

HTL LIMITED

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

CIN: U93090TN1960PLC004355

Email: coo@htllimited.com; Website: www.htllimited.com

Phone: 044-22501020 Fax: 044-22500341

NOTICE

Notice is hereby given that the Sixty First Annual General Meeting of HTL Limited will be held on **Friday, the 29th July, 2022 at 12 Noon** at the Registered Office of the Company at GST Road, Guindy, Chennai – 600 032 thru' Video Conferencing over MS Teams (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 31st March, 2022 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.

AS SPECIAL BUSINESS

3. To consider and approve re-appointment of Shri G.S.Naidu, Chief Operating Officer as 'Manager' of the Company under 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 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 maybe 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.25.6.2021 for a period of one year with the existing remuneration as fixed by the Nomination and Remuneration Committee of the Company in the meeting held on 17.1.2020 amounting to 56,21,739/- p.a., 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 profits in any financial year during the period of his tenure.”

4. To consider and approve appointment of Dr. Tamali Sengupta (DIN: 00358658) as an Independent Woman Director.

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 Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 (the 'Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable provisions, if any, including any modification(s) thereto or re-enactment(s) thereof, for the time being in force,


and on the recommendation of the Nomination and Remuneration Committee, Dr. Tamali Sengupta (DIN: 00358658), who was appointed as an Additional Director (Independent) not liable to retire by rotation by the Board of Directors, pursuant to Section 161(1) of the Act and whose term expires at this Annual General Meeting, be and is hereby appointed as an Independent Woman Director of the Company, whose office shall not be liable to retire by rotation, to hold office for a term of 5 consecutive years w.e.f. 25.04.2022 to 24.04.2027.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Registered Office
GST Road, Guindy
Chennai – 600 032.

Place: Chennai
Date: 16.06.2022

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. DETAILS OF THE DIRECTOR SEEKING RE-APPOINTMENT AND DIRECTOR TO BE APPOINTED AT THE FORTHCOMING ANNUAL GENERAL MEETING 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>	Dr. R.M. Kastia	Dr. Tamali Sengupta
<i>DIN</i>	00053059	00358658
<i>Date of Birth</i>	10.10.1941	27.9.1962
<i>Date of first Appointment</i>	16.10.2001	25.4.2022
<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.	She has more than 3 decades of experience in the legal field and is a specialist in transnational legal transactions in media, real estate development, insurance and infrastructure.

<i>Qualification(s)</i>	PG & Phd. in Chemistry, FBIM London.	Dr. Tamali Sengupta has a Doctorate and Masters in Law from Stanford University, California and a Law Graduate from Delhi University. She has also completed Bachelor of Art in Economics (Honours) from Delhi University.
<i>Directorship in other Companies</i>	HFCL Limited; HFCL Advance Systems Private Limited; Moneta Finance Private Limited; Anupriya Fincap Private Limited; & Cosmic Associates Private Limited.	HFCL Limited; TSG Legal Consulting Private Limited; Aria Hotels and Consultancy Services Private Limited.
<i>Chairmanship/ Membership of Committees (across all public Cos.)</i>	HFCL Limited- Member of Stakeholders' Relationship Committee; Member of Debenture Allotment Committee; & Member of Banking Operation Committee	HFCL Limited- Member of Audit Committee; Member of Stakeholders' Relationship Committee Aria Hotels and Consultancy Services Private Limited- Chairman of Nomination & Remuneration Committee; & Member of Corporate Social Responsibility Committee
<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</i>	4/3	N.A.
<i>Last Remuneration drawn</i>	Sitting Fee of R.2,500/- per meeting attended.	N.A.

3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 3

Shri G.S.Naidu, is a B.E. (Hons.) in Electrical Engineering from Bhopal University of Madhya Pradesh over 3 decades 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. He has been re-appointed as Manager of the Company w.e.f. 25.6.2021 for a period of one year with the existing remuneration as approved by the Nomination and Remuneration Committee of the Company in their meeting held on 17.1.2020.

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. 25.6.2021 on the existing terms and conditions, including remuneration and the same has been approved by the Nomination and Remuneration Committee of the Company in the meeting held on 17.1.2020 and by the Board on 9.10.2021. 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 has been appointed as Nominee Director by HFCL Limited (Holding Company) in Nimpaa Telecommunications Private Limited (an Associate Company of Holding Company) w.e.f. 21.07.2021.

