

HTL LIMITED

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

CIN: U93090TN1960PLC004355

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

Phone: 044-22501020

NOTICE

Notice is hereby given that an Extra Ordinary General Meeting (1/2024) of HTL Limited will be held on **Monday, the 15th April, 2024 @ 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:

SPECIAL BUSINESS

ITEM NO: 1 Borrowing money(ies) for the purpose of business of the Company.

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 in pursuant 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. 500 Crores (Rupees Five Hundred Crores only) and that the Board be and is hereby empowered and authorized 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.

“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 Creation of security on the Company’s land measuring 15.09 acres and buildings thereupon at SIPCOT Industrial Complex, Phase-I, Hosur- 635126, Tamil Nadu in favour of the Lender(s).

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

“RESOLVED THAT in partial modification of the Special Resolution passed by the Members of the Company at the Extra Ordinary General Meeting (2/2018) held on 28th December, 2018 and in pursuant to the provisions of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) 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 Members 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) for creation of charge / mortgage security on the Company’s Land measuring 15.09 acres along with the Buildings thereupon at SIPCOT Industrial Complex, Phase-I, Hosur- 635126, Tamil Nadu in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), issued / to be issued by the Company including deferred sales tax loans availed / to be availed by various Units of the Company, from time to time, subject to the limits approved

under Section 180 (1) (c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s) / Agency(ies) representing various state government and/or other agencies etc. in respect of the said loans / borrowings / debentures / securities and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies), etc.

“RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior / *pari passu* / subservient with / to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle, and execute such documents / deeds / writings / papers / agreements as may be required and 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 or doubt that may arise in regard to creating mortgages / charges as aforesaid on behalf of the Company as may be required and 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), modifications or re-enactment thereof for the time being in force.”

ITEM NO: 3: Re-appointment and payment of remuneration 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**:

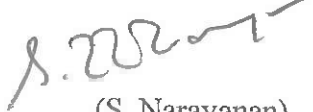
“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act,

2013 ("the Act") (including any statutory modification(s) or re-enactment thereof for the time being in force) and 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. 25.6.2023 for a period of one year as recommended by the Nomination and Remuneration Committee of the Company and approved by the Board of Directors of the Company in their meeting held on 19.12.2023 with the revised remuneration amounting to Rs. 98,65,201/- w.e.f. 1.4.2023, 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."

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

By Order of the Board
For HTL Limited

Place: Chennai
Date: 22.3.2024


(S. Narayanan)
ACS 5772
Company Secretary

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. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent 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.
- (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. Statement pursuant to Section 102 of the Companies Act, 2013.

ITEM NO: 1

In terms of the provisions of Section 180(1)(c) of the Companies Act 2013, the Shareholders of the Company have empowered the Board of Directors to borrow money(ies) for an aggregate amount of Rs. 500 crores with a time limit of 3 years i.e. 2023-24 to 2025-26 by a Special Resolution in their meeting held on 28.7.2023 as per the letter of DoT, GOI (holder of 26% shares in the Company) Ref File No. 5-2/2012-FAC-II dated 27.7.2023.

Subsequently, the DoT, GOI in their letter Ref. No. 5-2/2012-FAC.II(Part) dated 15.3.2024 have accorded their consent for not restricting on the time limit after taking into consideration of the terms of lending by Banks / Financial Institutions as represented by the Company.

The Board of Directors accordingly recommends the resolution set out in Item No. 1 of the accompanying Notice for approval of the Members by a Special Resolution as per Section 180 (1) (c) of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, are in anyway concerned or interested, financially or otherwise in the resolution set out at Item No. 1 of the accompanying Notice.

