



JAS-ANZ



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HIMACHAL FUTURISTIC COMMUNICATIONS LTD.

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

Tel : (+91 11) 3068 2624, 3068 2626

Fax : (+91 11) 3068 9013

Web : www.hfcl.com

Email :

secretarial@hfcl.com

HFCL/SECT/15-16/
1st October, 2015

To

To
The Secretary
B S E Limited
Phiroze Jeejeebhoy Tower,
27th floor, Dalal Street,
MUMBAI-400 001.

Dear Sirs,

Sub: Outcome of 28th Annual General Meeting held on 30th September, 2015 and Disclosure of
voting results as per requirement of Clause 31 and 35A of the Listing Agreement
Ref.: Scrip Code: HFCL

The 28th Annual General meeting (AGM) of the Company was held on Wednesday, the 30th
September, 2015 at 10:00 A.M. at Mushroom Centre, Chambaghat, Solan-173213 (Himachal
Pradesh) as per details given herein below:

Date of AGM	30 th September, 2015
Total No. of Shareholders as on cut of date	243969
Cut of Date	Wednesday, 23 rd September, 2015
Book Closure date	Thursday, 24 th September, 2015 to Tuesday, 29 th September, 2015 (both days inclusive)
No. of shareholders present in the meeting	
a. Promoter and promoter group	4
b. Public	94
No. of shareholders attended the meeting through Video Conferencing	Not arranged



Details of resolution set out for voting result:

S.No.	Details of Agenda	Resolutions	Mode of voting	Remarks
1	To receive consider and adopt: (a) Audited Financial Statements, Reports of the Board of Directors and Auditors (b) Audited Consolidated Financial Statements	Ordinary	e-Voting and Polling Paper	The resolution was passed with requisite majority
2	Confirmation of Dividends on Cumulative Redeemable Preference Shares	Ordinary	e-Voting and Polling Paper	The resolution was passed with requisite majority
3	Re-appointment of Shri Arvind Kharabanda, Director (Finance) (DIN:00052270) who retires by rotation	Ordinary	e-Voting and Polling Paper	The resolution was passed with requisite majority
4	Appointment of M/s Khandelwal Jain & Co., Chartered Accountants (Firm Registration No.105049W), as Auditor and to fix their remuneration	Ordinary	e-Voting and Polling Paper	The resolution was passed with requisite majority
5	Appointment of Smt. Bela Banerjee (DIN:07047271) as an Independent Director	Ordinary	e-Voting and Polling Paper	The resolution was passed with requisite majority
6	Appointment of Shri Rajiv Sharma (DIN:01342224) Nominee Director of IDBI Bank Limited as a Director of the Company	Ordinary	e-Voting and Polling Paper	The resolution was passed with requisite majority
7	Re-appointment and payment of remuneration of Shri Mahendra Nahata, (DIN:00052898) as a Managing Director	Ordinary	e-Voting and Polling Paper	The resolution was passed with requisite majority
8	Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013	Special	e-Voting and Polling Paper	The resolution was passed with requisite majority

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As per the requirement of Clause 35A of the Listing Agreement with the Stock Exchanges, we furnish the details of voting results of the 28th Annual General Meeting of the Company held on 30th September, 2015 in the format prescribed under the said clause as per **Annexure-1**.

Pursuant to Clause 35B of the Listing Agreement and as per Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, all the shareholders of the Company were given opportunity to exercise their rights to vote on all the resolutions set out in the Notice of AGM through electronic voting systems from a place other than venue of the Annual General Meeting (Remote e-Voting) during the period commencing from 27th September, 2015 (9:00 A.M.) to 29th September, 2015 (5:00 P.M.) IST. The Report of Scrutinizer on remote e-Voting is enclosed herewith as per **Annexure-2**.

The Scrutinizer Report on the consolidated result of voting through poll at venue of AGM and Remote e-Voting is also enclosed as per **Annexure-3**.

Thanking you,

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

A handwritten signature in black ink, appearing to read 'Manoj Baid', written over a horizontal line.

