



HFCL Limited

8, Commercial Complex, Masjid Moth, Greater Kailash - II,
New Delhi - 110048, India

Tel : (+91 11) 3520 9400, 3520 9500 Fax : (+91 11) 3520 9525

Web : www.hfcl.com

Email : secretarial@hfcl.com

HFCL/SEC/26-27

April 24, 2026

BSE Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001 E-mail: corp.relations@bseindia.com Security Code No.: 500183	National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor, C - 1, Block G Bandra - Kurla Complex, Bandra (E), Mumbai - 400051 E-mail: takeover@nse.co.in Security Code No.: HFCL
---	---

Re: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Subject: - Proceedings of the Extra-Ordinary General Meeting of the Members of HFCL Limited held on April 24, 2026.

Dear Sir(s)/ Madam,

We wish to inform you that the Extra-Ordinary General Meeting ("**EGM**") of the members of HFCL Limited was held today, i.e., on Friday, April 24, 2026 at 01:00 p.m. (IST) through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**"). The business item set out in the Notice of EGM dated March 25, 2026 were duly transacted at the Meeting.

In compliance with Regulation 30 read with Para A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026, the Proceedings of the EGM are enclosed herewith.

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
Membership No.: - FCS-5834

Encl.:- Proceedings of the EGM

PROCEEDINGS OF THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF HFCL LIMITED

Date, Time and Venue of the Meeting:

The Extra-Ordinary General Meeting (“EGM”) of the equity shareholders of **HFCL Limited** was held on **Friday, April 24, 2026 at 01:00 p.m. (IST)** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).

The EGM was conducted through VC/OAVM, without the physical presence of the members at a common venue, in due compliance with the applicable provisions of the Companies Act, 2013 (the “Act”), the Rules made thereunder read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 21/2021 dated December 14, 2021, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024, dated September 19, 2024 and 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter referred to as **the “Circulars”**).

The deemed venue for the EGM was HFCL’s registered Office located at 8, Electronics Complex, Chambaghat, Solan-173213, Himachal Pradesh.

Directors Present:

(Through VC-Remotely)

1. Mr. Mahendra Nahata, Managing Director and Chairman of the CSR Committee and the Risk Management Committee.
2. Mr. Ajai Kumar, Independent Director and Chairman of the Audit Committee and the Nomination, Remuneration & Compensation Committee, and the member of the CSR Committee.
3. Mr. Anil Narendra Shah, Independent Director and the member of the Audit Committee, and the Risk Management Committee.
4. Ms. Bela Banerjee, Independent Director, member of the Audit Committee, the Stakeholders’ Relationship Committee and the Nomination, Remuneration & Compensation Committee.
5. Mr. Arvind Kharabanda, Non-Executive Director, and Chairman of the Stakeholders’ Relationship Committee, member of the Audit Committee, the Nomination, Remuneration & Compensation Committee and the Risk Management Committee
6. Dr. (Mr.) Ranjeet Mal Kastia, Non-Executive Director and member of the Stakeholders’ Relationship Committee and the CSR Committee.

Others

(Through VC-Remotely):

1. Mr. Vijay Raj Jain, Chief Financial Officer
2. Mr. Manoj Baid, President & Company Secretary
3. Mr. Sunil Bhansali, Senior Partner of M/s Oswal Sunil & Company, Statutory Auditors
4. Mr. J.S.P. Bansal, Senior Partner of M/s S. Bhandari & Co. LLP, Statutory Auditors
5. Mr. Baldev Singh Kashtwal, Secretarial Auditor and Scrutinizer.

Number of members attended the meeting: 64

Welcome Address & Introduction:

Mr. Manoj Baid, President & Company Secretary extended a warm welcome to the shareholders and introduced Board Members and Senior Management persons present at the Meeting.

