19th November, 2026

To,
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block,
Bandra - Kurla Complex, Bandra (E),
Mumbai - 400051.

SCRIP Code/ISIN	**:**	**HPTL / INE0VA601019**
Subject	**:**	**Notice of Postal Ballot**
Reference	**:**	**Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed herewith a copy of the Postal Ballot Notice seeking approval of Members, through Postal Ballot, by voting through electronic means ('remote e-voting") for the following business:

Item No.	Description of Resolution	Resolution
1.	Increase in Authorized Share Capital and Consequent Alteration to the Capital Clause of Memorandum of Association	Ordinary Resolution
2.	To consider and approve 'HP TELECOM EMPLOYEE STOCK OPTION SCHEME 2026' ("ESOS 2026")	Special Resolution
3.	To extend approval of 'HP Telecom Employee Stock Option Scheme 2026' ("ESOS 2026") to the Employees of its Holding Company(ies), Subsidiary Company(ies) and/ or Associate Company(ies), Group Company(ies) [Present and Future]	Special Resolution
4.	Grant of options to issue securities equal to or exceeding one per cent (1%) but not exceeding five per cent (5%) of the Issued Capital of the Company during any one year to identified employees under 'HP Telecom Employee Stock Option Scheme 2026' ("ESOS 2026")	Special Resolution
5.	Increasing the overall Borrowing Limits under Section 180 of the Companies Act, 2013	Special Resolution

In compliance with the relevant circulars issued by the Ministry of Corporate Affairs, from time to time, and provisions of the SEBI Listing Regulations, as amended, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members/ List of Beneficial Owners received from Depositories and Registrar and Share Transfer Agent of the Company as on the Cut-Off date i.e., **Friday, November 13, 2026.**

The Company has engaged the services of National Securities Depository Limited to provide the remote evoting facility to its members. The remote e-voting will commence on **Saturday, November 21, 2026 at 9:00 a.m. (IST)** and will end on **Sunday, December 20, 2026 at 5:00 p.m. (IST)** after which the e-voting module shall be disabled. The results of postal ballot will be declared by the Company on or before **Tuesday, December 22, 2026**.

This is for your information and records.

The notice is also uploaded on the website of the Company at www.hptil.com.

Thanking you,
Yours faithfully,
For HP TELECOM INDIA LIMITED

Khushboo Satishkumar Modi
Digitally signed by Khushboo Satishkumar Modi
Date: 2026.11.19 10:34:12 +05'30'

KHUSHBOO MODI
Company Secretary and Compliance Officer
ACS No.: 57323

Encl: As above.

HP Telecom India Limited

CIN: L51395GJ2011PLC064616

Registered Office

Plot No. 97, 1st Floor, Om Square, Near Ishwar Farm,
BRTS Canal Road, Bhatar, Althan, Surat – 395017, Gujarat.
Email Id: cs@hvciipl.com
Mob No.: 9327481169
Website: www.hptil.com

Notice of Postal Ballot

[Pursuant to Section 110 of the Companies Act, 2013, read with Section 108 and the Companies (Management and Administration) Rules, 2014; Circulars issued by the Ministry of Corporate Affairs, Government of India and Circulars issued by the Securities and Exchange Board of India ('SEBI')]

Dear Members,

Notice is hereby given that pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 (hereinafter referred to as "the Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as "the Rules") and other applicable provisions of the Act, the Rules, Circulars and Notifications issued thereunder, as amended from time to time (including any statutory modifications or re-enactment thereof, for the time being in force), General Circulars No. 14/2020 dated April 8, 2020; No. 17/2020 dated April 13, 2020; No. 22/2020 dated June 15, 2020; No. 33/2020 dated September 28, 2020; No. 39/2020 dated December 31, 2020; No. 02/2021 dated January 13, 2021; No. 10/2021 dated June 23, 2021; No.20/2021 dated December 8, 2021; No. 3/2022 dated May 5, 2022, No.11/2022 dated December 28, 2022; No. 09/2023 dated September 25, 2023 and No. 09/2024 dated September 19, 2024 and No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (hereinafter referred to as "MCA Circulars") and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time); the resolutions set out below are proposed to be considered and passed by the Members of HP Telecom India Limited (hereinafter referred to as "the Company or HPTL") by Postal Ballot through remote e-voting process.

In accordance with the MCA Circulars and in compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations and as per the guidelines issued by the MCA vide MCA Circulars, the Notice is being sent in electronic mode only to all those members whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, November 13, 2026 ("cut-off date")** received from the Depositories and whose email addresses are registered with the Company or Depository Participant / Depository / Bigshare Services Private Limited, the Company's Registrar & Transfer Agent (hereinafter referred to as "RTA").

