and matters arising with respect to the above matter and to execute all such deeds, documents, agreements, writings as may be necessary for the purpose of giving effect to this resolution."

Regd. Office: 8, Electronics Complex
Chambaghat, Solan-173 213
Himachal Pradesh

Place : New Delhi
Date : 29th November, 2014

By Order of the Board
For Himachal Futuristic Communications Limited

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

STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The following Statement pursuant to Section 102 of the Companies Act, 2013, sets out all material facts relating to the business mentioned at item no.1 in the accompanying Notice.

The initiatives taken by the Government of India in terms of liberalizing the defence sector manufacturing have opened a vast gamut of business opportunities for companies engaged in/ intending to engage in manufacture of defence equipments and necessary steps have also been taken for de-licensing of manufacture of various products by Indian companies. In this regard, it may be noted that the Government of India has vide its Press Note No. 3 (2014 Series) dated 26th June, 2014 specified items for which an industrial license is required for manufacture of defence items, and such items amongst others include:-

1. Design, development, manufacture, assembly and upgrades of electronic warfare systems (standalone & integrated) for army, navy, air force, para military and inland security, radar systems and sonar systems, night vision devices.
2. Design, development, manufacture, assembly, system integration of state of the art network centric warfare enablers including tactical and strategic communication system etc.
3. Design, development, assembly and upgrades of ground vehicles namely tanks and other military armoured / armed vehicles and military vehicles fitted with mountings for arms of equipments for mine laying or the launching of munitions.
4. Design, development, manufacture, assembly and upgrades of air defence guns/field artillery, naval guns, tanks, combat vehicles etc.

The Company is currently focused on manufacturing state-of-the-art telecom equipments besides delivering innovative and customized end to end turnkey telecom solutions to various clients. The Company is also manufacturing a complete range of optical fibre cables and is equipped with adequate in-house manufacturing and research and development facilities.

Basis such capabilities and with a view to capitalize on the business opportunities emerging in the defence manufacturing sector, the Company proposes to expand the scope of its business activities and diversify into defence and aerospace sectors and establish itself as credible player in such sectors, with focus on state-of-the-art technology. The objective clearly is to develop capabilities to manufacture state-of-the-art equipments for defence sector thereby contributing in providing a decisive edge to the Indian armed forces and build up a robust indigenous defence industrial base.

The recent push for modernisation and expansion of the Indian Railways would require improvising and expanding existing railway systems and networks including by improvising connectivity, capacity creation, segregation of passenger lines and freight lines, electrification of various routes, introduction of high speed bullet trains etc. and the Board of Directors are of the view that there would be a lot of opportunities for growth in this sector and the Company should foray into this sector.

In order to enable the Company to undertake businesses proposed at the said new clauses 8 and 9, it is proposed that the Main Object Clause of the Memorandum of Association of the Company ("MOA") be amended to suitably permit performance of the business covered in the said clauses.

The resolution mentioned at Item No. 1 of the Notice relates to the alteration in the Main Object Clause of the MOA and the proposed additional main objects can be conveniently and advantageously combined and carried out with the existing objects/activities of the Company.

By virtue of Section 13 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the approval of the members of the Company by way of Special Resolution under postal ballot is a pre-requisite to amend the objects clause of the Company and thus, your approval is sought for the same.

A copy of a) the existing MOA and Articles of Association of the Company; and b) the MOA incorporating the proposed amendments thereto is also available for inspection at the Registered Office of the Company during the normal working hours of the Company up to the date of declaration of the results of the Postal Ballot.

The Board of Directors recommends passing of the Special Resolution as contained in item No. 1 of the Notice.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise in the aforesaid resolution except to the extent of their shareholding in the Company, if any.

**Regd. Office: 8, Electronics Complex
Chambaghat, Solan-173 213
Himachal Pradesh**

**By Order of the Board
For Himachal Futuristic Communications Limited**

**Place : New Delhi
Date : 29th November, 2014**

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



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POSTAL BALLOT FORM

Serial No. 73825

1. Name & address of the Sole/ First named Shareholder as registered with the Company

NSECL-CC
PLOT NO. C-1, G BLOCK, IFBC
BANDRA KURLA COMPLEX, BANDRA (EAST)
MUMBAI - 400051

2. Name(s) of the joint Shareholders if any, registered with the Company

3. Registered Folio No./ DP ID No.* & Client ID No.* (applicable to shareholders holding shares in dematerialised form)

IN00100Z10000617

4. No. of equity shares held

5144

5. I/We hereby exercise my / our vote(s) in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice dated 29th November, 2014 of the Company by conveying my / our assent or dissent to the said Special Resolution by placing the tick (✓) mark at the appropriate column below:

Item No.	Description	No. of Equity Shares	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1.	Special Resolution under Section 13 of the Companies Act, 2013 to alter the Main Object Clause of Memorandum of Association of the Company			

Place :

Date :

(Signature of the Shareholder/s)

ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	USER ID	PASSWORD
101445	IN00100Z10000617	KINDLY USE YOUR EXISTING E-VOTING PASSWORD

Note : Please read the instructions given overleaf and in the notes of the Postal Ballot Notice dated 29th November, 2014 carefully before exercising your vote.

