



## HFCL Limited

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New Delhi - 110048, India

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HFCL/SEC/26-27

April 24, 2026

<b>The BSE Ltd.</b> 1 <sup>st</sup> Floor, New Trading Wing, Rotunda Building Phiroze Jeejeebhoy Towers, Dalal Street, Fort Mumbai – 400001 <a href="mailto:corp.relations@bseindia.com">corp.relations@bseindia.com</a> <b>Security Code No.: 500183</b>	<b>The National Stock Exchange of India Ltd.</b> Exchange Plaza, 5 <sup>th</sup> Floor, C – 1, Block G Bandra – Kurla Complex, Bandra (E) Mumbai – 400051 <a href="mailto:cmlist@nse.co.in">cmlist@nse.co.in</a> <b>Security Code No.: HFCL</b>
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**RE: Disclosure under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)**

**Subject: Voting Results and Scrutinizer’s Report of the Extra-Ordinary General Meeting (“EGM”) of the members of HFCL Limited held on April 24, 2026.**

Dear Sir(s)/ Madam,

In continuation of our letter dated April 01, 2026, regarding “**Notice of the Extra-Ordinary General Meeting**” and in compliance with Regulation 44(3) of the SEBI Listing Regulations, we hereby submit the Voting Results of the resolution as set out in the Notice of the EGM, duly passed by the shareholders through the remote e-Voting process and e-Voting conducted at the EGM, with the requisite majority, in the format specified by the SEBI.

We also hereby submit the Consolidated Scrutinizer’s Report dated April 24, 2026, on remote e-Voting and e-Voting conducted at the EGM, pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 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/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.:** Voting Results and Consolidated Scrutinizer’s Report of the EGM



**CONSOLIDATED SCRUTINIZER REPORT FOR REMOTE E-VOTING & INSTAPOLL i.e.  
E-VOTING DURING EXTRA-ORDINARY GENERAL MEETING OF HFCL LIMITED**

[Pursuant to Section 108 and other applicable provisions of the Companies Act, 2013 and Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (as amended) read with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

**The Chairman of the Extra-Ordinary General Meeting ("EGM") of  
HFCL Limited**

(CIN: L64200HP1987PLC007466)

8, Electronics Complex, Chambaghat, Solan  
Himachal Pradesh- 173213, India

**Subject: Passing of Resolution through remote e-Voting and Instapoll i.e. e-Voting at EGM electronically by the members during the EGM of HFCL Limited held on Friday, the 24<sup>th</sup> April, 2026 at 01:00 P. M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")**

Dear Sir,

1. I, Baldev Singh Kashtwal, Practising Company Secretary (holding Membership No. FCS 3616 and Certificate of Practice No. 3169) having office at 106, 1<sup>st</sup> Floor, Madhuban Tower, A-1, V. S. Block, Shakarpur Crossing, Delhi-110092, was appointed as the Scrutinizer by the Board of Directors of HFCL Limited (the "**Company**") at its meeting held on March 25, 2026, for the purpose of scrutinizing the process of voting through electronic means i.e. remote e-Voting and Instapoll i.e. e-Voting by the members during the EGM on the resolution contained in the Notice dated March 25, 2026, for the EGM of the members of the Company, held on **Friday, the April 24, 2026, at 01.00 P.M. (IST) through VC/OAVM**, under the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ("**SEBI Listing Regulations**"), the General Circular No. 03/2025 dated September 22, 2025, read with circulars dated September 19, 2024, September 25, 2023, December 28, 2022, December 14, 2021, May 05, 2020, April 13, 2020 and April 08, 2020, issued by the Ministry of Corporate Affairs ("**MCA**") and in accordance with the Circular dated October 03, 2024, read with circulars dated October 07, 2023, January 05, 2023, May 13, 2022, January 15, 2021 and May 12, 2020, issued by the Securities and Exchange Board of India ("**SEBI**") ("**Applicable Circulars**") providing relaxation for the manner in which the EGM shall be held and conducted. The Applicable Circulars provide for relaxation in the manner in which the EGM will be held including the manner of sending the Notice of EGM to the shareholders and the manner of voting at the EGM.
2. The Company engaged National Securities Depository Limited ("**NSDL**") as the Service Provider for extending the facility of remote e-Voting and Insta-poll i.e. e-Voting during the EGM to the shareholders of the Company. The Service Provider provided a system for recording the votes of the shareholders electronically on one (1) resolution mentioned in the EGM Notice dated March 25, 2026. The Company had also uploaded the item of the business to be transacted on the website of its Service Provider to facilitate the shareholders to cast their votes through remote e-Voting and e-Voting during the EGM. The Remote e-Voting facility was kept open from **Tuesday, April 21, 2026 (09:00 A.M.) to Thursday, April 23, 2026 (05:00 P.M.)**.

The **cut-off date** for the purposes of identifying the shareholders who will be entitled to vote on the resolution placed for the approval of the shareholders was **Friday, April 17, 2026**.