The Company has engaged Services of National Securities Depository Limited ("NSDL") to provide remote e-voting facility to all its members to cast their votes electronically, pursuant to Section 108 of the Act read with Rule 20 of the Rules, as amended, and Regulation 44 of the Listing Regulations and aforementioned MCA Circulars. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes to Postal Ballot Notice so as to cast their vote electronically not later than 5:00 PM IST on Sunday, December 20, 2026 (the last day to cast vote electronically).

The physical copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the members for this Postal Ballot, in accordance with the exemptions granted by the aforementioned MCA Circulars. Members are required to communicate their assent or dissent through the remote e-voting system only.

The Explanatory Statement under Section 102(1) of the Act, forming part of the Notice, pertaining to the proposed resolutions setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Notice, for your consideration. Members may note that the Postal Ballot Notice is also available on the Company's website: www.hptil.com. The Postal Ballot Notice will also be available on website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com and on the website of Stock Exchange, i.e., www.nseindia.com.

The Board of Directors has appointed Mr. Bhaveshkumar Arjunkumar Rawal, Company Secretary in Practice (Certificate of Practice No. 10257) as the Scrutinizer for conducting the Postal Ballot through the remote e-voting process in a fair and transparent manner. He has communicated his willingness to be appointed and will be available for the said purpose.

The Scrutinizer will submit his report to the Chairman of the Company, or any person authorised by him, after completion of the scrutiny of the votes cast electronically. The result of the Postal Ballot through remote e-voting process shall be announced on or before Tuesday, December 22, 2026 and the resolutions will be taken as passed, if the results of e-voting indicate that the requisite majority of the Members had assented to the Resolutions. The Scrutinizer's decision on the validity of e-voting shall be final. The voting results along with Scrutinizer's report would be published on the website of the Company i.e., www.hptil.com and will be communicated to the Stock Exchange where the Company's shares are listed i.e., NSE. The voting results along with the Scrutinizer's report will also be posted on the Website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.

SPECIAL BUSINESS:

1. **Increase in Authorized Share Capital and Consequent Alteration to the Capital Clause of Memorandum of Association:**

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 Sections 13, 61 and 64 and all other applicable

provisions of the Companies Act, 2013 (the "Act") read with the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules framed thereunder, if any under the Act (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 Members be and is hereby accorded to increase the Authorized Share Capital of the Company from existing ₹ 12,00,00,000/- (Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crores Twenty Lakhs) equity shares of face value of ₹ 10.00/- (Rupees Ten Only) each to ₹ 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) equity shares of face value of ₹ 10.00/- (Rupees Ten Only) each by creation of additional 30,00,000 (Thirty Lakhs) equity shares of face value of ₹ 10.00/- (Rupees Ten Only) each ranking pari passu in all respect with the existing equity shares of the Company.".

RESOLVED FURTHER THAT pursuant to the provisions of Section 13, and all other applicable provisions, if any, of the Companies Act, 2013, the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by the following new clause "V" —

V. "The Authorised Share Capital of the Company is ₹ 15,00,00,000 (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of ₹ 10.00/- (Rupees Ten Only) each."

RESOLVED FURTHER THAT the equity shares to be allotted shall rank pari passu in all respects with and carry the same rights as the existing fully paid-up equity shares of the Company.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, for the purpose of giving effect to the aforesaid resolution, including but not limited to incorporation of amendment/suggestion/ observation made by Registrar of Companies to extent applicable, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

2. To consider and approve 'HP TELECOM EMPLOYEE STOCK OPTION SCHEME 2026' ("ESOS 2026"):

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 Section 62(1)(b) of the Companies Act, 2013 ("the **Act**") and the Companies (Share Capital and Debentures) Rules, 2014 **("the Rules**") and other applicable provisions, if any, of the Act and the Rules, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**the SEBI SBEB and SE Regulations**"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**the SEBI LODR Regulations**"), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Listing Agreement entered into with the Stock Exchanges where the securities of the Company are listed and any other applicable laws for the time being in force, and in accordance with the provisions of the