ITEM NO: 2

In terms of the provisions of Section 180(1)(a) of the Companies Act 2013, the Board of Directors of a Public Company with the consent of the members of the Company by way of a Special Resolution in General Meeting can create mortgages, charges, hypothecations, pledges and other securities in order to secure borrowings, in favour of all or any of the financial institutions/banks/lenders/any other investing agencies or any other person(s) / bodies corporate and trustees for the holders of debentures / bonds / other financial instruments which may be issued to and subscribed by all or any of the financial Institutions / banks / lenders / other investing agencies or any other person(s) / bodies corporate by private placements or otherwise.

Earlier, in pursuant to the provisions of Section 180(1)(a) of the Companies Act 2013, the Shareholders of the Company in their meeting held on 28.12.2018 have empowered the Board of Directors to create security on the Properties of the Company (excluding the Lands measuring 30.99 acres & Buildings thereupon at Thiru-Vi-Ka Industrial Estate (SIDCO), Guindy, Chennai – 600032 and the Land measuring 15.09 acres & Buildings thereupon at SIPCOT Industrial Complex Phase – I at Hosur – 635 126) after taking into consideration of the DoT, GOI's (holding 26% shares in the Company) Office

Memorandum Ref. No. 5-2/2012-Fac-II dated 27.12.2018 issued to their Nominee directing that consent maybe given subject to the resolution by the Board to the effect that the Hosur Land shall not be alienated until the liability towards GOI loan is fully discharged. Further, the Charge on Buildings in the said Land at Hosur cannot be legally created without creating the charge on the Land on which the Buildings are located, the Board in their meeting held on 28.12.2018 passed a resolution to effect this. Accordingly, the Company has not created a charge on the Land measuring 15.09 acres & also on Buildings thereupon.

After taking into consideration of the settlement of dues of DoT, GOI, the DoT, GOI issued their letter Ref No. 5-2/2012-FAC.II(Part) dated 15.3.2024 for creating charge / mortgage on the land measuring 15.09 acres at SIPCOT Industrial Complex, Phase- I, Hosur- 635126 and also there is no legal impediment as such on creation of charge / mortgage of buildings thereupon, the resolution in Item No. 2 of this Notice is proposed.

Further, after taking into consideration of the borrowing limit of Rs. 500 Crores together with temporary loans and other credit facilities obtained / to be obtained from the Company's bankers / lenders in the ordinary course of business may, if necessary, it is now proposed to further empower the Board for creating charge / security by way of mortgage / charge on Land measuring 15.09 acres & Buildings thereupon at SIPCOT Industrial Complex, Phase-I, Hosur- 635126, Tamil Nadu in addition to the existing mortgage / charge / hypothecation / pledge on the Company's assets, present and future (except the Lands measuring 30.99 acres & Buildings thereupon at Thiru-Vi-Ka Industrial Estate (SIDCO), Guindy, Chennai – 600 032, Tamil Nadu) in favour of all or any of the financial institutions / banks / lenders / any other investing agencies and trustees for the holders of debentures / bonds / other financial instruments existing, if any, and / or which may be issued to and subscribed by all or any of the financial institutions / banks / lenders / other investing agencies or any other person(s) / bodies corporate by private placement or otherwise, it is necessary to pass a special resolution by the members of the Company under Section 180 (1) (a) of the Companies Act, 2013 including any statutory amendments(s), modifications(s) or re-enactment(s) thereof, for the time being in force, for creation of mortgage, charges, hypothecation, pledges and / or other securities for an amount not exceeding the limit of Rs. 500 Crores (Rupees Five Hundred Crores) only.

The Board of Directors accordingly recommends the resolution set out in Item No. 2 of the accompanying Notice for approval of the Members by a Special Resolution as per Section 180 (1) (a) of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, are in anyway concerned or interested, financially or otherwise in the resolution set out at Item No. 2 of the accompanying Notice.

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. After joining the services of the Company, he established the manufacturing operations of OFC & OFC Accessories and converted the Net Worth of the Company from negative to positive by consistent improvement in the financial performance of the Company. Subsequently, the Company's operations have been expanded to Wire Harness products for Automotive & Industrial Sectors and Aerospace & Defence Sectors under his able leadership.

