

## HTL LIMITED

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

CIN: U93090TN1960PLC004355

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

Phone: 044-22501020

### NOTICE

Notice is hereby given that the Sixty Third Annual General Meeting of HTL Limited will be held on **Friday, the 26<sup>th</sup> July, 2024 at 12.30 P.M.** at the Registered Office of the Company at GST Road, Guindy, Chennai – 600 032 and thru' Video Conferencing over MS Teams (link will be provided to the Members on receipt of their request) to transact the following business:

#### AS ORDINARY BUSINESS

##### 1. Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2024 together with the Reports of the Board of Directors and Auditors thereon.

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

**“RESOLVED THAT** the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2024 together with the Reports of the Board of Directors and Auditors thereon be and are hereby received and adopted.”

##### 2. Appointment of Director in place of the retiring Director

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.

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

**“RESOLVED THAT** Dr. R. M. Kastia (holding DIN- 00053059) who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of the Company who shall be liable to retire by rotation under Section 152 of the Companies Act, 2013.”

##### 3. Appointment of Director in place of the retiring Director

To appoint a Director in place of Shri Rajeev Sabherwal (holding DIN- 08420761) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

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

**“RESOLVED THAT** Shri Rajeev Sabherwal (holding DIN- 08420761) who retires by rotation and being eligible, offers himself for re-appointment, be and is

hereby re-appointed as Director of the Company who shall be liable to retire by rotation under Section 152 of the Companies Act, 2013.”

#### **AS SPECIAL BUSINESS**

#### **4. Ratification of the remuneration payable to the Cost Auditors.**

To consider and ratify the remuneration payable to the Cost Auditors.

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

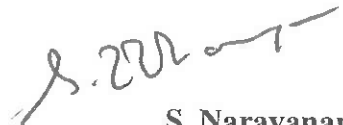
**“RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and as recommended by the Audit Committee and approved by the Board of Directors in their Meeting held on 24<sup>th</sup> July, 2023 the Company hereby ratifies the remuneration amounting to Rs. 75,000/- (Rupees Seventy Five Thousand only) plus applicable taxes & reimbursement of out-of-pocket expenses to be incurred for outstation trip in connection with this Audit, payable to M/s STARP & Associates, Cost Accountants (Firm Registration No. 004143), Chennai, who are appointed as the Cost Auditors to conduct the audit of cost records made and maintained by the company for the products viz., Aramid Reinforced Plastic (ARP) Rods, Fibre Reinforced Plastic (FRP) Rods, HDPE and any other products coming under the purview of Cost Audit for the financial year commencing on 01<sup>st</sup> April, 2023 and ending on 31<sup>st</sup> March, 2024.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and to 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: 14.06.2024

**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 DIRECTORS SEEKING RE-APPOINTMENT 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>	<b>Dr. R.M. Kastia</b>	<b>Shri Rajeev Sabherwal</b>
<i>DIN</i>	00053059	08420761
<i>Date of Birth (Age in Years)</i>	10.10.1941 (82 years)	03.12.1960 (63 years)
<i>Date of first Appointment</i>	16.10.2001	29.08.2022
<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.	He has held prestigious command and staff appointments including serving in the Military Operations Directorate twice. He has in-depth knowledge of emerging operational paradigms and technological transformation. He has been instrumental in paving the future of the Indian Armed Forces towards Net Centric Capabilities and Information Warfare. With an astute understanding and penchant for Operational Communications, he has been instrumental in steering the policy and doctrine formulations in the modern communication battlespace.
<i>Qualification(s)</i>	PG & Phd. in Chemistry, FBIM London.	He is a graduate of Defence Services Staff College, Wellington, Higher Command Course, Mhow and National Defence College, New Delhi. He is a Member of The Institution of Electronics and Telecommunication Engineers.

<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; & HCP Plastene Bulkpack Limited	Nil
<i>Chairmanship/ Membership of Committees (across all public Cos.)</i>	<b>HTL Limited:</b> Chairman of Audit Committee Chairman of Nomination & Remuneration Committee Chairman of Corporate Social Responsibility Committee Chairman of Risk Management Committee  <b>HFCL Limited-</b> Member of Stakeholders' Relationship Committee; Member of Banking Operation Committee	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 during the financial year 2023-24</i>	9/9	9/9
<i>Details of Remuneration sought to be paid</i>	Except, sitting fee for attending the Board and/or Committee meetings, no other remuneration is payable.	Except, sitting fee for attending the Board and/or Committee meetings, no other remuneration is payable.
<i>Last Remuneration drawn</i>	Except, sitting fee for attending meetings of Board and various Committees, amounting to Rs. 2,55,000/- (Rupees Two Lakhs and Fifty Five Thousand only) in aggregate during FY 23-24, no other remuneration was paid.	Except, sitting fee for attending meetings of Board and various Committees, amounting to Rs. 1,35,000/- (Rupees One Lakh and Thirty Five Thousand only) in aggregate during FY 23-24, no other remuneration was paid.
<i>Terms and conditions of re-appointment and Remuneration</i>	As mentioned in the Resolution and Statement. Shareholders may also refer Remuneration Policy which is available on the website of the Company i.e. <a href="http://www.htllimited.com">www.htllimited.com</a>	As mentioned in the Resolution and Statement. Shareholders may also refer Remuneration Policy which is available on the website of the Company i.e. <a href="http://www.htllimited.com">www.htllimited.com</a>