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

Encl.: as above

HIMACHAL FUTURISTIC COMMUNICATIONS LIMITED
COMBINED VOTING REGISTER - MEETING DATE: 30/09/2015

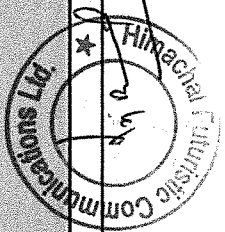
Details for reporting as per Clause 35A of listing agreement

Resolution No. 1							
To receive consider and adopt: (a) Audited Financial Statements, Reports of the Board of Directors and Auditors (b) Audited Consolidated Financial Statements							
Promoter/Public	No. of Shares Held	No. of Votes Polled	No. of Votes	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled
	[1]	[2]	[3]	$[(2)/(1)]*100$	[4]	[5]	$[(4)/(2)]*100$
Promoter and Promoter Group	482924214	232079050	48.057	0	232079050	0	$[(5)/(2)]*100$
Public - Institutional holders	179909421	30034339	16.694	0	30034339	0	100.000
Public - Others	576543559	104490364	18.124	515	104489849	515	100.000
Total	1239377194	366603753	29.580	515	366603238	515	100.000

Resolution No. 2							
Confirmation of Dividends on Cumulative Redeemable Preference Shares							
Promoter/Public	No. of Shares Held	No. of Votes Polled	No. of Votes	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled
	[1]	[2]	[3]	$[(2)/(1)]*100$	[4]	[5]	$[(4)/(2)]*100$
Promoter and Promoter Group	482924214	232079050	48.057	0	232079050	0	$[(5)/(2)]*100$
Public - Institutional holders	179909421	30034339	16.694	0	30034339	0	100.000
Public - Others	576543559	104492664	18.124	46730	104445934	46730	99.955
Total	1239377194	366606053	29.580	46730	366559323	46730	99.987

Resolution No. 3							
Re-appointment of Shri Anvind Kharabanda, Director (Finance) (DIN:00052270) who retires by rotation							
Promoter/Public	No. of Shares Held	No. of Votes Polled	No. of Votes	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled
	[1]	[2]	[3]	$[(2)/(1)]*100$	[4]	[5]	$[(4)/(2)]*100$
Promoter and Promoter Group	482924214	232079050	48.057	0	232079050	0	$[(5)/(2)]*100$
Public - Institutional holders	179909421	30034339	16.694	28639310	1395029	28639310	4.645
Public - Others	576543559	10448934	18.123	12017	104476917	12017	99.988
Total	1239377194	366602323	29.580	28651327	337950996	28651327	92.185

Resolution No. 4							
Appointment of M/s Khandeival Jain & Co., Chartered Accountants (Firm Registration No.105049W), as Auditor and to fix their remuneration							
Promoter/Public	No. of Shares Held	No. of Votes Polled	No. of Votes	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled
	[1]	[2]	[3]	$[(2)/(1)]*100$	[4]	[5]	$[(4)/(2)]*100$
Promoter and Promoter Group	482924214	232079050	48.057	0	232079050	0	$[(5)/(2)]*100$



Public - Institutional holders	179909421	30034339	16.694	30034339	0	100.000	0.000
Public - Others	576543559	104491339	18.124	104486572	4767	99.995	0.005
Total	1239377194	366604728	29.580	366599961	4767	99.999	0.001

Resolution No. 5 Appointment of Smt. Bela Banerjee (DIN:07047271) as an Independent Director

Promoter/Public	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]	$[3]=\frac{[2]}{[1]}\times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$
Promoter and Promoter Group	482924214	232079050	48.057	232079050	0	100.000	0.000
Public - Institutional holders	179909421	30034339	16.694	30034339	0	100.000	0.000
Public - Others	576543559	104492114	18.124	104459766	32348	99.969	0.031
Total	1239377194	366605503	29.580	366573155	32348	99.991	0.009

Resolution No. 6 Appointment of Shri Rajiv Sharma (DIN:01342224) Nominee Director of IDBI BANK Limited as Director of the Company