Shri G. S. Naidu, Chief Operating Officer of the Company has been designated as the 'Manager' of the Company since 25.6.2015 in the absence of Managing Director as per the provisions of the Companies Act, 2013. Since then he has been re-appointed as the designated 'Manager' in pursuant to Section 2(53) of the Companies Act, 2013 for a period of one year from time to time. He has been re-appointed for a further period of one year w.e.f. 25.6.2023, with the payment of revised remuneration effective from 1.4.2023 during his tenure with the approval of the Board of Directors on the recommendation of the Nomination and Remuneration Committee of the Company in their meeting held on 19.12.2023 subject to the approval of Members in compliance with the provisions of the Companies Act, 2013 as per the terms detailed in the **Annexure- I**.

A copy of the remuneration details of Shri G. S. Naidu is enclosed as **Annexure- I**. The same may be treated as the abstract of the terms of the appointment of the Manager.

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

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 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.

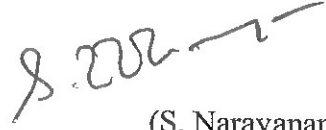
Save and except the above, none of the Directors and Key Managerial Personnel of the Company, and their relatives, is in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice.

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.

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

By Order of the Board
For HTL Limited

Place: Chennai
Date: 22.3.2024


(S. Narayanan)
ACS 5772
Company Secretary

Annexure – I

Remuneration

Name: Gilkara Shrinivas Naidu

Designation: Chief Operating Officer & Designated 'Manager'

	Last Drawn	Revised from 1st April'23
Salary Components	INR	INR
Monthly:		
Basic Salary	2,38,976	2,77,356
HRA @ 50% of Basic	1,43,386	1,66,414
Special Allowance	45,283	63,837
Driver Charges	25,605	27,000
Fuel Reimbursement	53,343	53,343
Monthly Gross Salary	5,06,593	5,87,950
Annual Gross Salary (A)	60,79,116	70,55,400
Annual Benefits		
LTA 8.333%	2,38,880	2,77,345
Company Contribution to PF 12%	3,44,125	3,99,393
Gratuity 4.808%	1,37,880	1,60,023
Total Annual Benefits (B)	7,20,885	8,36,761
Annual Fixed CTC (A + B)	68,00,001	78,92,161
Performance Linked Incentive (PLI @ 25%) (C)	17,00,000	19,73,040
Total CTC per annum (A+B+C)	85,00,001	98,65,201

Long Term Incentive (LTI)

LTI Payable for FY 2023-24	25%	24,66,300/-
LTI Payable for FY 2024-25	35%	34,52,821/-
LTI Payable for FY 2025-26	40%	39,46,080/-
*Total LTI Payable on successful 3 year plan	100%	98,65,201/-

*The LTI Component is payable based on annual evaluation of business performance of the Company.

Statement as per Schedule V of the Companies Act, 2013			Annexure- II		
Sl. No.	Details	Information			
I.	General Information				
(1)	Nature of Industry	Telecommunications Sector - Manufacturing of Optical Fibre Cables (OFC), Cable Reinforcement Solutions, Wire Harness Products for Automotive & Industrial Sectors and for Aerospace & Defence, Passive Connectivity Solutions and Polymer.			
(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 Optical Fibre Cables (OFC), Cable Reinforcement Solutions, Wire Harness Products for Automotive & Industrial Sectors and for Aerospace & Defence, Passive Connectivity Solutions and Polymer.			
(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	Financial Parameters	Years		
			2020-21	2021-22	2022-23 (Rs. in lakhs)
		Turnover	64303.93	101004.70	126441.06
		Net Profit / (Loss)	2850.43	4917.11	6459.52
		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 2022-23 were Rs. 3000.77 Lakhs.			
(6)	Foreign investments or collaborations, 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.			
(2)	Past remuneration (during the immediate preceding 3 employments)	Organisation	Period	Total Remuneration (Amount in Rs.)	
		HTL Ltd.	25th June 2020 to 24th June 2021	56,21,739	
		HTL Ltd.	25th June 2021 to 31st March 2022	43,24,415	
			1st April 2022 to 24th June 2022	16,85,445	
		HTL Ltd.	25th June 2022 to 30th September 2022	16,90,146	
			1st October 2022 to 24th June 2023	79,75,513	

