

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L64200HP1987PLC007466

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACH4041D

(ii) (a) Name of the company

HFCL LIMITED

(b) Registered office address

8 ELECTRONICS COMPLEX  
CHAMBAGHAT,SOLAN  
HIMACHAL PRADESH  
Himachal Pradesh  
173213

(c) \*e-mail ID of the company

secretarial@hfcl.com

(d) \*Telephone number with STD code

01135209400

(e) Website

www.hfcl.com

(iii) Date of Incorporation

11/05/1987

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
	BSE Limited	1
	National Stock Exchange Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U67120WB2011PLC165872

Pre-fill

Name of the Registrar and Transfer Agent

MCS SHARE TRANSFER AGENT LIMITED

Registered office address of the Registrar and Transfer Agents

383 LAKE GARDENS  
1ST FLOOR

(vii) \*Financial year From date  (DD/MM/YYYY) To date  (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C9	Computer, electronic, Communication and scientific measuring & control equipment	46
2	J	Information and communication	J5	Wired, wireless or satellite Telecommunication activities	54

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	POLIXEL SECURITY SYSTEMS P	U93000DL2010PTC199073	Subsidiary	100

2	HFCL ADVANCE SYSTEMS PRIV	U29253HP2015PTC000880	Subsidiary	100
3	MONETA FINANCE PRIVATE LIM	U65921HP1995PTC017088	Subsidiary	100
4	DRAGONWAVE HFCL INDIA PR	U64200DL2010PTC211117	Subsidiary	100
5	HFCL TECHNOLOGIES PRIVATE	U29309DL2021PTC382794	Subsidiary	100
6	HFCL B.V.		Subsidiary	100
7	HFCL Inc.		Subsidiary	100
8	RADDEF PRIVATE LIMITED	U74999KA2017PTC105873	Subsidiary	90
9	HTL LIMITED	U93090TN1960PLC004355	Subsidiary	74
10	NIMPAA TELECOMMUNICATIO	U32109TN2020PTC138131	Associate	50
11	BIGCAT WIRELESS PRIVATE LIM	U72900TN2013PTC089742	Associate	50

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	5,100,000,000	1,377,758,321	1,377,758,321	1,377,758,321
Total amount of equity shares (in Rupees)	5,100,000,000	1,377,758,321	1,377,758,321	1,377,758,321

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	5,100,000,000	1,377,758,321	1,377,758,321	1,377,758,321
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	5,100,000,000	1,377,758,321	1,377,758,321	1,377,758,321

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	25,000,000	0	0	0
Total amount of preference shares (in rupees)	2,500,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Redeemable Cumulative Preference Shares				
Number of preference shares	25,000,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	2,500,000,000	0	0	0

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	510,260	1,376,073,9	1376584221	1,376,584,2	1,376,584,	
<b>Increase during the year</b>	0	1,174,100	1174100	1,193,664	1,193,664	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	
v. ESOPs	0	1,174,100	1174100	1,174,100	1,174,100	
vi. Sweat equity shares allotted	0	0	0	0	0	
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify				19,564	19,564	
Added to Demat						
<b>Decrease during the year</b>	0	0	0	19,564	19,564	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0

iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				19,564	19,564	
Transfer from physical to demat						
<b>At the end of the year</b>	510,260	1,377,248,0	1377758321	1,377,758,3	1,377,758,	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE548A01028

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text" value="30/09/2022"/>
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor		<input type="text"/>		
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>	
	Surname	middle name	first name	
Ledger Folio of Transferee		<input type="text"/>		
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>	
	Surname	middle name	first name	

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Non-convertible debentures</b>	0	0	0	0
<b>Partly convertible debentures</b>	0	0	0	0
<b>Fully convertible debentures</b>	0	0	0	0

**(v) Securities (other than shares and debentures)**

1

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Warrants	14,100,000	80	1,128,000,000	20	282,000,000
<b>Total</b>	14,100,000		1,128,000,000		282,000,000

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

43,956,775,348

**(ii) Net worth of the Company**

29,930,111,554

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	3,980,091	0.29	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	536,601,801	38.95	0	
10.	Others	0	0	0	
	<b>Total</b>	540,581,892	39.24	0	0

**Total number of shareholders (promoters)**

7

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	473,771,577	34.39	0	
	(ii) Non-resident Indian (NRI)	16,522,386	1.2	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	5,296	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	4,823,218	0.35	0	
4.	Banks	7,655	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	33,509,616	2.43	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	193,374,291	14.04	0	
10.	Others Foreign Portfolio Investors,	115,162,390	8.36	0	
	<b>Total</b>	837,176,429	60.77	0	0

