



HFCL Limited

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New Delhi - 110048, India

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Web : www.hfcl.com

Email : secretarial@hfcl.com

HFCL/SEC/25-26

March 16, 2026

The BSE Ltd.

1st Floor, New Trading Wing, Rotunda Building
Phiroze Jeejeebhoy Towers, Dalal Street, Fort
Mumbai – 400001

corp.relations@bseindia.com

Security Code No.: 500183

The National Stock Exchange of India Ltd.

Exchange Plaza, 5th Floor, C – 1, Block G
Bandra – Kurla Complex, Bandra (E)
Mumbai – 400051

cmlist@nse.co.in

Security Code No.: HFCL

RE: Disclosure under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Subject: Voting Results and Scrutinizer's Report of the Postal Ballot.

Dear Sir(s)/ Madam,

In continuation of our letter dated February 11, 2026, regarding “**Notice of Postal Ballot and details of remote e-Voting**” and in compliance with Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the Voting Results of the resolution as set out in the Postal Ballot Notice, duly passed by the shareholders through the remote e-Voting process with the requisite majority in the format specified by the SEBI.

We also hereby submit the Scrutinizer's Report dated March 16, 2026, on remote e-Voting, pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended.

The same shall also be available on the website of the Company at <https://www.hfcl.com/> and on the website of National Securities Depositories Limited (“NSDL”), the agency providing remote e-Voting facility at <https://www.evoting.nsdl.com/>.

You are requested to take the above information on records and upload the same on your respective websites.

Thanking you,

Yours faithfully,

For HFCL Limited

(Manoj Baid)

President & Company Secretary

Encl.: As above



**SCRUTINIZER'S REPORT
FOR HFCL LIMITED**

(Pursuant to Section 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended)

To,

The Chairman,
HFCL Limited
(CIN: L64200HP1987PLC007466)
8, Electronics Complex, Chambaghat, Solan
Himachal Pradesh- 173213, India

Subject: Scrutinizer's Report on remote e-Voting of Postal Ballot conducted pursuant to sections 108 and 110 of the Companies Act, 2013 ("Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended read with General Circulars Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and the latest one being General Circular No. 03/2025 dated 22nd September, 2025, issued by the Ministry of Corporate Affairs ("MCA Circulars")

Dear Sir,

1. I, Baldev Singh Kashtwal, Practising Company Secretary (holding Membership No. FCS 3616, Certificate of Practice No. 3169 and Peer Review Certificate Number 7700/2026) having office at 106, 1st Floor, Madhuban Tower, A-1, V. S. Block, Shakarpur Crossing, Delhi-110092, was appointed as a Scrutinizer for the remote e-Voting process of the postal ballot as mentioned under Rule 20(4)(ix) and Rule 22(5) of the Companies (Management and Administration) Rules, 2014, as amended ("**Rules**") pursuant to the resolution passed by the Board of Directors ("**Board**") of HFCL Limited ("**Company**") at their meeting held on February 03, 2026, for the purpose of scrutinizing the remote e-Voting process in respect of item contained in the notice of postal ballot dated February 03, 2026, ("**Postal Ballot Notice**") in a fair and transparent manner and to ascertain the requisite majority on the postal ballot through electronic means carried out as per the provisions of the Companies Act, 2013, read with the General Circulars Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and the latest one being General Circular No. 03/2025 dated 22nd September, 2025, issued by the Ministry of Corporate Affairs ("**MCA Circulars**").
2. The Company has engaged National Securities Depository Limited ("**NSDL**") as the Service Provider for extending the facility of remote e-Voting to the shareholders of the Company. The Service Provider provided a system for recording the votes of the shareholders electronically on the item mentioned in the Postal Ballot Notice. To ensure accessibility, the Company made the details of the business transaction available on both its own website and NSDL's platform, enabling shareholders to participate in remote e-Voting seamlessly.
3. As on the February 06, 2026, ("**Cut-off date**") there were **8,45,831** shareholders of the Company. The Postal Ballot Notice was sent on February 11, 2026, through email to **8,09,255** shareholders, whose email addresses were registered with the Company/Registrar & Share Transfer Agent ("**RTA**")/Depository Participants ("**DP**") on February 06, 2026.