Shri G.S. Naidu along with his relatives, is deemed to be interested in the Resolution set out at Item No. 3 of the accompanying Notice with regard to his re-appointment.

Save and except the above, none of the Directors and Key Managerial Personnel of the Company, and their relatives, is in anyway concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice.

The Board recommends the re-appointment of Shri G.S. Naidu as Manager of the Company as set out in Item No. 3 for the approval by the Members of the Company, by way of Special Resolution.

ITEM NO. 4

In terms of Section 149(10) read with Section 152 of the Companies Act, 2013 ("Act"), an Independent Director shall hold office for a term up to 5 consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in Board's Report.

Accordingly, on the recommendation of the Nomination and Remuneration Committee, the Board of Directors in their meeting held on April 25, 2022, had appointed Dr. Tamali Sengupta (DIN: 00358658) as an Additional Director in the category of Woman Independent Director on the Board of Directors of the Company w.e.f. April 25, 2022, pursuant to the provisions of Section 149 and 161 of the Act.

In terms of the provisions of Section 161(1) of the Act, Dr. Tamali Sengupta (DIN: 00358658) holds office up to the date of ensuing AGM of the Company.

Dr. Tamali Sengupta (DIN: 00358658) has a Doctorate and Masters in Law from Stanford University, California and a Law Graduate from Delhi University. She has also completed Bachelor of Art in Economics (Honours) from Delhi University. She has more than 3 decades of experience in the legal field and is a specialist in transnational legal transactions in media, real estate development, insurance and infrastructure. She is a widely published author and is a Fellow of the Centre of International Legal Studies at Salzburg. She is the Principal of T. Sengupta & Associates a corporate law practice based in New Delhi, which provides advice on corporate law, entertainment law, intellectual property, insurance, project finance, corporate governance, and privatization. She has advised on telecom project for installing a fibre optic link throughout railway network of the Indian Railways and commercializing the service to provide basic telecom services to telecom companies.

Dr. Tamali Sengupta (DIN: 00358658) has also registered her name in the databank for Independent Directors maintained by the Indian Institute of Corporate Affairs (IICA), Manesar (notified under Section 150(1) of the Companies Act, 2013 as the Institute for the creation and maintenance databank of Independent Directors) and paid the requisite fee therefor.

The Company has received a declaration from Dr. Tamali Sengupta (DIN: 00358658) to the effect that she meets the criteria of independence as prescribed under Section 149(6) of the Act and is independent of Management. Dr. Tamali Sengupta (DIN: 00358658) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as Director of the Company.

Dr. Tamali Sengupta (DIN: 00358658) is not debarred from holding office of Director pursuant to any order passed by any authority.

Dr. Tamali Sengupta (DIN: 00358658) does not hold any equity shares in the Company.

The brief profile of Dr. Tamali Sengupta (DIN: 00358658) to be appointed as a Woman Independent Director of the Company is given under the heading "Details of Directors seeking re-appointment and Director to be appointed at the forthcoming Annual General Meeting pursuant to Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India as on the date of the Notice" is furnished elsewhere in the Notice.

This Statement may also be regarded as a disclosure under SS-2 on General Meetings issued by the Institute of Company Secretaries of India.

It is proposed to appoint Dr. Tamali Sengupta (DIN: 00358658) as a Non- Executive Independent Woman Director for one term of 5 (Five) consecutive years w.e.f. April 25, 2022 to April 24, 2027 pursuant to Section 149 and other applicable provisions of the Act and the Rules made thereunder. She will not be liable to retire by rotation.

Dr. Tamali Sengupta (DIN: 00358658) along with her relative, is deemed to be interested in the Resolution set out at Item No. 4 of the accompanying Notice with regard to her appointment.

Save and except the above, none of the Directors and Key Managerial Personnel of the Company, and their relatives, is in anyway concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice.

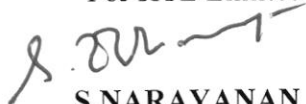
The Board considers that the association of Dr. Tamali Sengupta (DIN: 00358658) would be of immense benefit to the Company and it is desirable to avail her services as an Independent Woman Director.

The Board recommends the appointment of Dr. Tamali Sengupta (DIN: 00358658) as an Independent Woman Director as set out in Item No. 4 for the approval by the Members of the Company, by way of an Ordinary Resolution.