Chairperson of the EGM:

As per Article 14.5 of the Articles of Association of the Company, Ms. Bela Banerjee proposed and Mr. Anil Narendra Shah seconded to elect Mr. Mahendra Nahata, Managing Director as the Chairman of the EGM. Thereafter Mr. Mahendra Nahata presided over the meeting.

Attendance & Quorum:

Mr. Manoj Baid, President & Company Secretary, confirmed the presence of the Statutory Auditors and their representatives and the Secretarial Auditor of the Company, in compliance with the provisions of the Companies Act, 2013 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India (ICSI).

Attention of the members was drawn to the documents, which were kept open and accessible to any person having right to attend the Meeting.

Mr. Manoj Baid, President & Company Secretary, thereafter, announced the number of members present and confirmed the presence of requisite quorum as per Section 103 of the Companies Act, 2013.

The Chairman, thereafter, called the meeting to order.

Guidelines for attending the EGM:

Mr. Manoj Baid, President & Company Secretary, highlighted certain points regarding convening and attending the EGM through electronic mode in compliance of the Circulars.

E-Voting:

Mr. Manoj Baid, President & Company Secretary further informed the members that in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had, through the services of National Securities Depository Limited (NSDL), provided remote e-Voting and e-Voting facility during the EGM to all its members to cast votes electronically on all the resolutions set forth in the Notice.

The remote e-Voting period had commenced on Tuesday, April 21, 2026 at 09:00 a.m. and ended on Thursday, April 23, 2026 at 05:00 p.m.

Further, the facility for voting through electronic mode was also made available to the members who were present at the EGM through VC/OAVM and had not cast their votes electronically through remote e-Voting. Mr. Manoj Baid informed that e-Voting during the EGM on NSDL platform shall be disabled 30 minutes after the closure of EGM by the Chairman of the Meeting.

Scrutinizer:

Mr. Manoj Baid, President & Company Secretary further informed that the Board of Directors had appointed Mr. Baldev Singh Kashtwal, Practising Company Secretary, as the Scrutinizer for the purpose of scrutinizing the remote e-Voting process and e-Voting during the EGM, in a fair and transparent manner.

Voting Results & Consolidated Scrutinizer's Report:

The Company Secretary informed the members that the combined results of remote e-Voting and e-Voting during the EGM along with the Consolidated Scrutinizer's Report thereon, would be announced in compliance with applicable provisions, latest by April 28, 2026 and shall be disseminated to the stock exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and uploaded on the website of NSDL and also on the website of the Company.

Brief details of item deliberated at the Meeting:

The Company Secretary read the item of the Special Business, which was transacted at the EGM, as detailed below:

S. No.	Subject of Resolution	Type of Resolution
Special Business		
1.	Issue of Securities on a Preferential Basis	Special Resolution

Managing Director's Address:

Mr. Mahendra Nahata, Managing Director, then, addressed the members and provided a brief background on the proposed resolution.

Queries/ Views of the Shareholders:

Mr. Manoj Baid, President & Company Secretary informed that 12 (Twelve) Shareholders had registered themselves as Speaker Shareholders at the EGM.

Mr. Manoj Baid, President & Company Secretary, thereafter, invited the members to express their views and / or ask questions or queries, if any, pertaining to the business of the Company. The queries raised were suitably answered by Mr. Mahendra Nahata, Managing Director of the Company.

Order for e-Voting by the Chairman:

The Chairman ordered e-Voting on NSDL platform, by the shareholders who had not cast their votes through remote e-Voting.

Thereafter, the Chairman thanked the members and concluded the EGM.

The members then cast their votes through the e-Voting during the EGM on the business item as stated in the Notice of EGM, which remained opened for 30 minutes after conclusion of the meeting as declared by the Chairman of the meeting.

Vote of Thanks:

The Company Secretary thanked all the Board members, Auditors, Secretarial Auditor and shareholders for their presence and support for the smooth conduct of the EGM.

The EGM concluded at 01:46 p.m.

For HFCL Limited

(Manoj Baid)

President & Company Secretary