

## HTL LIMITED

**Registered Office: GST Road, Guindy, Chennai - 600 032**

CIN: U93090TN1960PLC004355

Email: [coo@htlchennai.com](mailto:coo@htlchennai.com) Website: [www.htlchennai.com](http://www.htlchennai.com)

Phone: 044-22501020 Fax: 044-22500341

### NOTICE

Notice is hereby given that an Extra Ordinary General Meeting (1/2021) of HTL Limited will be held on **Monday, the 4<sup>th</sup> January 2021 @ 12 Noon** at 8, Commercial Complex, Masjid Moth, Greater Kailash-II, New Delhi-110 048 **or** thru' Video Conferencing over MS Team (Link will be sent by email separately) subject to extension of existing relaxation (which is valid till 31.12.2020) in this regard by the Ministry of Corporate Affairs due to Covid 19 to transact the following business:

#### SPECIAL BUSINESS

**ITEM NO. 1 : Increasing the borrowing powers of the Board and authorization limit to secure the borrowings under Section 180(1)( c) and 180(1)(a) of the Companies Act,2013.**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT in supersession of all the earlier resolutions passed in this regard and subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, the consent of the Shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board), to borrow any sum or sums of money in any manner from time to time at its discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions, Non-Banking Financial Company (NBFC), Firms, Companies, Bodies Corporate, Mutual funds , Trusts, other organizations, institutions or any other persons notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans as defined in explanation to Section 180 (1) (c) of the Companies Act, 2013, obtained or to be obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company its free reserves and securities premium (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding the amount which is Rs.300 Crores (Rupees Three Hundred Crores only) and that the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.



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“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers herein conferred to a Committee constituted by the Board and/or any member of such Committee or Manager or any Director or any other officer of the Company or any other person in accordance with applicable provisions of the Companies Act, 2013 and rules made there under including any statutory amendment(s), modification(s) or re-enactment thereof for the time being in force.”

**ITEM No. 2: Re-appointment & Remuneration of Shri G.S.Naidu, Chief Operating Officer as ‘ Manager’ of the Company.**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

The following Resolution may be passed with or without modifications as Special Resolution:

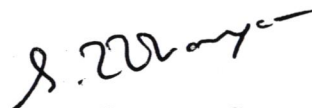
“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 , Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ( “the Act”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of the Central Government, if any and such other approvals as may be necessary, consent of the Company be and is hereby accorded for the re-appointment of Shri G.S.Naidu, Chief Operating Officer as the Manager of the Company w.e.f. 25.6.2020 for a period of one year upon the terms and conditions set out in the explanatory statement annexed to this Notice convening this meeting including remuneration to be paid in the event of loss or inadequacy of profit in any financial year during the period of his tenure.”

Registered Office  
GST Road, Guindy  
Chennai – 600 032.

Place: Chennai  
Date : 03.12.2020



By Order of the Board  
For HTL Limited

  
Company Secretary  
Membership No. ACS 5772

Notes :

**1. Proxy**

- (i) Article 66 of the Articles of Association of the Company provides that a member entitled to attend and vote at a meeting may appoint another person (whether a member or not) as his proxy to attend a meeting and vote on a poll. No member shall appoint



more than one proxy to attend on the same occasion. A proxy shall not be entitled to speak at a meeting or to vote except on a poll. The instrument appointing a proxy shall be in writing and be signed by the appointer or his attorney duly authorised in writing or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it.

- (ii) Article 67 of the Articles of Association of the Company provides that the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Registered Office of the Company not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than 24 hours before the time appointed for taking of the poll and in default the instrument of proxy shall not be treated as valid.

## **2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.**

### **ITEM NO. 1**

Keeping in view the existing and future financial requirements to support the Company's business operations, the Company is in need of additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and / or Financial Institutions and / or any other lending institutions and / or Bodies Corporate and / or such other persons / individuals as may be considered fit, which, together with the money(s) already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in ordinary course of business) may exceed the present limit of Rs.200 Crores. It is proposed to increase the said limit to Rs.300 Crores.

Pursuant to Section 180(1)( c) of the Companies Act, 2013, the prior consent of the Shareholders is required empowering the Board for securing the borrowings for the business operations of the Company.

Hence, the Special Resolution at Item No. 1 of the Notice is being proposed, since the same exceeds the limits provided under Section 180(1)( c) of the Act. The Directors recommend the Special Resolution as set out at Item No.1 of the accompanying Notice, for Shareholders' approval.

