



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 :

An Environment conscious company certified to
 ISO 14001 Standard

HFCL/SECT/14-15/
 1st October, 2014

To

National Stock Exchange of India Ltd
 Exchange Plaza, C-1, Block -G,
 Bandra-Kurla Complex,
 Bandra (East),
 Mumbai-400 051

Dear Sirs,

Sub. Disclosure of voting results as per requirement of Clause 35A of the Listing Agreement- reg.
 Ref.: Scrip Code: HFCL Scrip ID: HFCL

As per the requirement of Clause 35A of the listing agreement with the Stock Exchanges, we furnish the details of voting results of the 27th Annual General Meeting of the Company held on 30.09.2014, 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 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 (e-Voting) during the period commencing from 24th September, 2014 (10:00 a.m.) to 27th September, 2014 (10:00 a.m.) IST. The Report of Scrutinizer on e-Voting is enclosed herewith as per Annexure-2.

Details of AGM

Date of AGM	30 th September, 2014
Total No. of Shareholders	249629
Book Closure date	Tuesday, 16 th September, 2015 to Friday, 20 th September, 2015 (both days inclusive)
No. of shareholders present in the meeting	
a. Promoter and promoter group	6
b. Public	109
No. of shareholders attended the meeting through Video Conferencing	Nil

Details of 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 Ballot Paper	The resolution was passed with requisite majority
2	Declaration of Dividend on Cumulative Redeemable Preference Shares	Ordinary	e-Voting and Ballot Paper	The resolution was passed with requisite majority
3	Re-appointment of Dr. R M Kastia, Director (DIN:00053059) who retires by rotation	Ordinary	e-Voting and Ballot 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 Ballot Paper	The resolution was passed with requisite majority
5	Appointment of Shri Mahendra Pratap Shukla (DIN:00052977) as an Independent Director	Ordinary	e-Voting and Ballot Paper	The resolution was passed with requisite majority
6	Re-appointment of Shri Arvind Kharabanda (DIN:00052270) as a Whole-time Director	Ordinary	e-Voting and Ballot Paper	The resolution was passed with requisite majority
7	Authority to borrow money from time to time under Section 180(1)(c) of the Companies Act, 2013	Ordinary	e-Voting and Ballot Paper	The resolution was passed with requisite majority
8	Authority to provide Security under Section 180(1)(a) of the Companies Act, 2013	Ordinary	e-Voting and Ballot Paper	The resolution was passed with requisite majority

The Scrutinizer's Report on the combined results of voting through e-voting and poll is also enclosed as per Annexure-3.

Thanking you,

Yours faithfully,

For Himachal Futuristic Communications Limited



(Manoj Baid)

Associate Vice-President (Corporate) &
Company Secretary

Encl.: as above

HIMACHAL FUTURISTIC COMMUNICATIONS LIMITED

Annexure - 1

Details for reporting as per Clause 35A of listing agreement

Resolution No. 1		Consider and adopt: a) Audited Financial Statements, Reports of the Board of Directors and Auditors b) Audited Consolidated Financial Statements									
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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
Promoter and Promoter Group	471899214	470740477	99.754	470740477	0	100.000	0.000
Public - Institutional holders	183394950	7980960	4.352	7980960	0	100.000	0.000
Public - Others	584083030	62760498	10.745	62735747	24751	99.961	0.039
Total	1239377194	541481935	43.690	541457184	24751	99.995	0.005

Resolution No. 2		Declaration of Dividend on Cumulative Redeemable Preference Shares						
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]=[2/1]*100	[4]	[5]	[6]=[4/2]*100	[7]=[5/2]*100	
Promoter and Promoter Group	471899214	470740477	99.754	470740477	0	100.000	0.000	
Public - Institutional holders	183394950	7980960	4.352	7980960	0	100.000	0.000	
Public - Others	584083030	62760997	10.745	62700431	60566	99.903	0.097	
Total	1239377194	541482434	43.690	541421868	60566	99.989	0.011	

Resolution No. 3		Re-appointment of Dr. R.M Kastia, Director (DIN:00053059) who retires by rotation						
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]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100	
Promoter and Promoter Group	471899214	470740477	99.754	470740477	0	100.000	0.000	
Public - Institutional holders	183394950	7980960	4.352	7919107	61853	99.225	0.775	
Public - Others	584083030	62760998	10.745	62701655	59343	99.905	0.095	
Total	1239377194	541482435	43.690	541361239	121196	99.978	0.022	