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

#### ITEM NO. 4

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company is required to appoint a Cost Accountant to audit the cost records for applicable

products being manufactured by the Company. Based on the recommendation of the Audit Committee, the Board at its meeting held on July 24, 2023, approved the appointment of M/s STARP & Associates, Cost Accountants (Firm Registration No. 004143) as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company, pertaining to the for the products viz., Aramid Reinforced Plastic (ARP) Rods, Fibre Reinforced Plastic (FRP) Rods, HDPE and any other products coming under the purview of Cost Audit for the financial year commencing on 01<sup>st</sup> April, 2023 and ending on 31<sup>st</sup> March, 2024, at a remuneration of Rs. 75,000/- (Rupees Seventy Five Thousand Only) plus applicable taxes & reimbursement of out-of-pocket expenses to be incurred for outstation trip in connection with this Audit.

In accordance with the provisions of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the remuneration payable to Cost Auditors for the financial year 2023-24 as recommended by the Audit Committee and subsequently approved by the Board of Directors has to be ratified by the Members of the Company by way of an Ordinary Resolution.

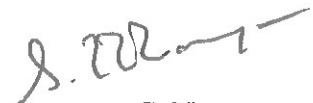
None of the Directors and Key Managerial Personnel of the Company, and their relatives, is in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice.

The Board recommends the ratification of remuneration payable to the Cost Auditors as set out in Item No. 4 for approval by Members of the Company, by way of an Ordinary Resolution.

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

Place: Chennai  
Date: 14.06.2024

**By Order of the Board  
For HTL Limited**



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

<b>ATTENDANCE SLIP</b>
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**HTL LIMITED**

(CIN: U93090TN1960PLC004355)

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

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

Phone: 044- 22501020

**63<sup>RD</sup> ANNUAL GENERAL MEETING 2024**

I/We hereby record my/our presence at the 63<sup>rd</sup> Annual General Meeting of the Company at GST Road, Guindy, Chennai – 600032 / thru' Video Conferencing over MS Teams on Friday, 26<sup>th</sup> July, 2024 at 12.30 P.M.

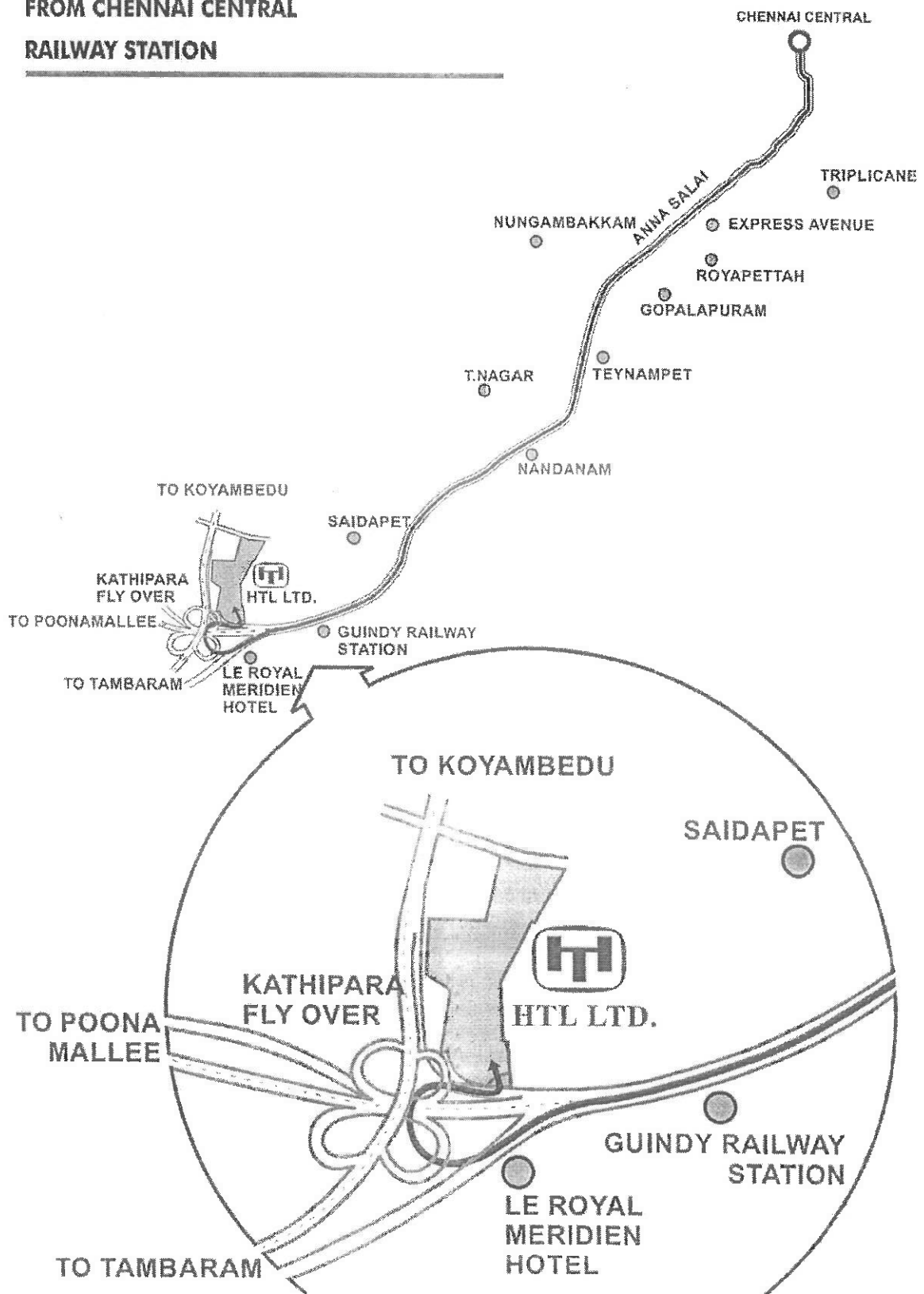
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Member's Folio	Member's/ Proxy's Name	Member's / Proxy's Signature