None of the Directors or Key Management Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution.

The Members are therefore requested to accord their approval to the above special resolution.

### **ITEM NO. 2**

Shri G.S.Naidu, is a B.E. (Hons.) in Electrical Engineering from Bhopal University of Madhya Pradesh with over 34 years of extensive experience in Manufacturing Business Operations, Green field / Expansion projects. He started his career with M/s.National Aluminium Co.Ltd. in 1985, during project stage having capital outlay of 2.4 billion USD



Aluminium Co.Ltd. in 1985, during project stage having capital outlay of 2.4 billion USD and later joined M/s. Optel Telecommunication Ltd., the pioneer company in the field of Optical Fibre, Optical Fibre cable and Telecom Equipments. During his employment with

M/s.HFCL at Goa Plant and M/s. Sudarshan Telecom (a division of M/s. West Coast Paper Mills Ltd.), he spearheaded the entire business activities of manufacturing of Optical Fibre Cable. He also headed a green field power cable project of M/s. General Cable Energy India Pvt. Ltd. (a unit of the General Cable Corporation, USA) having a capital outlay of 45 Million USD.

He has been appointed as the Chief Operating Officer of the Company w.e.f. 16.6.2015 and designated as the 'Manager' of the Company. He has been re-appointed as 'Manager' of the Company w.e.f. 25.6.2020 for a period of one year with the existing remuneration.

The information required under Schedule V of the Companies Act, 2013 are furnished in the Annexure I, which is forming part of this Explanatory Statement.

The re-appointment of Shri G.S.Naidu, Chief Operating Officer as Manager is for a further period of one year w.e.f.25.6.2020 on the existing terms and conditions, including remuneration and the same has been approved by the Remuneration Committee on 17.1.2020 and by the Board on 9.10.2020. A copy of the remuneration details of Shri G.S.Naidu is enclosed as Annexure – II. The same may be treated as the abstract of the terms of the appointment of the Manager under Section 190 of the Companies Act, 2013.

The details of Manager proposed to be re-appointed pursuant to Secretarial Standards issued by the Institute of Company Secretaries of India are furnished in Annexure- III, which is forming part of this Explanatory Statement.

Shri G.S.Naidu is not employed anywhere other than in HTL Limited.

Shri G.S.Naidu is interested in this Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Members are therefore requested to accord their approval to the above special resolution.

Registered Office  
GST Road, Guindy  
Chennai – 600 032.

Place: Chennai  
Date : 03.12.2020



By Order of the Board  
For HTL Limited

Company Secretary  
Membership No. ACS 5772



## Statement as per Schedule V of the Companies Act, 2013

## Annexure - I

Sl. No.	Details	Information																							
I.	General Information																								
(1)	Nature of Industry	Telecommunications Sector - Manufacturing of Fibre Reinforced Plastic (FRP) Rods, IGFR for Optical Fibre Cables, Optical Fibre Cables (OFC) and Accessories.																							
(2)	Date or expected date of commencement of commercial production	The Company started commercial production of Teleprinters in 1961. On phasing out of the above production, manufacture of telecom equipments / components / accessories had been carried out. Now, manufacturing of Fibre Reinforced Plastic (FRP) Rods, IGFR for Optical Fibre Cables, Optical Fibre Cables(OFC) and Accessories.																							
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable																							
(4)	Financial performance based on given indicators	<table><thead><tr><th rowspan="2">Financial Parameters</th><th colspan="3">Years</th></tr><tr><th>2017-18</th><th>2018-19</th><th>2019-20</th></tr></thead><tbody><tr><td>Turnover</td><td>28233.25</td><td>46854.05</td><td>43056.37</td></tr><tr><td>Net Profit / (Loss)</td><td>1451.39</td><td>4689.89</td><td>3888.77</td></tr><tr><td>Amount of dividend paid</td><td>Nil</td><td>Nil</td><td>Nil</td></tr><tr><td>Rate of dividend paid</td><td>Nil</td><td>Nil</td><td>Nil</td></tr></tbody></table>	Financial Parameters	Years			2017-18	2018-19	2019-20	Turnover	28233.25	46854.05	43056.37	Net Profit / (Loss)	1451.39	4689.89	3888.77	Amount of dividend paid	Nil	Nil	Nil	Rate of dividend paid	Nil	Nil	Nil
Financial Parameters	Years																								
	2017-18	2018-19	2019-20																						
Turnover	28233.25	46854.05	43056.37																						
Net Profit / (Loss)	1451.39	4689.89	3888.77																						
Amount of dividend paid	Nil	Nil	Nil																						
Rate of dividend paid	Nil	Nil	Nil																						
(5)	Export performance and net foreign exchange collaborations	Export Earnings during FY 2019-20 were Rs.1149.12 Lakhs.																							
(6)	Foreign investments or collaborators, if any.	Nil																							
II	Information about the appointee																								
(1)	Background details	Shri G.S.Naidu, is a B.E. (Hons.) in Electrical Engineering from Bhopal University of Madhya Pradesh with over 34 years of extensive experience in Manufacturing Business Operations, Green field / Expansion projects. He started his career with M/s.National Aluminium Co.Ltd. in 1985, during project stage having capital outlay of 2.4 billion USD and later joined M/s. Optel Telecommunication Ltd., the pioneer company in the field of Optical Fibre, Optical Fibre cable and Telecom Equipments. During his employment with M/s.HFCL at Goa Plant and M/s. Sudarshan Telecom ( a division of M/s. West Coast Paper Mills Ltd.) , he spearheaded the entire business activities of manufacturing of Optical Fibre Cable. He also headed a green field power cable project of M/s. General Cable Energy India Pvt.Ltd. ( a unit of the General Cable Corporation , USA)having a capital outlay of 45 Million USD.																							