Memorandum of Association and Articles of Association of the Company and subject to such other consents, permissions, sanctions and approvals as may be required and subject to such conditions and modifications as may be imposed by any of the authorities while granting such consents, permissions, sanctions and approvals and agreed to and accepted by the Board of Directors of the Company ((hereinafter referred to as the **'Board'** which term shall be deemed to include the Nomination and Remuneration Committee of the Board which the Board has designated as Compensation Committee to exercise its powers, including the powers, conferred by this resolution), consent of the members be and is hereby accorded to introduce, adopt and implement the **'HP Telecom Employee Stock Option Scheme 2026' ("ESOS 2026")**, the salient features of which are detailed in the explanatory statement to this notice and to authorize the Board to create, grant, offer, issue and allot from time to time in one or more tranches, to or for the benefit of eligible Employees and Directors (present or future), whether working in India or outside India and such other persons as may from time to time be determined by the Board to be eligible for the benefit in accordance with the SEBI SBEB and SE Regulations (hereinafter collectively referred to as "**Employee(s**)"), such number of stock options convertible in one or more tranches, into not more than 2,38,294 (Two Lakhs Thirty Eight Thousand Two Hundred Ninety Four) equity shares of the Company of face value of ₹ 10/- (Rupees Ten) each ("**Options**"), on such terms and conditions as the Board may decide under the **ESOS-2026** in accordance with the **SEBI (SBEB and SE) Regulations** and other applicable laws.

RESOLVED FURTHER THAT the **ESOS-2026** may also envisages provisions for providing financial assistance to the eligible Employees to enable them to acquire, purchase or subscribe to the said securities of the Company in accordance with the provisions of the Act and SEBI (SBEB and SE) Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot equity shares directly to the eligible Employees upon exercise of Options from time to time in accordance with the **ESOS-2026** and such equity shares shall rank *pari-passu* in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger, demerger, sale of division, expansion of capital, any other change in capital structure, if any, additional Stock Options of the Company are to be issued to the employees for the purpose of making a fair and reasonable adjustment to the Stock Options issued to them and the above ceiling in terms of number of equity shares shall be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s).

RESOLVED FURTHER THAT in case the equity shares of the Company are either consolidated or sub-divided, then the number of equity shares to be issued by the Company and the price of acquisition payable by the Stock Option grantees under the **ESOS-2026** shall automatically stand increased or reduced, as the case may be, in the same proportion as the present face value of ₹ 10/- (Rupees Ten) per equity share shall bear to the revised face value of the equity shares of the Company after such consolidation or sub-division, without affecting any other rights or obligations of the said grantees and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the Companies Act, SEBI (SBEB and SE) Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

RESOLVED FURTHER THAT without prejudice to the generality of the above the Board, which includes the Compensation/ Nomination and Remuneration Committee is authorised to formulate, evolve, decide upon and implement the **ESOS-2026**, determine the detailed terms and conditions of the aforementioned **ESOS-2026** including but not limited to the quantum of the Options to be granted per Employee, the number of Options to be granted in each tranche, the terms or combination of terms subject to which the said Options are to be granted, the exercise period, the vesting period, the vesting conditions, instances where such Options shall lapse and to grant such number of Options, to such Employees of the Company, at price, at such time and on such terms and conditions as set out in the **ESOS-2026** and as the Board or the Compensation/ Nomination and Remuneration Committee may in its absolute discretion think fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to devise, formulate, modify, change, vary, alter, amend, suspend or terminate the Scheme, subject to compliance with the applicable laws and regulations, in case of any change in applicable laws or as specified by any statutory authority without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT the Board shall take necessary steps for listing of the Equity Shares allotted under the **ESOS-2026** on the Stock Exchanges where the securities of the Company are listed, in accordance with the provisions of the SEBI (SBEB and SE) Regulations, the SEBI LODR Regulations and other applicable laws and regulations and the amendments thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the **ESOS-2026** at any stage including at the time of listing of the equity shares issued herein without requiring the Board to secure any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution and further to delegate any executive / officers powers to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to **ESOS-2026** and to do all other things incidental to and ancillary thereof."

3. **To extend approval of 'HP Telecom Employee Stock Option Scheme 2026' ("ESOS 2026") to the Employees of its Holding Company(ies), Subsidiary Company(ies) and/ or Associate Company(ies), Group Company(ies) [Present and Future]:**

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 Section 62 (1) (b) of the Companies Act, 2013 ("the **Act**") and the Companies (Share Capital and Debentures) Rules, 2014 **("the Rules**") and

other applicable provisions, if any, of the Act and the Rules, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**the SEBI SBEB and SE Regulations**"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**the SEBI LODR Regulations**"), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Listing Agreement entered into with the Stock Exchanges where the securities of the Company are listed and any other applicable laws for the time being in force, and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to such other consents, permissions, sanctions and approvals as may be required and subject to such conditions and modifications as may be imposed by any of the authorities while granting such consents, permissions, sanctions and approvals and agreed to and accepted by the Board of Directors of the Company (hereinafter referred to as "the **Board**" which term shall be deemed to include the Nomination and Remuneration Committee which the Board has designated as Compensation Committee to exercise its powers in relation hereto, including the powers conferred by this Resolution), the consent of the members be and is hereby accorded to extend the benefits of **'HP Telecom Employee Stock Option Scheme 2026' ("ESOS 2026")** proposed in the resolution number 2 above to the eligible Employees and Directors of the Company and/or its Holding Company(ies), subsidiary company(ies), group company(ies), associate company(ies) (present or future) and to such other persons as may from time to time be allowed, under prevailing laws, rules and regulations, and/or amendments thereto from time to time, on such terms and conditions as may be decided by the Board and selected on the basis of criteria prescribed by the Board, at such price or prices in one or more tranches and on such terms and conditions, as may be fixed or determined by the Board in accordance with **ESOS-2026.**

