

## 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 the Fifty Ninth Annual General Meeting of HTL Limited will be held on **Friday, the 7<sup>th</sup> August 2020 at 12 Noon** at the Registered Office of the Company at GST Road, Guindy, Chennai – 600 032 / thru' Video Conferencing over MS Team (link will be sent by email separately) to transact the following business:

#### AS ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2020 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of **Dr.R.M.Kastia** (holding DIN 00053059) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
3. To appoint a Director in place of **Shri K.C.Jani** (holding DIN 02535299) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
4. To appoint Auditors for a period of 5 years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 64<sup>th</sup> Annual General Meeting and to fix their remuneration. M/s. Oswal Sunil & Co, Chartered Accountants (Firm Regn. No.016520N), as the Auditors of the Company are eligible for appointment.

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

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions of the Companies Act, 2013 (as amended or re-enacted from time to time) read with the Companies (Audit and Auditors) Rules 2014, M/s. Oswal Sunil & Co., Chartered Accountants (Firm Regn. No. 016520N) be and are hereby appointed as the Statutory Auditors of the Company to hold office for a period of 5 Years from the conclusion of this Annual General Meeting till the conclusion of the 64<sup>th</sup> Annual General Meeting at such remuneration as shall be fixed by the Board of Directors of the Company,"

#### SPECIAL BUSINESS

5. To consider and approve the Re-appointment & Remuneration of Shri G.S.Naidu, Chief Operating Officer as Manager of the Company:

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. 25.6.2019 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 : 09.07.2020

By Order of the Board  
For HTL Limited

  
**S.NARAYANAN**  
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: 5 Re-appointment & Remuneration of Shri G.S.Naidu, Chief Operating Officer as Manager:**

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.



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 w.e.f. 25.6.2015. He has been re-appointed as 'Manager' of the Company w.e.f. 25.6.2019.

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.25.6.2019 on the terms and conditions, including remuneration and the same has been approved by the Remuneration Committee and the Board on 17.1.2020.. A copy of the letter of revised remuneration issued to Shri G.S.Naidu is enclosed as Annexure – II. The same may be treated as the abstract of the terms and conditions 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.

**3. INFORMATION OF DIRECTORS RETIRING BY ROTATION AND PROPOSED TO BE RE-APPOINTED IN 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 Director</i>	<b>Dr.R.M.Kastia</b>	<b>Shri K.C.Jani</b>
<i>DIN</i>	00053059	02535299
<i>Date of Birth</i>	10.10.1941	18.01.1954
<i>Date of first Appointment</i>	31.12.2002	29.10.2015
<i>Experience/Expertise in Specific Functional Areas</i>	He is having more than five decades of rich experience and of which more than two decades of rich experience in Telecom Industry in senior positions.	He is ex- Executive Director of IDBI. He looked after all functions of the Management, mainly Operations, Finance and HR. He is also a visiting faculty in leading Business Schools.
<i>Qualification(s)</i>	PG & Phd. In Chemistry, FBIM London.	B.E., MBA.
<i>Directorship in other Companies</i>	HFCL Ltd.	National Housing Bank Everready .Industries India Ltd. TFS Business Advisors India Private Ltd.

<i>Chairmanship/ Membership of Committees (across all public Cos.)</i>	Member in Stakeholders' Relationship Committee of HFCL Ltd.	NIL
<i>Shareholding in the Company</i>	NIL	NIL
<i>Relationship with other Directors and KMPs of the Company</i>	NIL	NIL
<i>No. of Board Meetings held / Attended in the year 2019</i>	4/5	4/5
<i>Last Remuneration drawn</i>	Sitting Fee of Rs.2,500/- per meeting attended.	Sitting Fee of Rs.2,500/- per meeting attended.

Registered Office  
GST Road, Guindy  
Chennai – 600 032.

Place: Chennai  
Date : 09.07.2020

By Order of the Board  
For HTL Limited



**S.NARAYANAN**  
Company Secretary  
Membership No. ACS 5772

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

## Annexure - I

Sl. No.	Details	Information																	
<b>I.</b>	<b>General Information</b>																		
(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> <tr> <th rowspan="2">Financial Parameters</th><th colspan="2">Years</th></tr> <tr> <th>2016-17</th><th>2017-18</th></tr> <tr> <td>Turnover</td><td>20144.07</td><td>28233.25</td></tr> <tr> <td>Net Profit / (Loss)</td><td>193.28</td><td>1451.39</td></tr> <tr> <td>Amount of dividend paid</td><td>Nil</td><td>Nil</td></tr> <tr> <td>Rate of dividend paid</td><td>Nil</td><td>Nil</td></tr> </table>	Financial Parameters	Years		2016-17	2017-18	Turnover	20144.07	28233.25	Net Profit / (Loss)	193.28	1451.39	Amount of dividend paid	Nil	Nil	Rate of dividend paid	Nil	Nil
Financial Parameters	Years																		
	2016-17	2017-18																	
Turnover	20144.07	28233.25																	
Net Profit / (Loss)	193.28	1451.39																	
Amount of dividend paid	Nil	Nil																	
Rate of dividend paid	Nil	Nil																	
(5)	Export performance and net foreign exchange collaborations	Export Earnings during FY 2018-19 were Rs.876.41 Lakhs.																	
(6)	Foreign investments or collaborators, if any.	Nil																	
<b>II</b>	<b>Information about the appointee</b>																		
(1)	Background details	Shri G.S.Naidu, is a B.E. (Hons.) in Electrical Engineering from Bhopal University of Madhya Pradesh with over 30 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.