**Total number of shareholders (other than promoters)**

605,837

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

605,844

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	7	7
Members (other than promoters)	644,926	605,837
Debenture holders	0	0

## VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### (A) \*Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	1	0	1	0	0.06	0
<b>B. Non-Promoter</b>	0	6	0	6	0	0
(i) Non-Independent	0	2	0	2	0	0
(ii) Independent	0	4	0	4	0	0
<b>C. Nominee Directors representing</b>	0	1	0	0	0	0
(i) Banks & FIs	0	1	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	<b>1</b>	<b>7</b>	<b>1</b>	<b>6</b>	<b>0.06</b>	<b>0</b>

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

9

### (B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Mahendra Nahata	00052898	Managing Director	1,335,091	
Arvind Kharabanda	00052270	Director	0	
Ranjeet Mal Kastia	00053059	Director	0	
Surendra Singh Sirohi	07595264	Director	0	
Tamali Sengupta	00358658	Director	0	
Bharat Pal Singh	00739712	Director	0	
Ajai Kumar	02446976	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Vijay Raj Jain	AALPJ8603K	CFO	312,000	
Manoj Baid	AHJPB7936Q	Company Secretar	139,000	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

1

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Ramakrishna Eda	07677647	Nominee director	02/05/2022	Cessation

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	30/09/2022	631,995	83	0.1

**B. BOARD MEETINGS**

\*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	29/04/2022	8	7	87.5
2	22/07/2022	7	7	100
3	02/09/2022	7	7	100
4	18/10/2022	7	7	100
5	23/01/2023	7	7	100
6	13/02/2023	7	7	100

**C. COMMITTEE MEETINGS**

Number of meetings held

29

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	29/04/2022	4	4	100
2	Audit Committee	07/07/2022	4	4	100
3	Audit Committee	22/07/2022	4	4	100
4	Audit Committee	02/09/2022	4	4	100
5	Audit Committee	18/10/2022	4	4	100
6	Audit Committee	16/12/2022	4	4	100
7	Audit Committee	23/01/2023	4	4	100
8	Nomination, R	23/04/2022	3	3	100
9	Nomination, R	22/07/2022	3	3	100
10	Nomination, R	02/09/2022	3	3	100

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	30/09/2023
								(Y/N/NA)
1	Mahendra Nath	6	6	100	15	12	80	Yes
2	Arvind Kharab	6	6	100	26	26	100	Yes
3	Ranjeet Mal K	6	6	100	12	12	100	No
4	Surendra Sing	6	6	100	13	13	100	Yes
5	Tamali Sengu	6	6	100	11	11	100	Yes
6	Bharat Pal Sin	6	6	100	15	14	93.33	Yes
7	Ajai Kumar	6	6	100	3	2	66.67	No

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mahendra Nahata	Managing Director	62,000,000	0	0	8,444,600	70,444,600
	Total		62,000,000	0	0	8,444,600	70,444,600

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Vijay Raj Jain	CFO	18,014,703	0	0	21,952,129	39,966,832
2	Manoj Baid	Company Secretary	6,362,257	0	0	4,719,945	11,082,202
	Total		24,376,960	0	0	26,672,074	51,049,034

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Arvind Kharabanda	Non-executive Director	0	0	0	1,600,000	1,600,000
2	Ranjeet Mal Kastia	Non-executive Director	0	0	0	900,000	900,000
3	Surendra Singh Sircar	Non-executive Director	0	0	0	950,000	950,000
4	Tamali Sengupta	Non-executive Director	0	0	0	850,000	850,000
5	Bharat Pal Singh	Non-executive Director	0	0	0	1,000,000	1,000,000
6	Ajai Kumar	Non-executive Director	0	0	0	400,000	400,000
	Total		0	0	0	5,700,000	5,700,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

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(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

(In case of 'No', submit the details separately through the method specified in instruction kit)

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow  Associate  Fellow

Certificate of practice number

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ..  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director



DIN of the director

To be digitally signed by



Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

HFCL_FII_310323.pdf NUMBER_OF_COMMITTEE_MEETING_H HFCL - Letter to ROC.pdf HFCL_SHT_FNL_BOTH2023.pdf HFCL_Form_MGT-8_31032023.pdf
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**Remove attachment**

**Modify**

**Check Form**

**Prescrutiny**

**Submit**

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**



**FORM NO. MGT-8**

*[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of the Companies (Management and Administration) Rules, 2014]*