**Note:**

1. Please complete the Folio No. and name, sign the Attendance Slip and hand over / send it over at the Meeting Hall.
2. Physical copy of the Annual Report for 2024 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**



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

(CIN: U93090TN1960PLC004355)

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

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

Phone: 044-22501020

[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 :	
Client-Id :	
DP-ID :	

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 on my / our behalf at the 63<sup>rd</sup> Annual General Meeting of the Company, to be held on Friday, 26<sup>th</sup> July, 2024 at 12.30 P.M. at GST Road, Guindy, Chennai – 600 032 (Tamil Nadu) / thru' Video Conferencing over MS Teams 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
Ordinary Business			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31 <sup>st</sup> March, 2024 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 Rajeev Sabherwal (holding DIN- 08420761) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.		
<b>Special Business</b>			
4.	To consider and ratify the remuneration payable to the Cost Auditors.		

Signed this ..... day of ..... 2024.

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) A person can act as a proxy on behalf of members not exceeding fifty and holding an aggregate of 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.
- \*\* (4) This is only optional. Please put an '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.
- (5) Appointing a Proxy does not prevent a Member from attending the Meeting in person if he so wishes.
- (6) Please complete all details including details of member(s) in above box before submission.

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**GUIDELINES TO SHAREHOLDERS WHO OPT FOR ATTENDING THE 63<sup>RD</sup>  
AGM THRU' VIDEO CONFERENCING**

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, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 05, 2022, General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023. The forthcoming AGM will thus be held at the Registered Office of the Company at GST Road, Guindy, Chennai – 600 032 and thru' Video Conferencing. Hence, Members who send their requests from their registered email id with the Company for attending this meeting thru' Video Conferencing can attend and participate in the ensuing AGM through VC over MS Teams (Thru' the Link to be provided thru' the registered email).
2. Pursuant to the provisions of Section 101 of the Companies Act, 2013, the Company is sending Notice of the AGM to the address registered with the Company or with the depository participant/ depository.
3. The Members requesting to attend this meeting thru' Video Conferencing 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 the interested 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.

**GUIDELINES TO SHAREHOLDERS WHO OPT FOR ATTENDING THE 63<sup>RD</sup>  
AGM THRU' VIDEO CONFERENCING**

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.htllimited.com](http://www.htllimited.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 and MCA Circular No. 02/2021 dated January 13, 2021, MCA Circular No. 19/2021 dated December 08, 2021, MCA Circular No. 21/2021 dated December 14, 2021, MCA Circular No. 2/2022 dated May 05, 2022, General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023.
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, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022 and September 25, 2023 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 in 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@htllimited.com](mailto:snarayanan@htllimited.com).**

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**GUIDELINES TO SHAREHOLDERS WHO OPT FOR ATTENDING THE 63<sup>RD</sup>  
AGM THRU' VIDEO CONFERENCING**

- (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 the following person:-**

**Company: HTL Limited**

**Name: S.Narayanan**

**E-mail: [snarayanan@htllimited.com](mailto:snarayanan@htllimited.com)**

**Telephone/Mobile No. 7010456750**

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