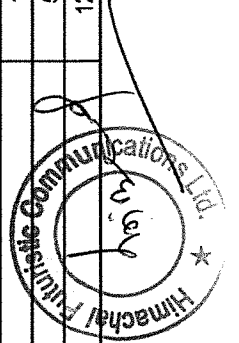
Promoter/Public	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
	[1]	[2]	$[3]=\frac{[2]}{[1]}\times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$
Promoter and Promoter Group	482924214	232079050	48.057	232079050	0	100.000	0.000
Public - Institutional holders	179909421	30034339	16.694	23817010	6217329	79.299	20.701
Public - Others	576543559	104488315	18.123	104449748	38567	99.963	0.037
Total	1239377194	366601704	29.580	360345808	6255896	98.294	1.706

Resolution No. 7 Re-appointment and payment of Remuneration of Shri Mahendra Nahata, (DIN:00052892) as a Managing Director

Promoter/Public	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]	$[3]=\frac{[2]}{[1]}\times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$
Promoter and Promoter Group	482924214	231848750	48.009	231848750	0	100.000	0.000
Public - Institutional holders	179909421	30034339	16.694	30034339	0	100.000	0.000
Public - Others	576543559	104492614	18.124	104453393	39221	99.962	0.038
Total	1239377194	366375703	29.561	366336482	39221	99.989	0.011

Resolution No. 8 Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013

Promoter/Public	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]	$[3]=\frac{[2]}{[1]}\times 100$	[4]	[5]	$[6]=\frac{[4]}{[2]}\times 100$	$[7]=\frac{[5]}{[2]}\times 100$
Promoter and Promoter Group	482924214	232079050	48.057	232079050	0	100.000	0.000
Public - Institutional holders	179909421	30034339	16.694	23019766	7014573	76.645	23.355
Public - Others	576543559	104492654	18.124	104490389	2265	99.998	0.002
Total	1239377194	366606043	29.580	359589205	7016838	98.086	1.914





BALDEV SINGH KASHTWAL
PRACTISING COMPANY SECRETARY

106, (1st Floor) Madhuban Tower, A-1, V. S. Block,
Shakarpur Crossing, Delhi - 110 092
Phone : 011-22444827, Mobile : 9811297944
E-mail : bskashtwal@yahoo.co.in

**SCRUTINIZER'S REPORT ON REMOTE E-VOTING FOR
HIMACHAL FUTURISTIC COMMUNICATIONS LIMITED**

Annexure -2

**THE CHAIRMAN
HIMACHAL FUTURISTIC COMMUNICATIONS LIMITED
8, ELECTRONICS COMPLEX, CHAMBAGHAT
SOLAN -173 213 (HIMACHAL PRADESH)**

**28TH ANNUAL GENERAL MEETING OF THE MEMBERS OF HIMACHAL
FUTURISTIC COMMUNICATIONS LIMITED HELD ON WEDNESDAY, THE 30TH
SEPTEMBER, 2015 AT 10:00 A. M. AT MUSHROOM CENTRE, CHAMBAGHAT,
SOLAN – 173213 (HIMACHAL PRADESH).**

**SUBJECT: PASSING OF RESOLUTIONS THROUGH ELECTRONIC VOTING
("REMOTE E-VOTING") PURSUANT TO SECTION 108 OF THE COMPANIES ACT,
2013 READ WITH RULE 20 OF THE COMPANIES (MANAGEMENT AND
ADMINISTRATION) AMENDMENT RULES, 2015.**