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

I have examined the registers, records and books and papers of **HFCL Limited** ("Company") bearing Corporate Identity Number: L64200HP1987PLC007466 and having its registered office at 8, Electronics Complex, Chambaghat, Solan -173 213 (Himachal Pradesh), as required to be maintained under the Companies Act, 2013 ("Act") and the rules made thereunder for the financial year ended on March 31, 2023. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that:-

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with provision of the Act and Rules made thereunder in respect of:
  1. Its status under the Act;
  2. Maintenance of registers/records & making entries therein within the prescribed timelines therefor;
  3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within the prescribed time, wherever applicable;
  4. Calling/ convening/ holding meetings of the Board of Directors or its committees, and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed; and no resolutions was passed by way of postal ballot;
  5. Closure of Register of members: **The register of Members of the Company and Share Transfer Books were closed from Saturday, September 24, 2022 to Friday, September 30, 2022 (both days inclusive), for the purpose of 35<sup>th</sup> annual general meeting and payment of dividend on equity shares for the financial year ended on 31<sup>st</sup> March, 2022.**
  6. Advances/loans other than salary advances to its directors and/or persons or firms or companies referred in section 185 of the Act; (Not Applicable during the aforesaid financial year) ;
  7. Contracts/arrangements with related parties as specified in Section 188 of the Act;  
**ICSI-UDIN : F003616E002392596**



**Contd.... P/2**

8. Issue or allotment or transmission of securities and issue of security certificates, in all instances;

Further, there was no instance of any buy back of securities/redemption of preference shares / alteration or reduction of share capital/ conversion of shares/ securities during the aforesaid financial year.

9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act; (Not Applicable during the aforesaid financial year);

10. Declaration / payment of dividend;

Further, there was no instance for transfer of unpaid / unclaimed dividend/ other amounts, as applicable to Investor Education and Protection Fund, in accordance with Section 125 and other relevant provisions of the Act;

11. Signing of audited financial statements as per the provision of Section 134 of the Act and report of Directors as per sub – sections (3), (4) and (5) thereof;

12. Constitution/ appointment /re-appointments / retirement / disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them wherever applicable;

13. Appointment/ re-appointment/ filling up of causal vacancy of appointment of auditors as per the provisions of Section 139 of the Act ;

14. Approvals required to be taken from the Central Government, Regional Director, Registrar, Court or such other authorities, under the various provisions of the Act, wherever applicable;

15. Acceptance/ renewal/ repayment of deposits; (Not applicable during the aforesaid financial year);

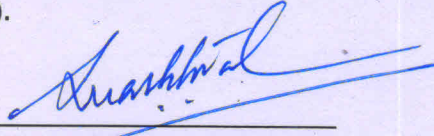
16. Borrowings from its Directors, Members, Public Financial Institutions, Banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;

17. Loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provision of Section 186 of the Act;

18. Alteration of the provisions of the Memorandum and Articles of Association of the Company; (Not applicable during the aforesaid financial year).

Place : New Delhi  
Date : 25.11.2023



Signature :   
Name : **BALDEV SINGH KASHTWAL**  
C. P. No. : **3169**

**ICSI – UDIN : F003616E002392596**

**ICSI – Peer Review Certificate No. : 1205/2021**

**ICSI – Unique Identification No. : I1999DE144000**

### NUMBER OF COMMITTEE MEETING HELD

SL. No.	Type of meeting	Date of meeting	Total number of members as on date of the meeting	attendance	
				Number of members attended	As % age of total members
1.	Audit Committee	29.04.2022	4	4	100
2.	- do -	07.07.2022	4	4	100
3.	- do -	22.07.2022	4	4	100
4.	- do -	02.09.2022	4	4	100
5.	- do -	18.10.2022	4	4	100
6.	- do -	16.12.2022	4	4	100
7.	- do -	23.01.2023	4	4	100
8.	Nomination, Remuneration & Compensation Committee	23.04.2022	3	3	100
9.	- do -	22.07.2022	3	3	100
10.	- do -	02.09.2022	3	3	
11.	Stakeholders-Relationship Committee	20.04.2022	3	3	100
12.	- do -	17.08.2022			
13.	- do -	28.11.2022	3	3	100
14.	Corporate Social Responsibility Committee	25.04.2022	3	2	66.67
15.	- do -	02.09.2022	3	2	66.67
16.	Risk Management Committee	19.09.2022	3	2	66.67
17.	- do -	16.03.2023	3	2	66.67
18.	Banking Operation Committee	05.04.2022	3	3	100
19.	- do -	10.05.2022	3	3	100
20.	- do -	19.05.2022	3	3	100
21.	- do -	04.07.2022	3	3	100
22.	- do -	28.07.2022	3	3	100
23.	- do -	16.08.2022	3	3	100
24.	- do -	27.12.2022	3	3	100
25.	- do -	27.02.2023	3	3	100
26.	- do -	22.03.2023	3	2	66.67
27.	Warrant Allotment Committee	15.10.2022	3	3	100
28.	Fund Raising Committee	14.12.2022	3	3	100
29.	Independent Directors' Meeting	28.03.2023	4	4	100