RESOLVED FURTHER THAT for the purpose of creating, offering, issuing, allotting and listing of the equity shares, the Board be authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions in the **ESOS-2026** from time to time or to suspend, withdraw or revive **ESOS-2026** from time to time, provided such variations, modifications, alterations or revisions are not detrimental to the interests of the Employees.

RESOLVED FURTHER THAT the maximum number of Stock Options to be granted to eligible employees of both the Company and Company's holding company(ies), subsidiary company(ies), group company(ies), associate company(ies) (present or future) under the **ESOS-2026** shall not cumulatively exceed such number of stock options convertible in one or more tranches, into not more than 2,38,294 (Two Lakhs Thirty Eight Thousand Two Hundred Ninety Four) equity shares of face value of ₹ 10/- (Rupees Ten) each fully paid up, ranking pari passu with the existing equity shares of the Company for all purposes and in all respects, including payment of dividend.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger, demerger, sale of division, expansion of capital, change in capital structure and others, if any including preferential allotment of shares or qualified institutions placement, additional Stock Options of the Company are to be issued to the employees for the purpose of making a fair and reasonable adjustment to the Stock Options issued to them, the above ceiling in terms of number of equity shares shall be deemed to be increased in proportion to the additional equity shares issued in the aforesaid corporate action(s).

RESOLVED FURTHER THAT in case the equity shares of the Company are either consolidated or sub-divided, then the number of equity shares to be issued by the Company and the price of acquisition payable by the Stock Option grantees under the Scheme shall automatically stand increased or reduced, as the case may be, in the same proportion as the present face value of ₹ 10/- (Rupee Ten) per equity share shall bear to the revised face value of the equity shares of the Company after such consolidation or sub-division, without affecting any other rights or obligations of the said grantees and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the Companies Act, SEBI (SBEB and SE) Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

RESOLVED FURTHER THAT the Board be and is hereby authorized to devise, formulate, modify, change, vary, alter, amend, suspend or terminate the Scheme, subject to compliance with the applicable laws and regulations and in case of any change in applicable laws or as specified by any statutory authority without being required to seek any further consent or approval of the Members of the Company and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and being incidental for effective implementation and administration of the Scheme and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to delegate any executive / officers powers to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to **ESOS-2026** and to do all other things incidental to and ancillary thereof

RESOLVED FURTHER THAT the Board shall take necessary steps for listing of the Equity Shares allotted under the **ESOS-2026** on the Stock Exchanges where the securities of the Company are listed, in accordance with the provisions of the SEBI (SBEB and SE) Regulations, the SEBI LODR Regulations and other applicable laws and regulations and the amendments thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the **ESOS-2026** at any stage including at the time of listing of the equity shares issued herein without requiring the Board to secure any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein to Nomination and Remuneration Committee or such other Committees as constituted from time to time, with power to sub-delegate to any executives or officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc., as may be necessary in this regard."

4. Grant of options to issue securities equal to or exceeding one per cent (1%) but not exceeding five per cent (5%) of the Issued Capital of the Company during any one year to identified employees under 'HP Telecom Employee Stock Option Scheme 2026' ("ESOS 2026"):

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 Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, as amended, the Memorandum and Articles of Association of Association of HP Telecom India Limited (the "Company") and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and notwithstanding ceiling limit for grant of Option during any one year to any eligible employees and Directors of Holding or Subsidiary Company (whether now or hereafter existing, whether incorporated in India or out of India) of the Company not be equal to exceeding one per cent (1%) of the issued capital of the Company (excluding outstanding warrants and conversions), consent of the members be and is hereby accorded for grant of Options to the identified Employees under **"HP TELECOM EMPLOYEE STOCK OPTION SCHEME 2026' ("ESOS 2026")** during any one year, equal to or exceeding one per cent (1%) but not exceeding five per cent (5%) of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of Option in one or more tranches, on such terms and in such manner as stated in **ESOS 2026**."