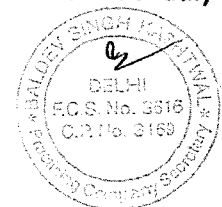
Dear Sir,

1. Pursuant to the resolution passed by the Board of Directors of Himachal Futuristic Communications Limited (hereinafter referred to as the "**Company**") on 17th August, 2015, I have been appointed as a Scrutinizer for the Remote e-Voting process as mentioned under Rule 20(4)(ix) of the Companies (Management and Administration) Amendment Rules, 2015.
2. The Company had engaged National Securities Depository Limited ("**NSDL**") as the service provider for extending the facility of electronic voting to the shareholders of the Company. The service provider provided a system for recording the votes of the Shareholders electronically on all the items of business (both ordinary and special business) sought to be transacted in the 28th Annual General Meeting ("**AGM**") of the Company, which was held on Wednesday, the 30th September, 2015. National Securities Depository Limited ("**NSDL**") had set up Remote e-Voting facility on their website, <https://evoting.nsdl.com>. The Company had uploaded all the items of the business to be transacted on the website of the Service Provider to facilitate their shareholders to cast their vote through Remote e-Voting.



3. As on the cutoff date for the despatch of notice of AGM , there were 245170 Shareholders of the Company. The Notice of AGM and Circular for Remote e-Voting was sent through email to 104440 Shareholders whose email id were made available by the two depositories and for those holding in physical form to the extent it was available with the RTA and in the physical form to 140730 shareholders. During 14th August, 2015 ("Cut off date for dispatch of AGM Notice") to 23rd September, 2015, ("Cut off date for Voting entitlement") 1201 shareholders ceased to be members of the Company.
4. The Notice sent both through email and physical form contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes electronically as provided in the Rule 20(4)(iii)(A) to (C) of the Companies (Management and Administration) Amendment Rules, 2015.
5. The cutoff date (Record date) for the purposes of identifying the Shareholders who will be entitled to vote on the resolutions placed for the approval of the shareholders was 23.09.2015. The Remote e-Voting facility was kept open from 27th September, 2015 (09.00 A.M.) to 29th September, 2015 (05.00 P.M.)
6. Pursuant to Rule 20(4)(v) of Companies (Management and Administration) Amendment Rules, 2015, the Company also released an advertisement, which was published 21 days before the date of Annual General Meeting in Indian Express (Chandigarh Edition), Himachal Times (Shimla Edition) in English and in Hind Janpath, Solan in Hindi Newspaper all dated 5th September, 2015. The notice published in the newspaper carried the required information as specified in the Rule 20(4)(v) (a) to (h) of Companies (Management and Administration) Amendment Rules, 2015.
7. At the end of the voting period on September 29, 2015 at 5:00 P.M. the voting portal of the service provider was blocked forthwith. On September 30, 2015 after the AGM the votes cast through Remote e-voting facility was duly unblocked by me as a Scrutinizer in the presence of CS Mohd. Zafar and Ms. Varsha Joshi who acted as the witnesses, as prescribed in sub Rule (4)(xii) of said Rule 20 of Companies (Management and Administration) Amendment Rules, 2015.
8. Particulars of all Votes cast by electronic mode have been entered in the register separately maintained for the purpose in electronic mode.

As a Scrutinizer, the report of the e-voting carried by the shareholders was duly complied, the detail of which are as follows.



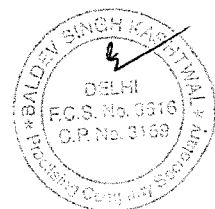
RESOLUTION NO.1 – ORDINARY RESOLUTION TO RECEIVE, CONSIDER AND ADOPT (a) THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015, THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON; AND

(b) THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Re.1/- each. (Votes)	% age of the total votes received	% age of paid - up equity share capital of the Company
Total Votes received by electronic mode	136	78866857	100.00	6.364
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	3	515	0.001	0.000
Total Number of Votes in favour of Resolution	133	78866342	99.999	6.363

RESOLUTION NO.2 – ORDINARY RESOLUTION FOR CONFIRMATION OF DIVIDENDS ON CUMULATIVE REDEEMABLE PREFERENCE SHARES FOR FINANCIAL YEAR 2014-2015

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Re.1/- each. (Votes)	% age of the total votes received	% age of paid - up equity share capital of the Company
Total Votes received by electronic mode	137	78869157	100.00	6.364
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	15	46730	0.059	0.004
Total Number of Votes in favour of Resolution	122	78822427	99.941	6.360

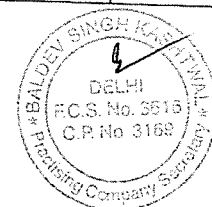


RESOLUTION NO.3 – ORDINARY RESOLUTION FOR RE-APPOINTMENT OF MR. ARVIND KHARABANDA (DIN: 00052270) AS DIRECTOR OF THE COMPANY WHO RETIRES BY ROTATION.....