4. As on the cut-off date there were **8,01,668** shareholders of the Company. The Notice was sent on **April 01, 2026**, through email to **7,89,394** shareholders, whose email ids were made available by the two depositories/ RTA/ Depository Participants.
5. Pursuant to the Applicable Circulars, the Notice sent through email contained the detailed procedure to be followed by the shareholders to cast their votes electronically.
6. Pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (as amended from time to time), the Company also released an advertisement, which was published on **Thursday, April 02, 2026**, in the Indian Express, Delhi and Chandigarh (English Newspaper), Divya Himachal, Shimla (Hindi Newspaper) and Jansatta, Chandigarh (Hindi Newspaper) editions. The notice published in the newspaper carried the required information as specified in the Rule 20(4)(v) (a) to (h) of the Companies (Management and Administration) Rules, 2014.
7. Particulars of all votes cast by electronic mode have been entered in the register separately maintained for the purpose in electronic mode.
8. At the EGM of the Company held through VC / OAVM, on **Friday, April 24, 2026** at 01.00 P.M. onwards, after considering sole item of business, the facility to vote electronically i.e. through e-Voting at the EGM, was provided to facilitate those members who were attending the meeting through VC / OAVM but could not participate in the remote e-Voting to record their votes.
9. Thereafter, the remote e-Voting and e-Voting by the members at the EGM, were unblocked by me at around **02.20** p.m. on **April 24, 2026**, on the NSDL e-Voting platform and the voting summary statement was downloaded pursuant to Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 as amended. After unblocking the total votes cast, both through remote e-Voting and e-Voting at the EGM, were consolidated and the final Scrutinizer's Report was prepared and the data of e-Voting was diligently scrutinized and reconciled with the records maintained by the MCS Share Transfer Agent Limited, Registrar and Share Transfer Agent of the Company.

### **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, read with rules made thereunder and the SEBI Listing Regulations, relating to voting including voting by electronic means for the resolution stated in the Notice of the EGM dated March 25, 2026.

### **Responsibility as a Scrutinizer**

My responsibility as a scrutinizer for the e-Voting process is restricted to make a Scrutinizer Report of the votes cast in "**favour**" and "**against**" the resolution set out in the Notice of the EGM dated March 25, 2026, based on the reports generated from the e-Voting system provided by NSDL, the authorised agency engaged by the Company for providing e-Voting facility.

As a Scrutinizer, I ensured that e-Voting and remote e-Voting done by the shareholders was in order and in compliance with the relevant provisions under the Companies Act, 2013 and rules made thereunder.

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



**Special Business:**

**Item No. 1**

**Special Resolution: ISSUE OF SECURITIES ON A PREFERENTIAL BASIS.**

Particulars	No. of Members who cast their votes	No. of Equity Shares of the Nominal Value of Re.1/- each. (No. of Votes)	% of Total Valid Votes Received
Total Votes received by electronic mode (Remote e-Voting)	551	72,94,52,021	--
Total Votes received during the EGM through e-Voting	14	6,65,435	-
Total Number of Invalid Votes	-	-	-
Total Number of Valid Votes	565	73,01,17,456	100.00
Total Number of Votes in favour of the Resolution	497	72,56,46,376	99.39
Total Number of Votes against the resolution	68	44,71,080	0.61
Abstained from Voting	-	-	-

**Therefore, the Special Resolution has been approved with requisite majority.**

The special resolution stand passed under remote e-Voting and e-Voting at the EGM with the requisite majority and, hence, deemed to be passed as on the date of the EGM i.e. on **April 24, 2026**.

I hereby confirm that I am maintaining the soft copy of the registers received from the service provider in respect of the votes cast through remote e- Voting and e-Voting at the EGM by way of electronic means by the members of the Company.

All other relevant records relating to remote e-voting and e-Voting at the EGM shall remain in the safe custody of the scrutinizer and will be handed over to the Company until the Chairman of the Meeting considers, approves and signs the Minutes of the Extra-Ordinary General Meeting.

You may kindly declare the results accordingly.

Thanking you  
Yours Sincerely

  
  
**CS BALDEV SINGH KASHTWAL**  
**PRACTICING COMPANY SECRETARY**  
**SCRUTINIZER**  
**C. P. NO. 3169**

**ICSI –UDIN : F003616H000193036**  
**ICSI- Peer Review Certificate No. : 7700/2026**  
**ICSI- Unique Identification No. : I1999DE144000**

Date : April 24, 2026  
Place : Delhi

Countersigned by:  
For HFCL Limited

  
  
**(Nanoj Baid)**  
**President & 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	EGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	24-04-2026
Start time of the meeting	1:00 PM
End time of the meeting	1:46 PM

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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	25-03-2026
Date of Issuance of Report to the company	24-04-2026

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### Voting results

Record date	17-04-2026
Total number of shareholders on record date	801668
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	0
b) Public	0
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	6
b) Public	58
<b>No. of resolution passed in the meeting</b>	<b>1</b>
Disclosure of notes on voting results	<a href="#">Add Notes</a>

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Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Issue of securities on a preferential basis				
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	100.0000	433044594	0	100.0000	0.0000
	Poll	433044594						
	Postal Ballot (if applicable)							
	<b>Total</b>	433044594	433044594	100.0000	433044594	0	100.0000	0.0000
Public- Institutions	E-Voting		212193892	90.4724	207804029	4389863	97.9312	2.0688
	Poll	234539838						
	Postal Ballot (if applicable)							
	<b>Total</b>	234539838	212193892	90.4724	207804029	4389863	97.9312	2.0688
Public- Non Institutions	E-Voting		84878970	9.8351	84797753	81217	99.9043	0.0957
	Poll	863018031						
	Postal Ballot (if applicable)							
	<b>Total</b>	863018031	84878970	9.8351	84797753	81217	99.9043	0.0957
<b>Total</b>		1530602463	730117456	47.7013	725646376	4471080	99.3876	0.6124
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	



**Disclosure of notes on voting results**

The 3,38,800 equity shares held by the HFCL Employees Trust, which belongs to “Non-Promoters Non-Public” category, have been included under “Public – Non Institutions” category so as to align with the total issued share capital of the Company as reported in the “No. of shares held” column.