Statement as per Schedule V of the Companies Act, 2013

Annexure - I

Sl. No.	Details	Information		
		Organisation	Period	Total Amount ( Per annum) (Rs)
(2)	Past remuneration ( during the immediate preceding 3 employments)	HTL Ltd.	25th June 2016 To 24th June 2017	Rs.47,80,390
		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
(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	Proposed remuneration as approved by the Nomination and Remuneration Committee & Board of Directors in their meeting held on 17.01.2020 subject to the approval of the Shareholders.		
		Period From 25.6.2019 to 24.6.2020		
		<b>Item Description</b>	<b>Rs. Per Month</b>	<b>Rs. Per Annum</b>
		Basic Salary	164640	1975680
		House Rent Allowance	98784	1185408
		Special Allowance	66740	840924
		Driver Allowance	17640	211680
		LTA	13062	164592
		Car Maintenance & Fuel etc.	35000	441000
		Fixed Bonus		470400
		Contribution to Provident Fund	19757	237082
		Contribution to Gratuity		94985
		<b>TOTAL</b>		<b>5621751</b>

Statement as per Schedule V of the Companies Act, 2013

Annexure - I

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 25.6.2019 for a period one year with the revised 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.
<b>III</b>	<b>Other information</b>	
(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 2019-20 is expected to be Rs. 430 Crores and there will be increase in the profitability.

Statement as per Schedule V of the Companies Act, 2013

Annexure - I

Sl. No.	Details	Information
<b>IV 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




**HTL Ltd.,**

Registered Office : No. 57, GST Road, Guindy, Chennai - 600 032, INDIA.

January 17, 2020

Mr. G.S. Naidu,  
Chief Operating Officer,

Dear Mr. Naidu,

The Management is pleased to revise your CTC with effective April 1, 2019 as detailed below;

Emoluments	Rs. Per annum
Basic Salary	19,75,680
HRA	11,85,408
Special Allowance	8,40,924
LTA	1,64,592
Driver Allowance	2,11,680
Car Maintenance & Fuel etc.,	4,41,000
Fixed Bonus	4,70,400
PF	2,37,082
Gratuity	94,985
<b>Total CTC</b>	<b>56,21,751</b>

All other terms and conditions of your employment will remain unchanged.

We appreciate the efforts put in by you and take this opportunity to thank you for your dedication & commitment towards the Organization. We look forward to your continued good performance and support.

We wish you all the best.

For HTL Limited

Mahendra Nahata  
Chairman

### 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 2019</i>	4/5
<i>Last Remuneration drawn (per annum)</i>	Rs. 53,54,038/-
<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.5 of the 59<sup>th</sup> AGM Notice.

**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****59<sup>TH</sup> ANNUAL GENERAL MEETING  
2020**

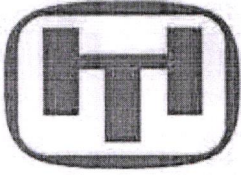
I/We hereby record my/our presence at the 59<sup>th</sup> Annual General Meeting of the Company at GST Road, Guindy, Chennai - 600032 / thru' Video Conferencing over MS Team on Friday, 7<sup>th</sup> August, 2020 at 12 Noon.