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Re.1/- each. (Votes)	% age of the total votes received	% age of paid - up equity share capital of the Company
Total Votes received by electronic mode	134	78865427	100.00	6.363
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	37	28651327	36.329	2.312
Total Number of Votes in favour of Resolution	97	50214100	63.671	4.052

RESOLUTION NO. 4 – ORDINARY RESOLUTION FOR APPOINTMENT OF M/S KHANDELWAL JAIN & CO., CHARTERED ACCOUNTANTS, (FIRM REGISTRATION NO. 105049W) AS STATUTORY AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2015-2016 AND TO FIX THEIR REMUNERATION

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Re.1/- each. (Votes)	% age of the total votes received	% age of paid - up equity share capital of the Company
Total Votes received by electronic mode	133	78867832	100.00	6.364
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	11	4767	0.006	0.000
Total Number of Votes in favour of Resolution	122	78863065	99.994	6.363

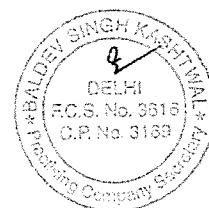


RESOLUTION NO. 5 – ORDINARY RESOLUTION FOR APPOINTMENT OF SMT. BELA BANERJEE (DIN : 07047271) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Re.1/- each. (Votes)	% age of the total votes received	% age of paid - up equity share capital of the Company
Total Votes received by electronic mode	135	78868607	100.00	6.364
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	16	32348	0.041	0.003
Total Number of Votes in favour of Resolution	119	78836259	99.959	6.361

RESOLUTION NO. 6 – ORDINARY RESOLUTION FOR APPOINTMENT OF MR. RAJIV SHARMA (DIN : 01342224) NOMINEE DIRECTOR OF IDBI BANK LTD AS A DIRECTOR OF THE COMPANY

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Re.1/- each. (Votes)	% age of the total votes received	% age of paid - up equity share capital of the Company
Total Votes received by electronic mode	132	78864808	100.00	6.363
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	19	6255896	7.932	0.505
Total Number of Votes in favour of Resolution	113	72608912	92.068	5.858



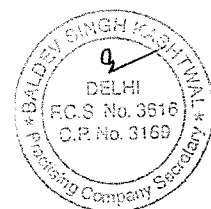
RESOLUTION NO. 7 – ORDINARY RESOLUTION FOR RE-APPOINTMENT AND PAYMENT OF REMUNERATION OF MR. MAHENDRA NAHATA (DIN :00052898) AS MANAGING DIRECTOR OF THE COMPANY

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Re.1/- each. (Votes)	% age of the total votes received	% age of paid - up equity share capital of the Company
Total Votes received by electronic mode	136	78869107	100.00	6.364
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	19	39221	0.050	0.003
Total Number of Votes in favour of Resolution	117	78829886	99.950	6.360

RESOLUTION NO. 8 – SPECIAL RESOLUTION FOR ADOPTION OF NEW ARTICLES OF ASSOCIATION OF THE COMPANY

Particulars	No. of Members who cast their votes electronically	No. of Equity Shares of the Nominal Value of Re.1/- each. (Votes)	% age of the total votes received	% age of paid - up equity share capital of the Company
Total Votes received by electronic mode	137	78869147	100.00	6.364
Total Number of Invalid Votes	0	0	0	0
Total Number of Votes against the resolution	7	7016838	8.897	0.566
Total Number of Votes in favour of Resolution	130	71852309	91.103	5.797

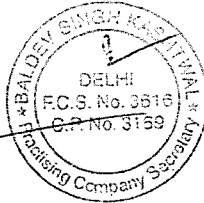
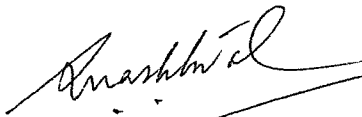
All the resolutions contained in the notice dated 17th August, 2015 calling 28th AGM of the Company stand passed under Remote e-voting process with requisite majority.