Registered Office
GST Road, Guindy
Chennai – 600 032.

Place: Chennai
Date: 16.06.2022

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

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, Passive Connectivity Solutions and Electrical Wiring Interconnect Solutions.																								
(2)	Date or expected date of commencement of 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 Fibre Reinforced Plastic (FRP) Rods, IGFR for Optical Fibre Cables, Optical Fibre Cables(OFC) and Accessories, Passive Connectivity Solutions and Electrical Wiring Interconnect Solutions																								
(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>Financial Parameters</th><th colspan="2">Years</th></tr> <tr> <th></th><th>1018-19</th><th>1019-20</th></tr> <tr> <th></th><th></th><th>2020-21</th></tr> <tr> <th></th><th></th><th>(Rs. in lakhs)</th></tr> <tr> <td>Turnover</td><td>46854.05</td><td>43056.37</td></tr> <tr> <td>Net Profit / (Loss)</td><td>4689.89</td><td>3888.77</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			1018-19	1019-20			2020-21			(Rs. in lakhs)	Turnover	46854.05	43056.37	Net Profit / (Loss)	4689.89	3888.77	Amount of dividend paid	Nil	Nil	Rate of dividend paid	Nil	Nil
Financial Parameters	Years																									
	1018-19	1019-20																								
		2020-21																								
		(Rs. in lakhs)																								
Turnover	46854.05	43056.37																								
Net Profit / (Loss)	4689.89	3888.77																								
Amount of dividend paid	Nil	Nil																								
Rate of dividend paid	Nil	Nil																								
(5)	Export performance and net foreign exchange collaborations	Export Earnings during FY 2020-21 were Rs. 1215.80/- 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 over Three decades 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.																								

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 2018 to 24th June 2019	Rs.53,54,038
		HTL Ltd.	25th June 2019 To 24th June 2020	Rs. 56,21,739
		HTL Ltd.	25th June 2020 to 24th June 2021	Rs. 56,21,739
		Nil		
(3)	Recognition or awards	He is holding charge of all the operations of the Company viz., Manufacturing, Marketing, Finance and Administration.		
(4)	Job Profile and his suitability	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 25.6.2021 to 24.6.2022		
		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
		TOTAL		5621739

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.56.22 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. 25.6.2021 for a period of 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 2022-23 is expected to be Rs. 1200 Crores and there will be increase in the profitability.

Statement as per Schedule V of the Companies Act, 2013

Sl. No.	Details	Information
IV Disclosures		
(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 II

Remuneration Annexure	
Name: Gilkara Shrinivas Naidu	
Designation: Chief Operating Officer & Designated ' Manager'	
	Amount (Rs.)
Basic	1975680
House Rental Allowance	1185408
Special Allowance	374367
Driver Charges	211680
Car Maintenance & Fuel etc.	441000
LTA	164580
Fixed Bonus	-
Annual Gross Salary (A)	43,52,715
Annual Benefit	
PF	237082
Gratuity	94985
Total Annual Benefits (B)	3,32,067
Annual Fixed Compensation (AFC) (A + B)	46,84,782
*Performance Linked Incentive (PLI @ 20 %) (C)	9,36,957
Total CTC per annum (A + B + C)	56,21,739
<p>* PLI would be paid in two Half Yearly installments in a year, on the basis of company's performance score and \or employee's performance score, as applicable across levels.</p>	

Annexure III

INFORMATION OF MANAGER 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>	Shri G.S. Naidu
<i>PAN</i>	ABRPN4626P
<i>Date of Birth</i>	19.07.1963
<i>Date of first Appointment</i>	25.06.2015
<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>	Nimpaa Telecommunications Private Limited
<i>Chairmanship/ Membership of Committees (across all public Cos.)</i>	HTL Ltd:- Risk Management Committee- Member
<i>Shareholding in the Company</i>	Nil
<i>Relationship with other Directors and KMPs of the Company</i>	Nil
<i>No. of Board Meetings held / Attended</i>	4/4
<i>Last Remuneration drawn</i>	Rs. 56,21,739/-
<i>Proposed Remuneration (per annum)</i>	Rs. 56,21,739/-

The above statement may be treated as part of Statement annexed under Section 102 of the Companies Act, 2013 for Item No. 3 of the AGM Notice.