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	% 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	471899214	470740477	99.754	470740477	0	100.000	0.000	
Public - Institutional holders	183394950	7980960	4.352	7980960	0	100.000	0.000	
Public - Others	584083030	62760647	10.745	62731746	28901	99.954	0.046	
Total	1239377194	541482084	43.690	541453483	28901	99.995	0.005	

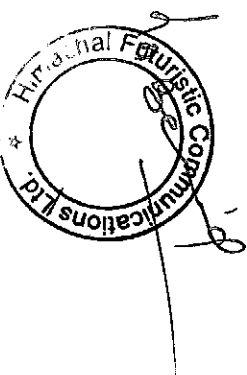
Himachal Futuristic Communications Ltd.

Resolution No. 5		Appointment of Shri Mahendra Pratap Shukla (DIN:00052977) 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]	$[3] = ([2]/[1]) * 100$	[4]	[5]	$[6] = ([4]/[2]) * 100$	$[7] = ([5]/[2]) * 100$		
Promoter and Promoter Group	471899214	470740477	99.754	470740477	0	100.000	0.000		
Public - Institutional holders	183394950	7980960	4.352	7980960	0	100.000	0.000		
Public - Others	584083030	62761784	10.745	62734532	27252	99.957	0.043		
Total	1239377194	541483221	43.690	541455969	27252	99.995	0.005		

Resolution No. 6		Re-appointment of Shri Arvind Kharabanda (DIN:00052270) as a Whole-time 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]	$[3] = ([2]/[1]) * 100$	[4]	[5]	$[6] = ([4]/[2]) * 100$	$[7] = ([5]/[2]) * 100$		
Promoter and Promoter Group	471899214	470740477	99.754	470740477	0	100.000	0.000		
Public - Institutional holders	183394950	7980960	4.352	7919107	61853	99.225	0.775		
Public - Others	584083030	62753933	10.744	62694691	59242	99.906	0.094		
Total	1239377194	541475370	43.689	541354275	121095	99.978	0.022		

Resolution No. 7		Authority to borrow money from time to time under Section 180(1)(c) of 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]	$[3] = ([2]/[1]) * 100$	[4]	[5]	$[6] = ([4]/[2]) * 100$	$[7] = ([5]/[2]) * 100$		
Promoter and Promoter Group	471899214	470740477	99.754	470740477	0	100.000	0.000		
Public - Institutional holders	183394950	7980960	4.352	7980960	0	100.000	0.000		
Public - Others	584083030	62762198	10.745	62734222	27976	99.955	0.045		
Total	1239377194	541483635	43.690	541455659	27976	99.995	0.005		

Resolution No. 8		Authority to provide Security under Section 180(1)(a) of 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]	$[3] = ([2]/[1]) * 100$	[4]	[5]	$[6] = ([4]/[2]) * 100$	$[7] = ([5]/[2]) * 100$		
Promoter and Promoter Group	471899214	470740477	99.754	470740477	0	100.000	0.000		
Public - Institutional holders	183394950	7980960	4.352	7980960	0	100.000	0.000		
Public - Others	584083030	62772137	10.747	62743356	28781	99.954	0.046		
Total	1239377194	541493574	43.691	541464793	28781	99.995	0.005		



Hari Om Gulati

Practicing Company Secretary, Membership No. FCS 5462, CP No. 9337
6/28, Jang Pura Extension, New Delhi-110014 Phone: 9810846326 Email: hogulati@gmail.com

Scrutinizer's Report

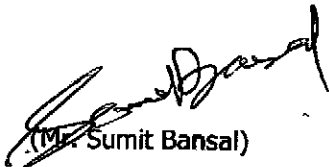
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of 27th Annual General Meeting of the Members of
Himachal Futuristic Communications Limited (the Company)
To be held on the 30th September, 2014 at Mushroom Centre,
Chambaghat, Solan-173 213 (H.P.)