I hereby confirm that I am maintaining the registers received from the service provider both electronically and manually in respect of the votes cast through e-Remote voting by the shareholders of the Company. I have handed over these records to Associate Vice-President (Corporate) & Company Secretary of the Company, authorised by the Board for its safe keeping.

Thanking you,

Yours Sincerely





BALDEV SINGH KASHTWAL
PRACTISING COMPANY SECRETARY
SCRUTINIZER
C. P. NO. 3169

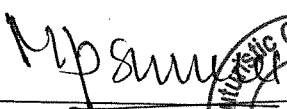
Place : New Delhi

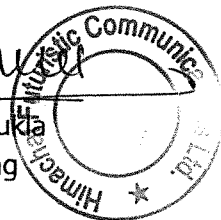
Dated : October 01, 2015

WITNESS :

1. : 
CS Mohd Zafer
3131, West Patel Nagar, New Delhi

2. : 
Varsha Joshi, Add: B-221, Brij Vihar
Ghaziabad U.P-201011


Signed by Mr. M. P. Shukla
Chairman of the Meeting





BALDEV SINGH KASHTWAL
PRACTISING COMPANY SECRETARY

106, (1st Floor) Madhuban Tower, A-1, V. S. Block,
Shakarpur Crossing, Delhi - 110 092
Phone : 011-22444827, Mobile : 9811297944
E-mail : bskashtwal@yahoo.co.in

**CONSOLIDATED SCRUTINIZER REPORT FOR REMOTE E-VOTING & POLL
FOR HIMACHAL FUTURISTIC COMMUNICATIONS LIMITED**

To
THE CHAIRMAN

Annexure - 3

**28TH ANNUAL GENERAL MEETING OF
HIMACHAL FUTURISTIC COMMUNICATIONS LIMITED
(CIN NO. : L64200HP1987PLC007466)
8, ELECTRONICS COMPLEX, CHAMBAGHAT
SOLAN – 173 213 (H. P.)**

**SUBJECT : PASSING OF RESOLUTION(S) THROUGH ELECTRONIC VOTING AND POLL
CONDUCTED AT THE 28TH ANNUAL GENERAL MEETING OF HIMACHAL FUTURISTIC
COMMUNICATIONS LIMITED ("THE COMPANY") HELD ON SEPTEMBER 30, 2015 AT 10:00
A. M. AT MUSHROOM CENTRE, CHAMBAGHAT, SOLAN – 173 213 (HIMACHAL PRADESH)**

I, CS Baldev Singh Kashtwal, Practicing Company Secretary (Holding Membership No. FCS 3616 and Certificate of Practice No. 3169) having office at 106, (1st Floor), Madhuban Tower, A-1, V. S. Block, Shakarpur Crossing, Delhi-110092 was appointed as the Scrutinizer for the process of scrutinizing Annual General Meeting (AGM) voting process i.e. Remote e-Voting and Poll at the venue of AGM, under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 by the Board of Directors of the Himachal Futuristic Communications Limited at their meeting held on August 17, 2015 on the resolutions mentioned in the Notice dated 17th August, 2015 for 28th AGM of the Members of the Company held on 30th September, 2015 at 10:00 A.M. at Mushroom Centre, Chambaghat, Solan, Himachal Pradesh – 173 213. The Remote e-Voting facility was kept open from 27th September, 2015 (09:00 A.M.) to 29th September, 2015 (05:00 P.M.)

At the 28th Annual General Meeting of the Company held on September 30, 2015, the Chairman of the Company had ordered for poll to facilitate the members present in the meeting who could not participate in the Remote e-voting to record their votes through the poll process.