Annexure - I.

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Annexure - I

Statement as per Schedule V of the Companies Act, 2013

Sl. No.	Details	Information		
		Organisation	Period	Total Amount ( Per annum) (Rs)
(2)	Past remuneration ( during the immediate preceding 3 employments)	HTL Ltd.	25th June 2017 To 24th June 2018	Rs.47,80,390
		HTL Ltd.	25th June 2018 To 24th June 2019	Rs. 53,54,038
		HTL Ltd.	25th June 2019 to 24th June 2020	Rs. 56,21,739
(3)	Recognition or awards	Nil		
(4)	Job Profile and his suitability	He is holding charge of all the operations of the Company viz., Manufacturing, Marketing, Finance and Administration. He is having over 30 years of experience in top level management in reputed Companies , including Telecom Companies.		
(5)	Remuneration proposed	Existing remuneration as approved by the Nomination and Remuneration Committee & Board of Directors in their meeting held on 17.01.2020 is continued, subject to the approval of the Shareholders.  Period From 25.6.2020 to 24.6.2021		
		Item Description		Rs. Per Annum
		Basic Salary		1975680
		House Rent Allowance		1185408
		Special Allowance		374367
		Driver Allowance		211680
		LTA		164580
		Performance Linked Incentive		936957
		Car Maintenance & Fuel etc.		441000
		Contribution to Provident Fund		237082
		Contribution to Gratuity		94985
			<b>TOTAL</b>	<b>5621739</b>



Annexure - I. 6



Annexure - I

Statement as per Schedule V of the Companies Act, 2013

Sl. No.	Details	Information
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person in case of expatriates the relevant details would be w.r.t. the country of his origin)	Shri G.S.Naidu is drawing a CTC of Rs.53.54 Lakhs p.a. in HTL Ltd. as Chief Operating Officer & designated 'Manager' of the Company. He is now re-appointed as 'Manager' w.e.f 25.6.2020 for a period one year with the existing remuneration of Rs. 56.22 Lakhs p.a.. His remuneration is either at par or less than the remuneration drawn by persons of similar qualifications and experience in Telecom Companies.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Shri G.S.Naidu is not related to any of the Directors of the Company.
III	Other information	
(1)	Reasons of loss or inadequate profits.	Not Applicable
(2)	Steps taken or proposed to be taken for improvement.	Not Applicable
(3)	Expected increase in productivity and profits in measurable terms.	Turnover during 2020-21 is expected to be Rs. 600 Crores and there will be increase in the profitability.



Annexure - I.

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Annexure - I

Statement as per Schedule V of the Companies Act, 2013

Sl. No.	Details	Information
<b>IV</b>	<b>Disclosures</b>	
(1)	The shareholders of the company shall be informed of the remuneration package of the managerial person.	Yes. The same is being included in the Notice of their Meeting.
(2)	The following disclosures shall be mentioned in the Board of Directors report under the heading "Corporate Governance", if any attached to the annual report	
(i)	All elements of remuneration package such as salary, benefits, bonuses, stock options, pension et. of all the Directors.	
(ii)	Details of fixed component and performance linked incentives along with the performance criteria;	Yes. The same is included.
(iii)	Service contracts, notice period, severance fees;	
(iv)	Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.	
(3)	Prior approval of Central Government (Department of Corporate Affairs, New Delhi) to be obtained	Not Applicable



Annexure - I.