Dear sir,

1. I Hari Om Gulati, a practicing Company Secretary, have been appointed by the Board of Directors of Himachal Futuristic Communications Limited (HFCL) as Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the Resolutions contained in the Notice to the 27th Annual General Meeting (AGM) of the members of the Company held on 30th September, 2014 at Mushroom Centre, Chambaghat, Solan-173213 (H.P.).
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice to the 27th Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer's report of the votes cast "in favor" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Ltd (NSDL) the authorized Agency to provide e-voting facilities engaged by the Company.
3. Further to the above, I submit my report as under :-
 - i) The e-voting period remained open from Wednesday 24th September, 2014 (10:00 A.M.) to Saturday 27th September, 2014 (10:00 A.M.)
 - ii) The members of the Company as on the "cut-off" date i.e. 14th August, 2014 were entitled to vote on the resolution (Item No. 1 to 8 as set out in the notice of the 27th AGM of the Company)
 - iii) The Votes cast were unblocked on 29th September, 2014 in the presence of 2 (two) witness, Mr. Sumit Bansal and Mr. Ravi Kant Gupta who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


(Mr. Sumit Bansal)


(Mr. Ravi Kant Gupta)

- iv) Thereafter, the details containing *inter alia*, list of Equity Share Holders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of the Company NSDL i.e. <https://www.evoting.nsdl.com> and based on such reports generated, the result of the e-voting is as under :

Item No 1 :-

Ordinary Resolution to consider and adopt the **a)** audited financial statements of the Company for the financial year ended March 31, 2014, the reports of the Board of Directors and Auditors thereon and the **b)** audited consolidated financial statements of the Company for the financial year ended March 31, 2014.

- i) Vote in **favor** of the resolution

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
143	5,69,65,308	99.96%

- ii) Voted **Against** the resolution:

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
4	24,751	0.04%

- iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

Item No 2 :-

Ordinary Resolution to declare a dividend on Cumulative Redeemable Preference shares.

- i) Vote in **favor** of the resolution

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
131	5,69,29,992	99.89%

- ii) Voted **Against** the resolution:

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
17	60,566	0.11%

iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

Item No 3 :-

Ordinary Resolution to appoint a Director in place of Dr. R M Kastia (DIN : 00053059), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

i) Vote in **favor** of the resolution

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
129	5,68,69,363	99.79%

ii) Voted **Against** the resolution:

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
19	1,21,196	0.21%

iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

Item No 4 :-

Ordinary Resolution to appoint M/S Khandelwal Jain & Co., Chartered Accountants, (Firm Registration No. 105049W), as Statutory Auditors of the Company and fixing their remuneration.

i) Vote in **favor** of the resolution

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
137	5,69,61,307	99.95%

ii) Voted **Against** the resolution:

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
9	28,901	0.05%

iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

Item No 5 :-

Ordinary Resolution to appoint Shri Mahendra Pratap Shukla (DIN : 00052977) as an Independent Director.

i) Vote in **favor** of the resolution

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
136	5,69,64,093	99.95%

ii) Voted **Against** the resolution:

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
10	27,252	0.05%

iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

Item No 6 :-

Ordinary Resolution to re-appoint Shri Arvind Kharabanda (DIN :00052270) as a Whole-time Director designated as Director (Finance)

i) Vote in **favor** of the resolution

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
131	5,68,62,399	99.79%



ii) Voted **Against** the resolution:

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
15	1,21,095	0.21%

iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

Item No 7 : -

Special Resolution to authorize the Board of Directors of the Company to borrow money from time to time under Section 180(1)(c) of the Companies Act, 2013.

i) Vote in **favor** of the resolution

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
133	5,69,63,783	99.95%

ii) Voted **Against** the resolution:

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
15	27,976	0.05%

iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

Item No 8 : -

Special Resolution to authorize the Board of Directors of the Company to provide security under Section 180(1)(a) of the Companies Act, 2013 in connection with the borrowings of the Company.

i) Vote in **favor** of the resolution

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
132	5,69,72,917	99.95%



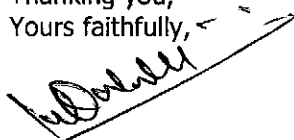
ii) Voted **Against** the resolution:

Number of members voted	Numbers of votes cast by them	% of total number of valid votes cast (Favour and Against)
17	28,781	0.05%

iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

Thanking you,
Yours faithfully,



(Hari Om Gulati)
Practicing Company Secretary
Membership No. FCS 5462, CP No. 9337
6/28, Jang Pura Extention
New Delhi-110014

Place : New Delhi
Date : 29th September, 2014

Hari Om Gulati

Practicing Company Secretary, Membership No. FCS 5462, CP No. 9337
6/28, Jang Pura Extension, New Delhi-110014 Phone: 9810846326 Email: hogulati@gmail.com

Scrutinizer's Report- Combined (E-Voting & Polling at AGM)

To,
The Chairman of 27th Annual General Meeting of the Members of
Himachal Futuristic Communications Limited (the Company)
held on the 30th September, 2014 at Mushroom Centre,
Chambaghat, Solan-173 213 (H.P.)