Statement as per Schedule V of the Companies Act, 2013			Annexure- II																								
Sl. No.	Details	Information																									
(3)	Recognition or awards	Nil																									
(4)	Job Profile and his suitability	<p>He is holding charge of all the operations of the Company viz., Manufacturing, Marketing, Finance and Administration.</p> <p>He is having over 3 decades of experience in top level management in reputed Companies, including Telecom Companies.</p> <p>After joining the services of the Company, he established the manufacturing operations of OFC & OFC Accessories and converted the Net Worth of the Company from negative to positive by consistent improvement in the financial performance of the Company. Subsequently, the Company's operations have been expanded to Wire Harness products for Automotive & Industrial Sectors and Aerospace & Defence Sectors under his able leadership.</p>																									
(5)	Remuneration proposed	<p>Remuneration as approved by the Nomination and Remuneration Committee & Board of Directors in their meeting held on 19.12.2023, subject to the approval of the Shareholders.</p> <table><thead><tr><th>Particulars</th><th>Rs. Per Annum w.e.f. 1.4.2023</th></tr></thead><tbody><tr><td>Basic Salary</td><td>33,28,272</td></tr><tr><td>House Rental Allowance</td><td>19,96,968</td></tr><tr><td>Special Allowance</td><td>7,66,044</td></tr><tr><td>Driver Charges</td><td>3,24,000</td></tr><tr><td>Fuel Reimbursement</td><td>6,40,116</td></tr><tr><td>LTA</td><td>2,77,345</td></tr><tr><td>Annual Benefits:</td><td></td></tr><tr><td> Provident Fund</td><td>3,99,393</td></tr><tr><td> Gratuity</td><td>1,60,023</td></tr><tr><td>Performance Linked Incentive</td><td>19,73,040</td></tr><tr><td>TOTAL CTC</td><td>98,65,201</td></tr></tbody></table> <p>Additional Benefit: Long Term Incentive Payable for FY 2023-24 (25% of above CTC)- Rs. 24,66,300/-; Long Term Incentive Payable for FY 2024-25 (35% of above CTC)- Rs. 34,52,821/- Long Term Incentive Payable for FY 2025-26 (40% of above CTC)- Rs. 39,46,080/- *Total LTI Payable on successful 3 year plan (100% of above CTC)- Rs. 98,65,201/-</p>	Particulars	Rs. Per Annum w.e.f. 1.4.2023	Basic Salary	33,28,272	House Rental Allowance	19,96,968	Special Allowance	7,66,044	Driver Charges	3,24,000	Fuel Reimbursement	6,40,116	LTA	2,77,345	Annual Benefits:		Provident Fund	3,99,393	Gratuity	1,60,023	Performance Linked Incentive	19,73,040	TOTAL CTC	98,65,201	
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Statement as per Schedule V of the Companies Act, 2013			Annexure- II
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. 85 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. 25.6.2023 for a period of one year with a revised remuneration amounting to Rs. 98,65,201/- p.a. for the period 1.4.2023 to 25.6.2024. 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 2023-24 is expected to be Rs. 1300 Crores and there will be increase in the profitability.	
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 etc. of all the Directors.		
(ii)	Details of fixed component and performance linked incentives along with the performance criteria;	Not Applicable	
(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.		