4. In compliance with the MCA circulars, this Postal Ballot Notice was sent through electronic mode to the members whose names appeared on the Register of Members/List of Beneficial Owners as received from both the Depositories viz. National Securities Depository Ltd. and Central Depository Services (India) Ltd. ("CDSL") as on the Cut-off date and who had registered their email addresses with the Company and/or with the RTA. Further, in compliance with the requirements of the MCA Circulars, physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope were not sent to the shareholders for this Postal Ballot.
5. In order to facilitate those members who had not yet registered their e-mail address, a proper procedure was laid down for the shareholders, to get their email address registered with the RTA/NSDL/CDSL so that they could also participate in the remote e-Voting extended by the Company.
6. The Company also uploaded the Postal Ballot Notice together with the explanatory statement on its website viz. www.hfcl.com.
7. The Company and the RTA has complied with, all the necessary formalities specified under the Companies Act, 2013, read with rules made thereunder, and the MCA circulars issued in this regard.
8. The Postal Ballot Notice sent through email contained the detailed procedure to be followed by the shareholders of the Company, who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014, (as amended).
9. Pursuant to Rule 20(4)(v), Rule 22(3) of Companies (Management and Administration) Rules, 2014, as amended read with the MCA Circulars and the Securities and Exchange Board of Limited (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations"), the Company published an advertisement on Thursday, February 12, 2026, in the Indian Express, Delhi and Chandigarh – editions (English Newspaper), Divya Himachal, Shimla - edition (Hindi Newspaper) and Jansatta, Chandigarh edition (Hindi Newspaper). The Postal Ballot Notice published in the newspapers carried the required information as specified in Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014.
10. The Cut-off date for the purpose of identifying the shareholders who were entitled to vote on the resolution placed for the approval of the shareholders was February 06, 2026.
11. The remote e-Voting period commenced on **Saturday, 14th February, 2026 (9.00 A.M. IST)** and ended on **Sunday, 15th March, 2026 (5.00 P.M. IST)** (inclusive of both days) ["remote e-voting period"].
12. At the end of the remote e-Voting period on March 15, 2026 at 5.00 P.M. the voting portal of the service provider was blocked forthwith.



13. Particulars of all Votes cast by electronic mode have been entered in the register separately maintained for the purpose in electronic mode.

Responsibility of the Management

The Management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and the rules made thereunder, relating to the postal ballot and voting by electronic means for the resolution stated in the Postal Ballot Notice dated February 03, 2026.

Responsibility as a Scrutinizer

My responsibility as a scrutinizer for the remote e-Voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" and "against" the resolution set out in the Postal Ballot Notice dated February 03, 2026, based on the reports generated from the remote e-Voting system provided by NSDL, the authorised agency engaged by the Company for providing remote e-Voting facility, in a fair and transparent manner.

As a Scrutinizer, the report of the remote e-Voting carried by the shareholders was duly complied.

The result of remote e-Voting is as under:-

Item No. 1

Special Resolution: Appointment of Mr. Anil Narendra Shah (DIN: 01844485) as a Non-Executive Independent Director of the Company for the first term.

Particulars	No. of Members who cast their votes	No. of Equity Shares of the Nominal Value of Re.1/- each. (No. of Votes)	%age of Valid Votes Received
Total Votes received by electronic mode (remote e-Voting)	1,331	71,14,62,053	
Total Number of Invalid Votes	0	0	
Abstained from remote e-Voting	0	0	
Total Number of Valid Votes	1,331	71,14,62,053	100.00 %
Total Number of Votes against the resolution	89	26,19,806	0.37 %
Total Number of Votes in favour of Resolution	1,242	70,88,42,247	99.63 %

Note : Two shareholders holding 2,88,568 shares have voted only for 78,143 shares.

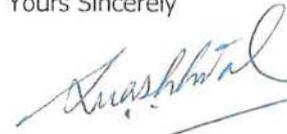


The special resolution contained in the notice dated February 03, 2026, has been passed on the last date of remote e-Voting period i.e. March 15, 2026, with the requisite majority.

I hereby confirm that I am maintaining the registers received from the Service Provider electronically in respect of the votes cast through remote e- Voting by the shareholders of the Company. I have completed the formalities of remote e-Voting process. You may declare the results accordingly. I have handed over all the relevant records to Mr. Manoj Baid, President and Company Secretary of the Company for safe keeping.

Thanking you

Yours Sincerely



CS BALDEV SINGH KASHTWAL
PRACTISING COMPANY SECRETARY
SCRUTINIZER

C. P. NO. 3169

ICSI - UDIN : F003616G004073253

ICSI - Peer Review Certificate Number : 7700/2026

ICSI - Unique Identification Number : I1999DE144000

Date : March 16, 2026

Place : Delhi

Countersigned by:

For **HFCL Limited**



Manoj Baid

President and Company Secretary

FCS-5834

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General information about company

Scrip code	500183
NSE Symbol	HFCL
MSEI Symbol	NOTLISTED
ISIN	INE548A01028
Name of the company	HFCL LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	15-03-2026
Start time of the meeting	
End time of the meeting	

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Scrutinizer Details

Name of the Scrutinizer	BALDEV SINGH KASHTWAL
Firms Name	NA
Qualification	CS
Membership Number	3616
Date of Board Meeting in which appointed	03-02-2026
Date of Issuance of Report to the company	16-03-2026

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Voting results

Record date	06-02-2026
Total number of shareholders on record date	845831
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	1
Disclosure of notes on voting results	Add Notes

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Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Anil Narendra Shah (DIN: 01844485), as a Non-Executive Independent Director of the Company for first term				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	433044594	433044094	99.9999	433044094	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		433044594	433044094	99.9999	433044094	0	100.0000
Public- Institutions	E-Voting	236934769	193008477	81.4606	193008477	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		236934769	193008477	81.4606	193008477	0	100.0000
Public- Non Institutions	E-Voting	860208000	85409482	9.9289	82789676	2619806	96.9327	3.0673
	Poll							
	Postal Ballot (if applicable)							
	Total		860208000	85409482	9.9289	82789676	2619806	96.9327
Total		1530187363	711462053	46.4951	708842247	2619806	99.6318	0.3682
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	