Dear sir,

1. I Hari Om Gulati, a practicing Company Secretary, have been appointed as a Scrutinizer by
 - i) The Board of Directors of Himachal Futuristic Communications Limited (the Company) for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) and
 - ii) The Chairman of the Annual General Meeting (AGM) on poll under the provisions of Section 109 of the 2013 Act read with Rule 21 of Rules, on the resolutions contained in the notice to the 27th Annual General Meeting (AGM) of the Members of the Company, held on the 30th September, 2014 at Mushroom Centre, Chambaghat, Solan-173 213 (H.P.).
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice to the 27th Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the e-voting process and for poll at the AGM is restricted to make a Scrutinizer's report of the votes cast "in favor" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Ltd (NSDL) the authorized Agency engaged by the Company to provide e-voting facilities for e-voting and also at the time of poll (through physical means) at AGM.
3. I have issued separate Scrutinizer's Report dated 29th September, 2014 on the e-voting and on poll on the resolutions contained in the notice to the AGM. As requested by management submit herewith my combined report on the results of e-voting together with that of poll as under :-



Sl No.	Sub Matter Of The Resolution	Resolution Requirement	Polling			E-Voting			Grand Total				Result		
			For	Against	Invalid	For	Against	Invalid	For	%	Against	%		Invalid	%
1	Adoption of a) Audited Financial Statement for the financial year ended 31.03.2014, the report of the Board of Directors and auditors thereon b) Audited Consolidated Financial Statements of the Company for the Financial Year ended 31.03.2014	Ordinary	484491876	-	4586	56965308	24751	-	541457184	99.99	24751	0.01	4586	0.001	Passed with requisite majority
2.	To declare a dividend on Cumulative Redeemable Preference Shares	Ordinary	484491876	-	4586	56929992	60566	-	541421868	99.99	60566	0.01	4586	0.001	Passed with requisite majority
3.	Appoint a Director in place of Dr. R M Kastia (DIN No. 00053059), who retires by rotation and eligible has offered himself for re-appointment	Ordinary	484491876	-	4586	56869363	121196	-	541361239	99.98	121196	0.02	4586	0.001	Passed with requisite majority
4.	Appointment of M/s Khandelwal Jain & Co., Chartered Accountants as Statutory Auditors of the Company	Ordinary	484491876	-	4586	56961307	28901	-	541453183	99.99	28901	0.01	4586	0.001	Passed with requisite majority
5.	To appoint Shri Mahendra Pratap Shukla (DIN 00052977) as an Independent Director	Ordinary	484491876	-	4586	56964093	27252	-	541455969	99.99	27252	0.01	4586	0.001	Passed with requisite majority
6.	To re-appoint Shri Arvind Kharabanda (DIN 00052270) as a whole time Director designated as Director (Finance)	Ordinary	484491876	-	4586	56862399	121095	-	541354275	99.97	121095	0.02	4586	0.001	Passed with requisite majority

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Sl No.	Sub Matter Of The Resolution	Resolution Requirement	Polling			E-Voting			Grand Total						Result
			For	Against	Invalid	For	Against	Invalid	For	%	Against	%	Invalid	%	
7.	To authorize the Board of Directors of the Company to borrow money from time to time under Section 180(1)(c) of the Companies Act, 2013.	Special	484491876	-	4586	56963783	27976	-	541455659	99.99	27976	0.01	4586	0.001	Passed with requisite majority
8.	To authorize the Board of Directors of the Company to provide security under Section (1)(a) of the Companies Act, 2013 in connection with the borrowings of the Company.	Special	484491876	-	4586	56972917	28781	-	541464793	99.99	28781	0.01	4586	0.001	Passed with requisite majority

Thanking you, ~
Yours faithfully,

(Hari Om Gulati)
Practicing Company Secretary
Membership No. FCS 5462, CP No. 9337
6/28, Jang Pura Extention
New Delhi-110014

Place : Solan
Date : 30th September, 2014