5. Increasing the overall Borrowing Limits under Section 180 of 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 in supersession of the resolution passed by shareholders of the Company and pursuant to section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, and the provisions of the Memorandum of Association and the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which expression shall be deemed to include any committee constituted by the Board) to borrow any sum or sums of money together with the monies already borrowed by the Company, if any (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) upto the limit which may exceed 100% of aggregate of paid up capital, free reserves and securities premium of the company but shall not exceed ₹ 6,00,00,00,000/- (Rupees Six Hundred Crores Only) at any time, as and when required from any Bank(s) and/ or Financial Institution(s) and/or Foreign lender(s) and/or Company(ies)/ Body corporate(s)and/ or any other entity(ies) and/ or any other lender(s) by whatsoever name(s) it may be called.

RESOLVED FURTHER THAT pursuant to the provisions of Section 180(1)(a) and such other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto as

amended from time to time (including any statutory modifications or re-enactments thereof), and including such other applicable law(s), if any, consent of the members of the company be and is hereby accorded to the Board of Directors or any one of the director acting individually on behalf of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of Bank(s) and/ or Financial Institution(s) and/or Foreign lender(s) and/or Company(ies)/ Body corporate(s) and/ or any other entity(ies) and/ or any other lender(s) to secure the amount borrowed by the Company for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company shall not exceed a sum of ₹ 6,00,00,00,000/- (Rupees Six Hundred Crores Only) at any time, as and when required.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company."

By Order of the Board of Directors
HP TELECOM INDIA LIMITED

Sd/-
KHUSHBOO MODI
Company Secretary & Compliance Officer
ACS: 57323

Date: 04/11/2026

REGISTERED OFFICE:-

Plot No. 97, 1st Floor, Om Square,
Near Ishwar Farm, BRTS Canal Road,
Althan, Surat – 395017, Gujarat.
Email Id: cs@hvciipl.com
Mob No.: 9327481169
Website: www.hptil.com

NOTES:-

1. The relevant Explanatory Statement pursuant to Section 102 and 110 and any other applicable provisions of the Companies Act, 2013 ("Act"), the Rules made thereunder, Listing Regulations and Secretarial Standards on General Meetings (SS-2), setting out material facts, and reasons thereof for the proposed resolutions, forming part of the Notice, is annexed herewith.

2. In accordance with MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to all the Members whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on November 13, 2026 (the "Cut-off date") and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants. Physical copies of the Postal Ballot Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.

3. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at www.hptil.com. The Notice can also be accessed from the websites of the Stock Exchange i.e., National Stock Exchange of India Limited at www.nseindia.com. The Postal Ballot Notice is also disseminated on the National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.

4. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with SEBI circular on e-voting, dated December 9, 2020; SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolutions electronically. The Company has engaged the services of National Securities Depository Limited to provide e-voting facility. Members are requested to carefully read the instructions for e-voting that are provided as part of this Postal Ballot Notice before casting their vote.

5. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the Cut-off date i.e., **November 13, 2026**. Only those Members holding shares either in dematerialized form as on the Cut-off date will be entitled to cast their votes only through remote e-voting. A person who is not a Member as on the Cut-off date should treat this notice for information purpose only.

6. The e-voting period commences on **Saturday, November 21, 2026 (09:00 AM IST**) and ends on **Sunday, December 20, 2026 (5:00 PM IST).** During this period, Members of the Company holding equity shares in dematerialized form, as on the cut-off date i.e., **November 13, 2026,** may cast their vote electronically. The e-voting module shall be disabled for voting after December 20, 2026 (5:00 PM IST). Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it subsequently.

7. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date of e-voting i.e., December 20, 2026.

8. The Scrutinizer will submit her report to the Chairman of the Company, or any person authorised by him, after completion of the scrutiny of the votes cast electronically. The result of the Postal Ballot through remote e-voting process shall be announced on or before Tuesday, December 22, 2026, and the resolutions will be taken as passed, if the results of e-voting indicate that the requisite majority of the Members had assented to the Resolutions.

9. The voting results along with Scrutinizer's report would be published on the website of the Company i.e., www.hptil.com and will be communicated to the Stock Exchange where the Company's shares are listed i.e., NSE. The voting results along with the Scrutinizer's report will also be posted on the Website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.

10. In accordance with the MCA Circulars, Members who have not registered their e-mail addresses so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants by sending an e-mail at evoting@nsdl.co.in to the Company at cs@hvciipl.com.

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

STEP 1: ACCESS TO NSDL E-VOTING SYSTEM

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you

	will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play  
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website

	www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial

password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

STEP 2: CAST YOUR VOTE ELECTRONICALLY ON NSDL E-VOTING SYSTEM.

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

I. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through E-mail to brawal1011@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

II. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

III. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 or send a request to Hardik Thakkar at evoting@nsdl.co.in.