After completion of Poll at the AGM at 10:40 A.M. votes cast by the members were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorisations / Proxies lodged with the Company. A detailed register was maintained containing the particulars of the shareholders who participated in Poll at AGM.

Thereafter, the Remote e-voting results were unblocked by me on September 30, 2015 after the AGM of the company in the presence of two witnesses CS Mohd. Zafar and Ms. Varsha Joshi who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

(CS Mohd. Zafar)
Witness – 1

(Varsha Joshi)
Witness - 2



The consolidated result of the Remote e- Voting together with that of the Poll is as under:

RESOLUTION NO. 1

ORDINARY RESOLUTION FOR

TO RECEIVE, CONSIDER AND ADOPT (A) THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015, 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, 2015

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Re.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received under Remote e-Voting	136	78866857	21.513
Total Votes received in Poll at the venue of AGM in physical ballot mode	93	287737099	78.487
Total Number of Invalid Votes	1	203	0.000
Total Number of Valid Votes	228	366603753	100.000
Total Number of Votes against the resolution	3	515	0.000
Total Number of Votes in favour of Resolution	225	366603238	99.999

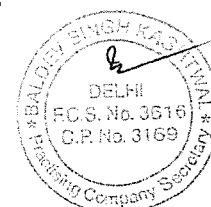
Therefore, the Resolution No. 1 has been approved with requisite majority.

RESOLUTION NO. 2

ORDINARY RESOLUTION FOR CONFIRMATION OF DIVIDEND OF CUMULATIVE REDEEMABLE PREFERENCE SHARES.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of RE.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received under Remote e-Voting	137	78869157	21.513
Total Votes received in Poll at the venue of AGM in physical ballot mode	93	287737099	78.487
Total Number of Invalid Votes	1	203	0.000
Total Number of Valid Votes	229	366606053	100.000
Total Number of Votes against the resolution	15	46730	0.013
Total Number of Votes in favour of Resolution	214	366559323	99.987

Therefore, the Resolution No. 2 has been approved with requisite majority.



RESOLUTION NO. 3

ORDINARY RESOLUTION FOR RE-APPOINTMENT OF MR. ARVIND KHARABANDA (DIN : 00052270) AS DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Re.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received under Remote e-Voting	134	78865427	21.513
Total Votes received in Poll at the venue of AGM in physical ballot mode	93	287737099	78.487
Total Number of Invalid Votes	1	203	0.000
Total Number of Valid Votes	226	366602323	100.000
Total Number of Votes against the resolution	37	28651327	7.815
Total Number of Votes in favour of Resolution	189	337950996	92.185

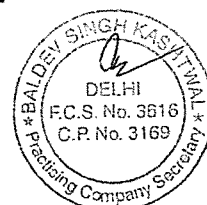
Therefore, the Resolution No. 3 has been approved with requisite majority.

RESOLUTION NO. 4

ORDINARY RESOLUTION FOR APPOINTMENT OF M/S KHANDLWAL JAIN & CO., CHARTERED ACCOUNTANTS, (FIRM REGISTRATION NO. 105049W) AS STATUTORY AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2015-2016 AND TO FIX THEIR REMUNERATION.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Re.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received under Remote e-Voting	133	78867832	21.513
Total Votes received in Poll at the venue of AGM in physical ballot mode	93	287737099	78.487
Total Number of Invalid Votes	1	203	0.000
Total Number of Valid Votes	225	366604728	100.000
Total Number of Votes against the resolution	11	4767	0.001
Total Number of Votes in favour of Resolution	214	366599961	99.999

Therefore, the Resolution No. 4 has been approved with requisite majority.



RESOLUTION NO. 5

**ORDINARY RESOLUTION FOR APPOINTMENT OF SMT. BELA BANERJEE (DIN : 07047271)
AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Re.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received under Remote e-Voting	135	78868607	21.513
Total Votes received in Poll at the venue of AGM in physical ballot mode	93	287737099	78.487
Total Number of Invalid Votes	1	203	0.000
Total Number of Valid Votes	227	366605503	100.00
Total Number of Votes against the resolution	16	32348	0.009
Total Number of Votes in favour of Resolution	211	366573155	99.991

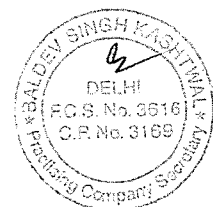
Therefore, the Resolution No. 5 has been approved with requisite majority.