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

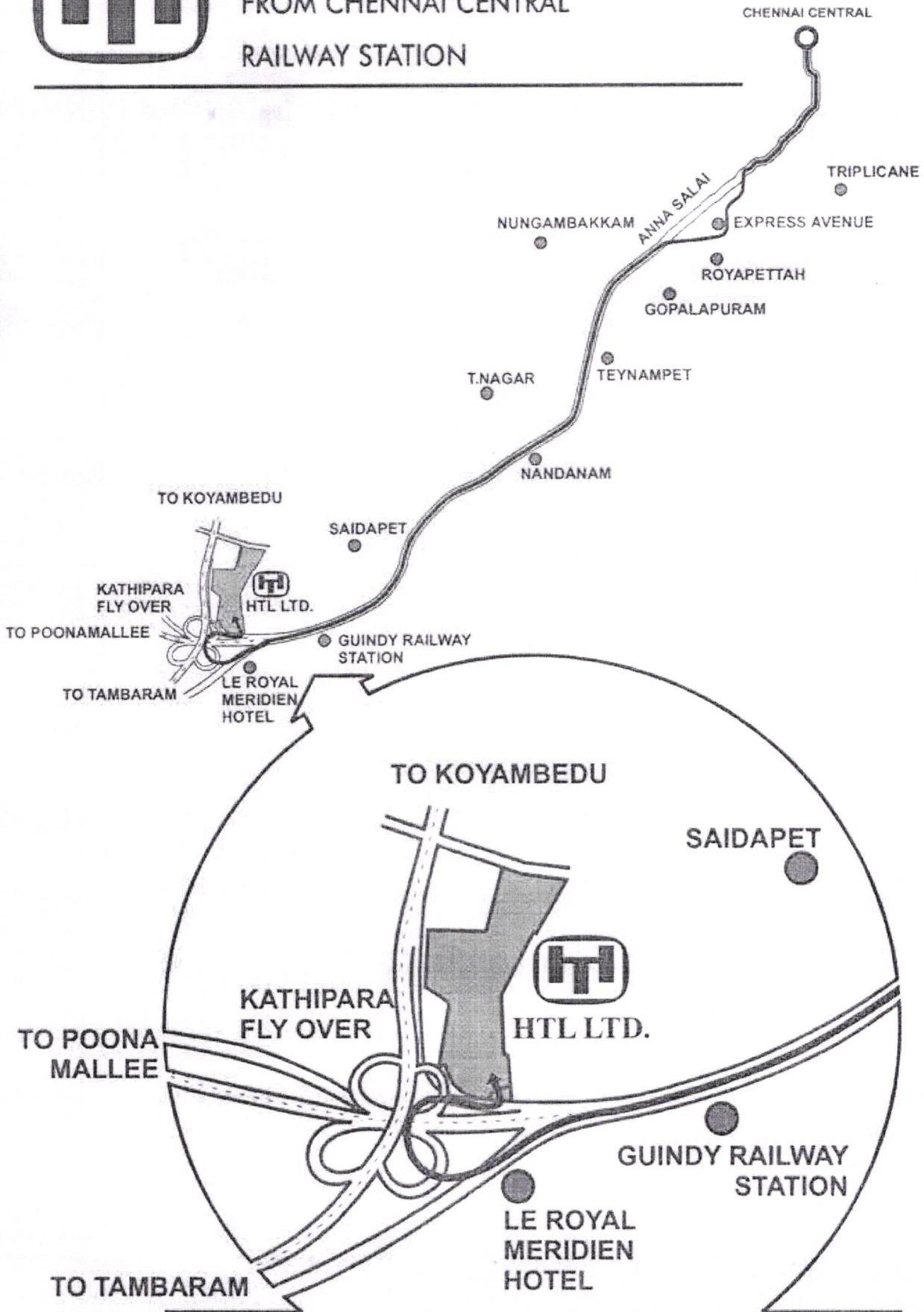
**Note:**

1. Please complete the Folio No and name, sign the Attendance Slip and hand it over at the Meeting Hall.
2. Physical copy of the Annual Report for 2030 and Notice of the Annual General Meeting 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



**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 59<sup>th</sup> Annual General Meeting of the Company, to be held on Friday, 7<sup>th</sup> August, 2020 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>Ordinary Business</b>			
1.	To receive, consider and adopt Audited Financial Statements of the Company for the year ended 31 <sup>st</sup> March, 2020, Reports of the Board of Directors and the Auditors thereon.		
2.	To re-appoint Dr.R.M.Kastia (holding DIN 00053059), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment as a Director.		
3.	To re-appoint Shri K.C.Jani (holding DIN 02535299), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment as a Director.		

4. To appoint M/s. Oswal Sunil & Co, Chartered Accountants (Firm Regn. No.016520N) as Auditors and to fix their remuneration.		
<b>Special Business</b>		
5. To consider and approve the Re-appointment & Remuneration of Shri G.S.Naidu, Chief Operating Officer as Manager of the Company:		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2020.

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 59<sup>th</sup> Annual General Meeting.

(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.



**GUIDELINES TO SHAREHOLDER**  
**DISPATCH OF AGM NOTICE & E-VOTING DURING AGM**

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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 AGM will thus be held through video conferencing (VC). Hence, Members can attend and participate in the ensuing AGM 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 AGM only through e-mails registered with the Company or with the depository participant/ depository.
3. The Members can join the AGM 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 AGM through VC will be made available to all Members, Directors, Key Managerial Personnel, Auditors etc.
4. The attendance of the Members attending the AGM 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 AGM. 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 AGM 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 AGM has been uploaded on the website of the Company at [www.htlchennai.com](http://www.htlchennai.com).
7. The AGM 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.

**GUIDELINES TO SHAREHOLDER**  
**DISPATCH OF AGM NOTICE & E-VOTING DURING AGM**

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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 AGM, details of which are as follows: -

- (i) Shareholders shall be able to cast their vote on all business items mentioned the AGM 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 AGM 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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