INSTRUCTIONS

1. The Postal Ballot Notice is being sent to all the Member whose names appear in the Register of Members/Record of depositories as on 28th November, 2014.
2. The voting rights of members shall be in proportion to their shares in the paid up equity capital of the Company as on the cut-off date being 28th November, 2014.
3. Members desiring to exercise their vote by Postal Ballot Form (no other form or photocopy thereof is permitted to be used for this purpose) are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the attached postage pre-paid self addressed envelope. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the Pre-paid Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer on or before 17th January, 2015 for being considered, failing which, it will be strictly treated as if no reply has been received from the Member/s.
4. In case shares are jointly held, this Form should be completed and signed by the first named Member and in his/her absence, by the next named Member. The signature on the Postal Ballot Form must tally with specimen signatures recorded with the Company/Depository Participant(s). Unsigned, incomplete, incorrect Postal Ballot Form shall be rejected.
5. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/Authority Letter together with attested specimen signature(s) of the authorized signatory/ies, giving requisite authority to the person voting on the Postal Ballot Form.
6. Members are requested not to send any paper (other than the resolution/authority letter/copy of nomination/power of attorney as mentioned in instruction No.5 above) along with the Postal Ballot Form in the enclosed business reply self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer.
7. A tick (✓) mark should be placed in the relevant box signifying assent / dissent for the resolution, as the case may be, before mailing the Postal Ballot Form. Postal Ballot Form bearing tick (✓) mark in both the columns will render the same invalid.
8. The vote in this Postal Ballot cannot be exercised through proxy.
9. There will be only one Postal Ballot Form for each Folio/ Client ID.
10. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot will be final.
11. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is also offering **e-Voting facility as an alternate mode of voting** to its members who can cast their votes electronically instead of dispatching Postal Ballot Form/s. The Company has entered into an agreement with National Securities Depository Limited (NSDL) to provide e-Voting facility to its members.
12. A Member can opt only one mode for voting i.e. either by Physical Ballot or e-Voting. In case you are opting for e-Voting, then do not vote by Physical Ballot and vice versa. However, in case member(s) cast their vote both by Physical Ballot and e-Voting, then the voting done through physical Ballot shall prevail and voting done by e-Voting will be treated as invalid.
13. The results of the Postal Ballot shall be announced on 20th January, 2015 at 5:00 p.m. at the Corporate Office of the Company at 8, Commercial Complex, Masjid Moth, Greater Kailash II, New Delhi 110048 and resolution will be taken as passed effectively on the date of announcement of result, if the results of the Postal Ballot indicates that the requisite majority of the Shareholders had assented to the Resolution. The aforesaid results would be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed and published in newspapers and hosted on the website of the Company www.hfcl.com and www.evoting.nsdl.com.
14. A copy of the documents referred to in the accompanying Statement is open for inspection at the registered office of the Company on all working days, except holidays, during normal working hours of the Company up to the date of declaration of the result of Postal ballot.
15. Shareholders who have registered their email Ids with the Company/Depository Participant(s) are being sent soft copies of Notice of Postal Ballot along with Statement and Postal Ballot Form by e-mail. You are still entitled to receive physical copies of the Notice(s) and document(s) at no extra cost on your specific request. The physical copy of the Postal Ballot Form and the other documents are being sent to all other shareholders.
16. This is a sincere appeal to all those members who have not yet registered their e-mail addresses with the Company/Registrar & Transfer Agent /Depository Participants to register the same in order to receive notices/documents of the Company via electronic mode of communications.
17. The voting period starts from 19th December, 2014 and ends on 17th January, 2015. The e-Voting module shall be disabled by NSDL for voting thereafter.
18. **The instructions for shareholders for e-Voting are as under:**
 - I. The Company has entered into an arrangement with National Securities Depository Limited (NSDL) for facilitating e-Voting for Postal Ballot. The instructions for e-Voting are as under:
 - (A) **In case of Members receiving Postal Ballot Form by e-mail from NSDL:**
 - (i) Open the PDF file 'HFCL e-Voting.pdf' attached to the e-mail, using your Client ID/ Folio No. as password. The PDF file contains your User ID and Password for e-Voting. Please note that the Password provided in PDF is an 'Initial Password'.
 - (ii) Launch an internet browser and open <https://www.evoting.nsdl.com>
 - (iii) Click on Shareholder - Login.
 - (iv) Put 'User ID' and 'Initial Password' as noted in step (i) above and click 'Login'.
 - (v) Password change menu will appear. Change the Password with a new Password of your choice with minimum 8 digits/ characters or combination thereof. Please keep a note of the new Password. It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.
 - (vi) Home page of e-Voting will open. Click on e-Voting - Active Voting Cycles.
 - (vii) Select '**EVEN**' (**E-Voting Event Number**) of **Himachal Futuristic Communications Limited**.
 - (viii) Now you are ready for e-Voting as 'Cast Vote' page opens.
 - (ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'Confirm' when prompted.
 - (x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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., along with attested specimen signature of the duly authorised signatory(ies) who are authorized to vote, to the Scrutinizer by an e-mail at "scrutinizer@hfcl.com" with a copy marked to evoting@nsdl.co.in.
 - (B) **In case of Member receiving Postal Ballot Form by post:**
 - (i) Initial Password is provided at the bottom of the Postal Ballot Form.
 - (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above, to cast vote.
 - II. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-Voting user manual' available in the downloads section of NSDL's e-Voting website www.evoting.nsdl.com.
 - III. If you are already registered with NSDL for e-Voting then you can use your existing User ID and Password for casting vote.
 - IV. The Companies (Management and Administration) Rules, 2014 provides that the electronic voting period shall remain open for a period of 30 (Thirty) days. Accordingly, the voting period shall commence at 10:00 a.m. on 19th December, 2014 and will end at 10:00 a.m. on 17th January, 2015. The e-Voting module shall be disabled by NSDL thereafter.
 - V. The results declared along with the Scrutinizer's report shall be placed on the Company's website www.hfcl.com and on the website of NSDL www.evoting.nsdl.com within the stipulated time period.