EXPLANATORY STATEMENTS

Explanatory Statement containing material facts pursuant to Section 102(1) of the Companies Act, 2013.

ITEM NO. 1:

At present the Authorized Share Capital of the Company is ₹ 12,00,00,000/- (Rupees Twelve Crores Only) divided into 1,20,00,000 (One Crores Twenty Lakhs) equity shares of ₹ 10.00/- Rupees Ten Only) each, out of which paid up share capital of the Company is ₹ 11,91,47,100/- (Rupees Eleven Crores Ninety One Lakhs Forty Seven Thousand One Hundred Only) divided into 1,19,14,710 (One Crores Nineteen Lakh Fourteen Thousand Seven Hundred and Ten) equity shares of ₹ 10.00/- (Rupees Ten Only) each.

The Board of Directors of the Company in its meeting held on November 04, 2026 have recommended to increase the Authorized share capital, in view of the proposed issuance of ESOP which will result in insufficient authorized capital. Accordingly, the present Authorized Share Capital of the Company shall be required to be increased and board has proposed to increase the same from the present ₹ 12,00,00,000 to ₹ 15,00,00,000 by creation of additional 30,00,000 (Thirty Lakhs) equity shares of ₹ 10.00/- each.

Further, in view of increasing the Authorized Share Capital, it is also required to amend Clause V of the Memorandum of Association to increase the Authorized Share Capital from ₹ 12,00,00,000 (Rupees Twelve Crores Only) to ₹ 15,00,00,000 (Rupees Fifteen Crores Only).

As per the provisions of Sections 13 & 61 of the Companies Act, 2013, approval of the shareholders is required to be accorded for alteration in the Memorandum of Association and for increasing the Authorized Share Capital of the Company by way of passing an Ordinary Resolution.

Accordingly, your Directors recommend the Ordinary Resolution mentioned in item no. 1 for approval of the shareholders.

None of the Directors or Key Managerial Personnel of the Company or their relatives are considered to be interested or concerned in the above resolution.

ITEM NO. 2 AND 3:

Stock Options represent a reward system based on performance. This help companies to attract, retain and motivate the best available talent. Options also provide a company with an opportunity to optimise its personnel costs. This also provides an opportunity to the employees to participate in the growth of the company, besides creating long term wealth in their hands.

Further, as the business environment is becoming increasingly competitive, it is important to attract and retain qualified, talented and competent personnel in the company. Your Company believes in rewarding its Employees including Employees of its Holding Company(ies), Subsidiary Company (ies) and/ or Associate Company(ies), Group Company(ies) [present or

future] for their continuous hard work, dedication and support, which has led and will lead the Company on the growth path.

Keeping in line with the above, **'HP Telecom Employee Stock Option Scheme 2026' ("ESOS 2026")** has been formulated by the Company to be implemented by Nomination & Remuneration Committee in terms of provisions of Companies Act, 2013 and rules made thereunder, Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the requirements of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**the SEBI SBEB and SE Regulations**"), issued by Securities and Exchange Board of India (SEBI) and other applicable laws.

Based on the recommendation of the Nomination and Remuneration Committee of the Board of Directors of the Company (NRC), the Board at their meeting held on November 04, 2026 has approved the **'HP Telecom Employee Stock Option Scheme 2026' ("ESOS 2026") subject to the approval of Members.**

The **ESOS-2026** will be operated and administered under the superintendence of the Company's Board of Directors and Nomination and Remuneration Committee of Board of Directors, the majority of whose members are Independent Directors as per the applicable Act/Regulations.

The Nomination and Remuneration Committee will formulate the detailed terms and conditions of the **ESOS-2026** including:

i. the quantum of options, shares or benefits as the case may be, per employee and in aggregate under a scheme;
ii. the kind of benefits to be granted under this scheme;
iii. the conditions under which options, shares or other benefits as the case may be, may vest in employees and may lapse in case of termination of employment for misconduct;
iv. The schedule for Vesting of the Options granted to Employees;
v. The price at which the Options are to be granted from time to time (which will be the Exercise Price for the options at a future date);
vi. the exercise period within which the employee can exercise the options and that options would lapse on failure to exercise the same within the exercise period;
vii. the specified time period within which the employee shall exercise the vested options or in the event of termination or resignation;
viii. the right of an employee to exercise all the options, as the case may be, vested in him at one time or at various points of time within the exercise period;
ix. the procedure for making a fair and reasonable adjustment to the entitlement including adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others. In this regard, the following shall, inter alia, be taken into consideration by the Board/ committee:
x. the number and price of options shall be adjusted in a manner such that total value to the employee of the options remains the same after the corporate action;
xi. the vesting period and the life of the options shall be left unaltered as far as possible to protect the rights of the employee(s) who is granted such options;

xii. the grant, vesting and exercise of shares, options or in case of employees who are on long leave;

xiii. eligibility to avail benefits under this scheme in case of employees who are on long leave;

xiv. the procedure for funding the exercise of options;

xv. the procedure for buy-back of specified securities issued under relevant regulations, if to be undertaken at any time by the company, and the applicable terms and conditions, including:

i) permissible sources of financing for buy-back;

ii) any minimum financial thresholds to be maintained by the company as per its last financial statements; and

iii) limits upon quantum of specified securities that the company may buy-back in financial year.