Remuneration Annexure		
Name: Gilkara Shrinivas Naidu		
Designation: Chief Operating Officer		
Remuneration Details	Last Drawn	Revised
		W.e.f.
		01.05.2020
	(Rs. P.A.)	(Rs. P.A.)
Basic	1975680	1975680
House Rental Allowance	1185408	1185408
Special Allowance	840924	374367
DRIVER CHARGES	211680	211680
CAR MAINT & FUEL ETC	441000	441000
LTA	164580	164580
Fixed Bonus	470400	-
Annual Gross Salary ( A )	52,89,672	43,52,715
Annual Benefit		
PF	237082	237082
GRATUITY	94985	94985
Total Annual Benefits ( B )	3,32,067	3,32,067
Annual Fixed Compensation (AFC) ( A + B )	56,21,739	46,84,782
*Performance Linked Incentive ( PLI @ 20 % ) ( C )	-	9,36,957
Total CTC per annum ( A + B + C )	56,21,739	56,21,739
* PLI component has been introduced \ revised to 20% of AFC & other salary components have been aligned with Compensation Structure. PLI would be paid twice in a year, on the basis of company performance score and \or employee performance score, as applicable across levels.		
Example. For FY 2020-21.		
<ul style="list-style-type: none"> <li>For Q1 (Apr-Jun 2020) &amp; Q2 (Jul-Sep 2020), PLI would be paid in October</li> <li>For Q3 (Oct-Dec 2020) &amp; Q4 (Jan-Mar 2021), PLI would be paid in April 2021.</li> </ul>		
This supersedes all your previous compensation statements.		



## Annexure III

**INFORMATION OF MANAGER PROPOSED TO BE RE-APPOINTED PURSUANT TO SECRETARIAL STANDARDS ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI) AS ON THE DATE OF NOTICE.**

<i>Name of the Manager</i>	<b>G.S.Naidu</b>
<i>PAN</i>	ABRPN4626P
<i>Date of Birth</i>	19.7.1963
<i>Date of first Appointment</i>	25.6.2015
<i>Experience/Expertise in Specific Functional Areas</i>	He is having a rich experience of more than three decades in manufacturing operations, including Optical Fibre Cables and also is having specialized in manufacturing of Optical Fibre Cables.
<i>Qualification(s)</i>	B.E. Hons.
<i>Directorship in other Companies</i>	NIL
<i>Chairmanship/ Membership of Committees (across all public Cos.)</i>	NIL
<i>Shareholding in the Company</i>	NIL
<i>Relationship with other Directors and KMPs of the Company</i>	NIL
<i>No. of Board Meeting held/ Attended during the year 2020</i>	5/5
<i>Last Remuneration drawn (per annum)</i>	Rs. 56,21,751/-
<i>Proposed Remuneration (Per Annum)</i>	Rs. 56,21,751/-

The above statement may be treated as part of Statement annexed under Section 102 of the Companies Act, 2013 for Item No.2 of the Notice for EGM (1/2021).





**HTL LIMITED**

(CIN: U93090TN1960PLC004355)

Regd. Office: GST Road, Guindy, Chennai-600 032.

Email: [coo@htlchennai.com](mailto:coo@htlchennai.com) Website: [www.htlchennai.com](http://www.htlchennai.com)

Phone: 044- 22501020 Fax: 044-22500341.

**ATTENDANCE SLIP****EXTRA ORDINARY GENERAL MEETING (1/2021)**

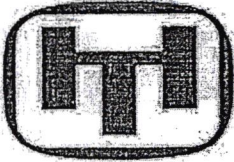
I/We hereby record my/our presence at the Extra Ordinary General Meeting (1/2021) of the Company on **Monday, the 4<sup>th</sup> January 2021 @ 12 Noon** at 8, Commercial Complex, Masjid Moth, Greater Kailash-II, New Delhi-110 048.