RESOLUTION NO. 6

**ORDINARY RESOLUTION FOR APPOINTMENT OF MR. RAJIV SHARMA (DIN : 01342224) A
NOMINEE DIRECTOR OF IDBI BANK LTD. AS A DIRECTOR OF THE COMPANY**

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Re.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received under Remote e-Voting	132	78864808	21.512
Total Votes received in Poll at the venue of AGM in physical ballot mode	93	287737099	78.488
Total Number of Invalid Votes	1	203	0.000
Total Number of Valid Votes	224	366601704	100.00
Total Number of Votes against the resolution	19	6255896	1.706
Total Number of Votes in favour of Resolution	205	360345808	98.294

Therefore, the Resolution No. 6 has been approved with requisite majority.



RESOLUTION NO. 7

ORDINARY RESOLUTION FOR RE-APPOINTMENT AND PAYMENT OF REMUNERATION OF MR. MAHENDRA NAHATA (DIN : 00052898) AS A MANAGING DIRECTOR OF THE COMPANY.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Re.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received under Remote e-Voting	136	78869107	21.527
Total Votes received in Poll at the venue of AGM in physical ballot mode	92	287506799	78.473
Total Number of Invalid Votes	1	203	0.000
Total Number of Valid Votes	227	366375703	100.00
Total Number of Votes against the resolution	19	39221	0.011
Total Number of Votes in favour of Resolution	208	366336482	99.989

Therefore, the Resolution No. 7 has been approved with requisite majority.

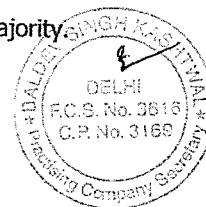
RESOLUTION NO. 8

SPECIAL RESOLUTION FOR ADOPTION OF NEW ARTICLES OF ASSOCIATION OF THE COMPANY.

Particulars	No. of Members who cast their votes.	No. of Equity Shares of the Nominal Value of Re.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received under Remote e-Voting	137	78869147	21.513
Total Votes received in Poll at the venue of AGM in physical ballot mode	93	287737099	78.487
Total Number of Invalid Votes	1	203	0.000
Total Number of Valid Votes	229	366606043	100.000
Total Number of Votes against the resolution	7	7016838	1.914
Total Number of Votes in favour of Resolution	222	359589205	98.086

Therefore, the Resolution No. 8 has been approved with requisite majority.

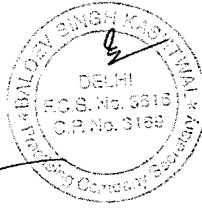
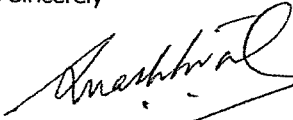
All the Resolutions stand passed under Remote e-Voting and poll with the requisite majority.



I hereby confirm that I am maintaining the registers received from the service provider both electronically and manually, in respect of the votes cast through Remote e- Voting and poll by the shareholders of the Company. I have handed over all the relevant records to the Associate Vice-President (Corporate) Company Secretary of the Company, who is authorised for its safe keeping.

Thanking you

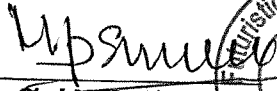
Yours Sincerely



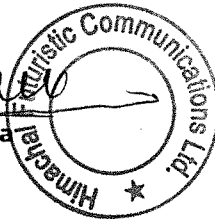
BALDEV SINGH KASHTWAL
PRACTISING COMPANY SECRETARY
SCRUTINIZER
C. P. NO. 3169

Date : 01.10.2015

Place : New Delhi



Signed by **Shri M. P. Shukla**
Chairman of the Meeting



Date: 01.10.2015

Place: New Delhi