IN30343810016679	EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX FUND B	120769 JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI 400064	INUSFP172517	USA
IN30343810016687	EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX NON-LENDABLE FUND	2193971 JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI 400064	INUSFP172617	USA
IN30343810017116	EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX FUND	1419970 JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI 400064	INUSFP176217	USA
IN30343810018480	VANGUARD FIDUCIARY TRUST COMPANY INSTITUTIONAL TOTAL INTERNATIONAL STOCK MARKET INDEX TRUST	715269 JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI 400064	INUSFP022719	USA
IN30343810020249	VANGUARD FIDUCIARY TRUST COMPANY INSTITUTIONAL TOTAL INTERNATIONAL STOCK MARKET INDEX TRUST II	4690413 JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI 400064	INUSFP021220	USA
IN30343810021660	QUADRATURE CAPITAL VECTOR SP LIMITED	360900 JPMORGAN CHASE BANK N.A., INDIA SUB CUSTODY, 6th FLOOR, PARADIGM B, MINDSPACE, MALAD W, MUMBAI 400064	INCYFP003521	CYPRUS
IN30352210030731	CALYPSO GLOBAL INVESTMENT FUND	65000 C/O ANEX MANAGEMENT SERVICES LIMITED 8TH FLOOR EBENE TOWER 52 CYBERCITY EBENE MAURITIUS 111111	INMUF0063819	MAURITIUS
IN30371911052130	BELGRAVE INVESTMENT FUND	4436363 SUITE 208, 2ND FLOOR, NG TOWER EBENE CYBERCITY MAURITIUS 72201	INMUF006919	MAURITIUS
IN30378610007887	NEXUS GLOBAL OPPORTUNITIES FUND	150000 SBI SG GLOBAL SECURITIES SERVICES PL JEEVAN SEVA ANNEXE BUILDING GR FLOOR, S V ROAD SANTACRUZ WEST, MUMBAI 400054	INMUF0029820	MAURITIUS
00010903	BARING INTERNATIONAL INVESTMENT MGMT. LTD.	600 C/O THE HONGKONG & SHANGHAI BANKING CORPN LTD, SECURITIES DIVISION 52/60, MAHATAMA GANDHI ROAD MUMBAI 400001		
00035322	SCHRODER CAPITAL MGMT.INTERNATIONAL LTD	180 THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED, C/O SEC DEPT 52/60 M G RAOD, POST BOX NO 128 MUMBAI 400001		
IN30005410013410	EMERGING MARKETS CORE EQUITY PORTFOLIO (THE PORTFOLIO) OF DFA INVESTMENT DIMENSIONS GROUP INC. (DFA)	6197980 CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	IN-US-FP-0314-16	USA
IN30005410097678	EMERGING MARKETS SUSTAINABILITY CORE 1 PORTFOLIO	194533 CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	IN-US-FP-0240-18	USA
IN30005410109289	ISHARES CORE MSCI EMERGING MARKETS ETF	7954756 CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	IN-US-FP-0388-19	USA
IN30005410114291	ISHARES CORE MSCI TOTAL INTERNATIONAL STOCK ETF	1082242 CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	IN-US-FP-0430-21	USA
IN300054101117072	NORTHERN TRUST COLLECTIVE EMERGING MARKETS EX CHINA INVESTABLE MARKET INDEX FUND - NON-LENDING	26798 CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	IN-US-FP-0886-21	USA
IN30014220772422	STATE STREET MSCI EMERGING MARKETS SMALL CAP INDEX NON-LENDING COMMON TRUST FUND	229314 HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI 400063	INUSFP022816	USA
IN30016710121406	SSGA SPDR ETFs EUROPE I PUBLIC LIMITED COMPANY - SPDR MSCI ACWI IMI UCITS ETF	25150 78, SIR JOHN ROGERSON'S QUAY DUBLIN 2, IRELAND 9999999	INIRFP025114	IRELAND
IN30005410040054	DIMENSIONAL EMERGING MARKETS VALUE FUND	789223 CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	IN-US-FP-0337-16	USA
IN30005410074841	WORLD EX U.S. TARGETED VALUE PORTFOLIO OF DFA INVESTMENT DIMENSIONS GROUP INC.	147411 CITIBANK N.A. CUSTODY SERVICES FIFC- 9TH FLOOR, G BLOCK PLOT C-54 AND C-55, BKC BANDRA - EAST, MUMBAI 400098	IN-US-FP-0216-16	USA
IN30014210779541	PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO	186928 HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI 400063	INUSFP130016	USA
IN30014220771093	FUNDPARTNER SOLUTIONS (SUISSE) S.A. - RP - FONDS INSTITUTIONNEL - ACTIONS MARCHES EMERGENTS	77843 HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI 400063	INCHFP209715	SWITZERLAND
IN30016710146165	THE REGENTS OF THE UNIVERSITY OF CALIFORNIA - STATE STREET GLOBAL ADVISORS	116928 DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	INUSFP242917	USA
IN30016710150969	VANGUARD INVESTMENTS FUNDS ICVC-VANGUARD FTSE GLOBAL ALL CAP INDEX FUND	35142 DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	INUKFP043018	UNITED KINGDOM
IN30343810014327	BVK PERSONALVORSORGE DES KANTONS ZURICH	269159 JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI 400064	INCHFP113016	SWITZERLAND
IN30343810015452	PUB EQUITIES EMERGING MARKETS 1	46437 JPMORGAN CHASE BANK N.A. INDIA SUB CUSTODY 6th FLOOR, PARADIGM B MINDSPACE, MALAD W, MUMBAI 400064	INCHFP001517	SWITZERLAND
<b>TOTAL</b>		<b>93262154</b>		