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Member's Folio-----  
Member's/ Proxy's Name-----  
Member's / Proxy's Signature

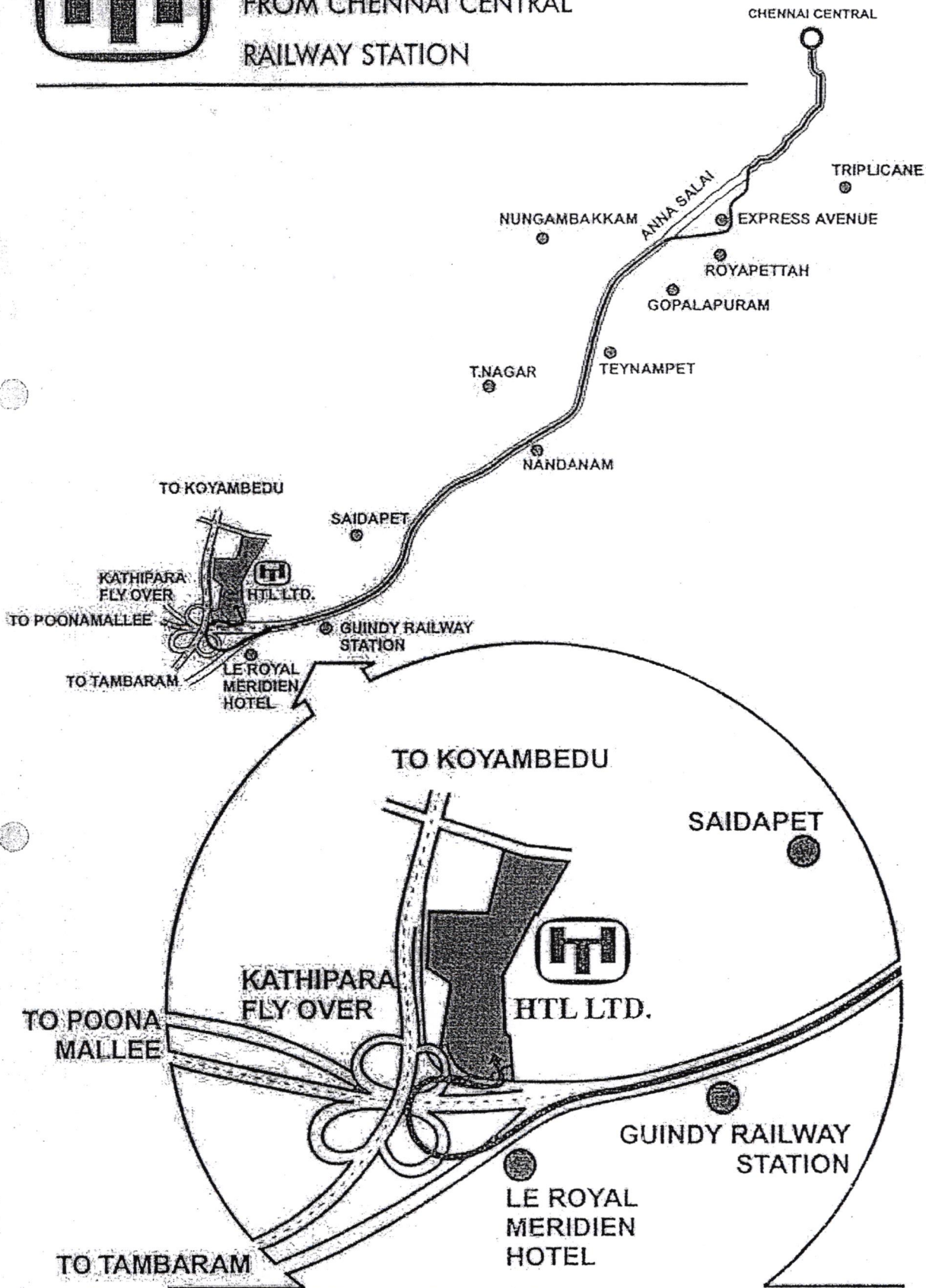
## Note:

1. Please complete the Folio No and name, sign the Attendance Slip and hand it over at the Meeting Hall.
2. Notice of the Extra Ordinary General Meeting (1/2021) along with Attendance Slip and Proxy Form is sent in the permitted mode to all members.