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 Manager</i>	Shri G. S. Naidu
<i>PAN</i>	ABRPN4626P
<i>Date of Birth (Age in Years)</i>	19.07.1963 (60 years)
<i>Date of first Appointment</i>	25.06.2015
<i>Experience/Expertise in Specific Functional Areas</i>	<p>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.</p> <p>After joining the services of the Company, he established the manufacturing operations of OFC & OFC Accessories and converted the Net Worth of the Company from negative to positive by consistent improvement in the financial performance of the Company. Subsequently, the Company's operations have been expanded to Wire Harness products for Automotive & Industrial Sectors and Aerospace & Defence Sectors under his able leadership.</p>
<i>Qualification(s)</i>	B.E. Hons.
<i>Directorship in other Companies</i>	Nimpaa Telecommunications Private Limited (Nominated by the Holding Company viz., HFCL 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 during the year 2023</i>	8/8
<i>Details of Remuneration sought to be paid</i>	Rs. 98,65,201/- w.e.f. 1.4.2023
<i>Last Remuneration drawn</i>	Rs. 85 Lakhs
<i>Terms and conditions of re-appointment and Remuneration</i>	As mentioned in the Resolutions and Statements. Shareholders may also refer Remuneration Policy which is available on the website of the Company i.e. www.htllimited.com

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 Notice of EGM (1/2024).

ATTENDANCE SLIP

HTL LIMITED

(CIN: U93090TN1960PLC004355)

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

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

Phone: 044- 22501020

EXTRA ORDINARY GENERAL MEETING (1/2024)

I / We hereby record my/our presence at the Extra Ordinary General Meeting (1/2024) of the Company at GST Road, Guindy, Chennai - 600032 thru' Video Conferencing over MS Teams on Monday, 15th April, 2024 at 12 Noon.