For the purpose of this Clause, specified securities means as defined under the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.

xvi. Amend any terms and conditions of any Options granted under the Scheme to the extent it is not inconsistent with the terms of the Scheme and not prejudicial to the interest of the Option Grantee.

The relevant details of the Scheme pursuant to Part C of Schedule I of SEBI (SBEB and SE) Regulations is provided hereunder:

a) Brief Description of the ESOS-2026 scheme:

'HP Telecom Employee Stock Option Scheme 2026' ("ESOS 2026")' has been formulated by the Company and to be implemented by its Board and Nomination & Remuneration Committee in terms of provisions of Companies Act, 2013 and rules made thereunder, Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 issued by Securities and Exchange Board of India (**the "SEBI"**) and other applicable laws. The **ESOS-2026** has been approved by the Board of Directors at their meeting held on November 04, 2026, subject to the approval of the members

The objective of **ESOS-2026** is to reward the eligible Employees of the Company and its Holding Company(ies), Subsidiary Company(ies), Group Company(ies), Associate Company(ies) (present or future).

After vesting of Stock Options, the employees earn a right, but not an obligation, to exercise the vested Stock Options within the exercise period and obtain equity shares of the Company which shall be issued by the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon and other terms and condition of the **ESOS-2026.**

The Company also intends to use this Scheme to attract and retain talents in the organization. The Company views Employee Stock Options as a means that would enable the Employees to get a Share in the value they create for the Company in future.

b) The total number of options to be granted

The total number of Options that may, in the aggregate, be issued would be such number of Options which shall entitle the Option holders to acquire in one or more tranches upto 2,38,294 (Two Lakhs Thirty Eight Thousand Two Hundred Ninety Four) equity shares of ₹ 10/- (Rupees Ten) each (or such other adjusted figure for any bonus, stock splits or consolidations or other re-organisation of the capital structure of the Company as may be applicable from time to time).

In case of any corporate action(s) such as rights issues, bonus issues, buy-back, scheme of arrangement, merger and sale or division, and others, a fair and reasonable adjustment needs to be made to the Options granted. Accordingly, if any additional equity shares are issued by the Company to the Option grantees for making such fair and reasonable adjustment, the above ceiling shares shall be deemed to be increased to the extent of such additional equity shares issued.

An Employee may surrender his/her vested /unvested options at any time during / post his employment with the company. Any employee willing to surrender his/her Options shall communicate the same to the Board of Directors or Committee of the Company in writing.

Vested Options lapsed due to non-exercise, surrender and/or unvested Options that gets cancelled due to resignation or any other separation conditions of Option grantees, surrendered or otherwise, would be available for being re-granted at a future date. The Board/ Committee is authorized to re-grant such lapsed / cancelled / surrendered options as per the provisions of **ESOS-2026**.

c) Identification of classes of employees entitled to participate and be beneficiaries in the ESOS-2026.

Following class / classes of employees are entitled to participate in **ESOS-2026**:

Employee/s as may be determined by the committee of the Board out of the following: -

(i) an employee as designated by the Company, who is exclusively working in India or outside India; or

(ii) a Director of the Company, whether a whole time Director or not, including a non-executive Director who is not a Promoter or member of the Promoter Group, but excluding an independent Director; or

(iii) an employee as defined in sub-clauses (i) or (ii), of a Group Company including Subsidiary or its Associate Company, in India or outside India, or of a Holding Company of the Company, but does not include—

(a) an Employee who is a Promoter or a person belonging to the Promoter group; or

(b) a Director who, either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten per cent of the outstanding equity Shares of the Company;

The class of Employees eligible for participating in the **ESOS-2026** shall be determined on the basis of the grade, length of service, performance record, merit of the Employee, future potential contribution by the Employee, role assigned to the Employee and such other parameters as may

be decided by the Board of Directors/Compensation/ Nomination and Remuneration Committee of the Company in its sole discretion from time to time.