ROUTE MAP TO HTL  
FROM CHENNAI CENTRAL  
RAILWAY STATION





## GUIDELINES TO SHAREHOLDER

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### DISPATCH OF EGM (1/2021) NOTICE & E-VOTING DURING EGM

**The Proposed EGM (1/2021) thru' VC is subject to the extension of existing relaxation (which is valid till 31.12.2020) by Ministry of Corporate Affairs in this regard.**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming EGM (1/2021) will thus be held through video conferencing (VC). Hence, Members can attend and participate in the ensuing EGM through VC over MS Team (Thru' the Link provided in the email).
2. Pursuant to the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014 (as amended) and MCA General Circular No. 17/2020 dated April 13, 2020, the Company is sending Notice of the EGM (1/2021) only through e-mails registered with the Company or with the depository participant/depository.
3. The Members can join the EGM (1/2021) in the VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM (1/2021) through VC will be made available to all Members, Directors, Key Managerial Personnel, Auditors etc.
4. The attendance of the Members attending the EGM (1/2021) through VC will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM (1/2021). However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or body corporate can attend the EGM through VC and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM (1/2021) has been uploaded on the website of the Company at [www.htlchennai.com](http://www.htlchennai.com).



## GUIDELINES TO SHAREHOLDER

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### DISPATCH OF EGM (1/2021) NOTICE & E-VOTING DURING EGM

**The Proposed EGM (1/2021) thru' VC is subject to the extension of existing relaxation (which is valid till 31.12.2020) by Ministry of Corporate Affairs in this regard.**

7. The EGM has been convened through VC in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of e-voting to its Members in respect of the business to be transacted at the EGM, details of which are as follows: -
- (i) Shareholders shall be able to cast their vote on all business items mentioned the EGM Notice during the meeting only, on order of Poll by the Chairman of the Meeting.
  - (ii) For this purpose, the Company is providing a designated e-mail address as follows, the Members can convey their votes, when a poll is required to be taken during the Meeting on any resolution, at such designated e-mail address: -

**Designated E-Mail Address for casting votes by Members: -**  
**snarayanan@htlchennai.com.**

- (iii) During the Meeting held through VC facility, where a poll on any item is required, the Members shall cast their vote on the resolutions only by sending e-mails through e-mail addresses, which are registered with the Company. The said e-mails shall only be sent to the designated e-mail address circulated by the Company.

**For any query/ grievance related to attending EGM through VC/OAVM or e-voting, please contact to the following person: -**

**Company:**

**Name: S.Narayanan**  
**Telephone/Mobile No. 7010456750**

**E-mail: snarayanan@htlchennai.com**

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**HTL LIMITED****PROXY FORM**

(CIN: U93090TN1960PLC004355)

Regd.Office: GST Road, Guindy, Chennai – 600032. (Tamil Nadu)

Email: [coo@htlchennai.com](mailto:coo@htlchennai.com) Website: [www.htlchennai.com](http://www.htlchennai.com)

Phone: 044-22501020 Fax : 044-22500341.

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member (s):	
Registered Address :	
E-mail Id :	
Folio No :	DP-ID / Client-ID*

\*Applicable for investors holding shares in electronic form.

I/We being the member(s) holding \_\_\_\_\_ shares of HTL Ltd., of Rs.100/- each hereby appoint:

- (1) Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-Mail Id \_\_\_\_\_ Signature \_\_\_\_\_ or failing him:
- (2) Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-Mail Id \_\_\_\_\_ Signature \_\_\_\_\_ or failing him:
- (3) Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-Mail Id \_\_\_\_\_ Signature \_\_\_\_\_.

And whose signature(s) are appended in Proxy Form as my / our proxy to attend and vote (on a poll) for me / us and my / our behalf at the Extra Ordinary General Meeting (1/2020) of the Company, to be held on Monday, the 4<sup>th</sup> January 2021 at 12 Noon at GST Road, Guindy, Chennai – 600 032 (Tamil Nadu) / thru' Video Conferencing over MS Team and at any adjournment thereof in respect of such resolutions as are indicated below;

\*\*I wish my above Proxy to vote in the manner as indicated in the Box below:

Resolution No.	Resolutions	Optional	
		For	Against
<b>Special Business</b>			
1.	Increasing the borrowing powers of the Board and authorization limit to secure the borrowings under Section 180(1) ( c ) and 180(1)(a) of the Companies Act,2013.		
2.	Re-appointment & Remuneration of Shri G.S.Naidu, Chief Operating Officer as Manager of the Company:		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.



Affix  
Revenue  
Stamp

Signature of Shareholder \_\_\_\_\_

Signature of Proxy Holder (s) \_\_\_\_\_

**Notes:** (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 (Forty-Eight) hours before the commencement of the Meeting.

(2) A Proxy need not be a Member of the Company.

(3) For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Extra Ordinary General Meeting (1/2021).

(4) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

\*\* (5) This is only optional. Please put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

(6) Appointing a Proxy does not prevent a Member from attending the Meeting in person if he so wishes.

(7) Please complete all details including details of member(s) in above box before submission.