Member's Folio

Member's/ Proxy's Name

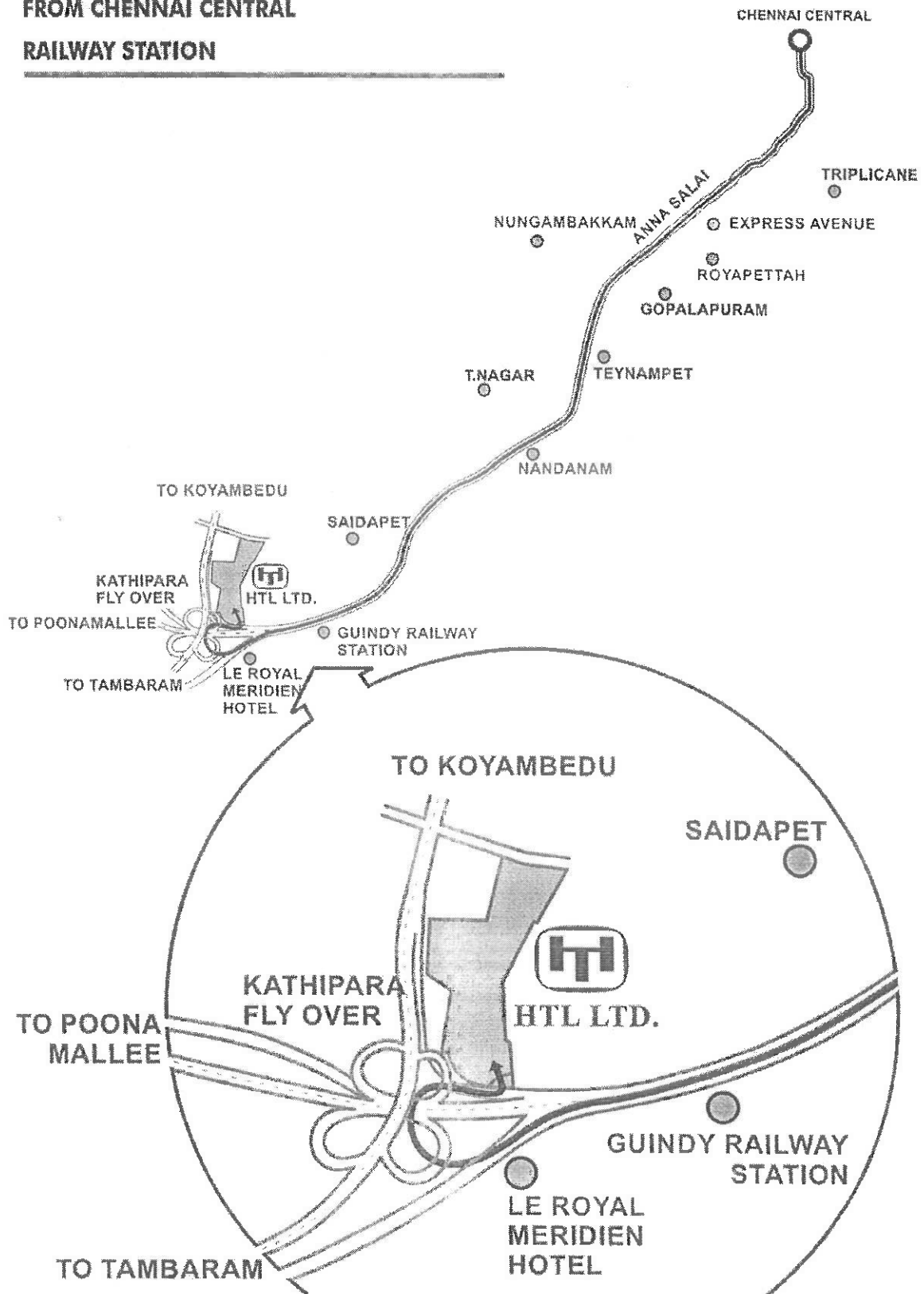
Member's / Proxy's Signature

Note:

1. Please complete the Folio No. and name, sign the Attendance Slip and hand over / send it over to the Venue.
2. Physical copy of the Notice of the Extra Ordinary General Meeting (1/2024) 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 :	
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 (1/2024) of the Company, to be held on Monday, 15th April, 2024 at 12 Noon 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
Special Business			
1.	Borrowing money(ies) for the purpose of business of the Company.		

2.	Creation of security on the Company's land measuring 15.09 acres and buildings thereupon at SIPCOT Industrial Complex, Phase-I, Hosur- 635126, Tamil Nadu in favour of the Lender(s).		
3.	Re-appointment and payment of remuneration of Shri G. S. Naidu, Chief Operating Officer as 'Manager' of the Company under the Companies Act, 2013.		

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 / she so wishes.

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

GUIDELINES TO SHAREHOLDERS WHO OPT FOR ATTENDING THE EGM (1/2024) 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. 9/2023 dated September 25, 2023. The forthcoming EGM (1/2024) will thus be held at the Registered Office of the Company at GST Road, Guindy, Chennai – 600 032 thru' Video Conferencing. Hence, Members can attend and participate in the ensuing EGM (1/2024) 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 EGM (1/2024) to the address registered with the Company or with the depository participant/ depository.
3. The Members can join the EGM (1/2024) 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 (1/2024) through VC will be made available to all the Members, Directors, Key Managerial Personnel, Auditors etc.
4. The attendance of the Members attending the EGM (1/2024) 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 (1/2024). 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 (1/2024) through VC and cast their votes.

**GUIDELINES TO SHAREHOLDERS WHO OPT FOR ATTENDING THE EGM
(1/2024) 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 EGM (1/2024) has been uploaded on the website of the Company at www.htllimited.com.
7. The EGM (1/2024) 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. 9/2023 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 EGM (1/2024), details of which are as follows:-
 - (i) Shareholders shall be able to cast their vote on all business items mentioned in the EGM (1/2024) 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

**GUIDELINES TO SHAREHOLDERS WHO OPT FOR ATTENDING THE EGM
(1/2024) 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 EGM (1/2024) through VC/OAVM or e-voting, please contact to the following person:-

Company: HTL Limited

Name: S.Narayanan

E-mail: snarayanan@htllimited.com

Telephone/Mobile No. 7010456750