HFCL Limited  
8, Electronics Complex  
Chambaghat, Solan, HP

CIN NO: L64200HP1987PLC007466

FACE VALUE:	1	
LAST AGM :	30-SEP-22	
CURRENT AGM :	30-SEP-23	Data 01/04/2022 TO 31/03/2023

TCM	TYPE	SHARES	FACE VAL	FOLIO OF TRANSFEROR	TRANSFEROR'S NAME	FOLIO OF TRANSFEREE	TRANSFEREE'S NAME
16/12/22	1	000000300	000001	00009153	AJIT KUMAR MANILAL SHAH	00058504	VARSHA AJIT SHAH
16/12/22	1	000000100	000001	00014013	RAMCHANDRA B RAUT	00058503	DHANESH R RAUT
20/04/22	1	000000200	000001	00040159	RAJIV GUPTA	00058501	RAJIV GUPTA
20/04/22	1	000000050	000001	00038775	NARENDRA F SHAH	00058502	CHETNA NARENDRASHAH

TOTAL NO. OF SHARES: 650

TOTAL FOLIO : 4



## HFCL Limited

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

Tel : (+91 11) 3520 9400, 3520 9500 Fax : (+91 11) 3520 9525

Web : [www.hfcl.com](http://www.hfcl.com)

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

Date: November 25, 2023

To,

**To,  
The Registrar of Companies  
Himachal Pradesh**

Ministry of Corporate Affairs

Office of the Registrar of Companies cum Official Liquidator, HP  
Corporate Bhawan, Plot No. 4-B, Sector 27B,  
Chandigarh

**Subject: Clarification regarding difference in total number of shareholders in e-form MGT-7 and Shareholding Pattern as on 31.03.2023**

Dear Sir,

We would like to inform you that total number of shareholders mentioned in e-form MGT-7 is 605844 and as per Regulation 31(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 total number of shareholders disclosed in Shareholding Pattern as on 31.03.2022 is 590692. Difference in total number of shareholders in list of Shareholder and Shareholding Pattern is 15152 which is due to consolidation of Folios on the basis of PAN pursuant to SEBI Circular SEBI/HO/CFD/CMD/CIR/P/2017/128 dated 19.12.2017 in which the details of shareholding of the promoter and promoter group, public shareholders and non-public/ non-promoter shareholders is consolidated on the basis of PAN to avoid multiple disclosures of shareholding of the same person.

Kindly take note of the same in your records.

Thanking You

Yours faithfully,

**For HFCL Limited**

**MANO** Digitally signed  
by MANOJ BAID

**J BAID** Date:  
2023.11.25  
19:43:27 +05'30'

**(Manoj Baid)**

President & Company Secretary

Membership No. : F5834