The Options granted to an Employee will not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any other manner.

d) Requirements of vesting and period of vesting

The Stock Options granted to any Employee shall vest within the Vesting Period in the manner as set forth in the Grant letter not earlier than 1 (One) year and not later than 4 (four) years from the date of grant. There shall be a minimum period of one year between the Grant of Stock Options and Vesting of Stock Options as stipulated in the **ESOS-2026**. The vesting may occur in one or more tranches, subject to the terms and conditions of vesting, as stipulated in the **ESOS-2026.**

Following table shall be applicable in case of various scenarios (during employment) for vesting and exercising*:

Sr. No.	Separations	Vested Options	Unvested Options
1	**Resignation**	Subject to the terms and conditions, all Vested Options as on date of submission of resignation may be exercised by the Option Grantee within a period of 90 Days from his last working day with the Company or before the expiry of the Exercise period with the Company, whichever is earlier.	All Unvested Options on the date of submission of resignation shall stand cancelled with effect from that date.
2	**Termination (With cause like fraud, misconduct etc.)**	All Vested Options which were not exercised at the time of such termination shall stand cancelled with effect from the date of such termination.	All Unvested Options on the date of such termination shall stand cancelled with effect from the termination date.
3	**Termination (Without cause)**	All Vested Options which were not exercised at the time of such termination may be exercised by the Option Grantee within a period of 90 Days from his last working day with the Company or before the expiry of the Exercise period, whichever is earlier.	All Unvested Options on the date of such termination shall stand cancelled with effect from the termination date.

4	**Retirement or early Retirement approved by Company**	All the Vested Options as on the date of Retirement shall be exercisable by the Option Grantee within a period of **12 (twelve) months** from the date of Retirement.	Unless otherwise determined by the Committee in accordance with the Company's Policies and provisions of the prevailing Applicable Law, Where the vesting of Unvested Options is subject solely to the passage of time, such Options shall continue to vest on the original vesting dates and shall be exercisable within **12 (twelve) months** from the date of Retirement or the date of Vesting, whichever is later and Where the vesting of Unvested Options is subject to performance of any specific condition, such conditions shall become incapable of being achieved post-retirement, and therefore such Unvested Options shall lapse. All such aforesaid Options upon Vesting can be exercised within a period of **12 (Twelve) months** from the date of Retirement or Vesting, whichever is later.
5	**Death**	All Vested Options, granted under a Scheme to him/her till his/her death shall vest, with effect from the date of his/her death, in the legal heirs or nominees of the deceased Employee, as the case may be and such Options may be exercised by the Option Grantee's nominee or legal heir immediately after, but in no event later than 60 months from the date of Death.	All Unvested Options as on the date of death shall vest immediately and may be exercised by the Option Grantee's nominee or legal heir/s in the manner defined for Vested Options.
6	**Permanent Disability**	All Vested Options, granted to him/her under a Scheme as on the date of permanent incapacitation shall vest in him/her on that day and such Options may be exercised by the Option Grantee or, if the Option Grantee is	All Unvested Options as on the date of such Permanent Disability shall vest immediately and can be exercised by the Option Grantee or, if the Option Grantee is himself unable to exercise due to such incapacity, the nominee or

		himself, unable to exercise due to such disability, the nominee or legal heir, immediately after, but in no event later than 60 months from the date of such disability.	legal heir in the same manner as defined for Vested Options..
7	**Abandonment****	All the Vested Options shall stand cancelled.	All the Unvested Options shall stand cancelled.
8	**Any other reason not specified above**	The Committee or any other Board Committee as duly authorized shall decide whether the Vested Options as on that date can be exercised by the Option Grantee or not, and such decision shall be final.	All Unvested Options on the date of separation shall stand cancelled with effect from that date.

**In case of any regulatory changes warranting any change in vesting schedule/ conditions/exercise period in any of the above separation conditions, the provisions of such change shall apply.*

***The Board/Committee, at its sole discretion shall decide the date of cancellation of Option's and such decision shall be binding on all concerned. Provided that, in accordance with Applicable Law, notwithstanding anything to the contrary contained herein, the Company shall not vary the terms of the* **ESOS-2026** *in any manner which may be detrimental to the interests of the Employees.*

e) Maximum period within which the options shall be vested

The maximum vesting period may extend up to 4 (four) years from the date of respective grant of Options, unless otherwise decided by the Board/ Compensation/ Nomination and Remuneration Committee.

The Nomination and Remuneration Committee, shall have, subject to the applicable law (and subject to a minimum vesting period of 1 year) the right, to vest all or part of the Unvested Options in an accelerated manner from out of the options granted and outstanding to the employees.

f) Exercise price or pricing formula

Exercise Price means the price, payable by an employee for exercising the option granted to such an employee in pursuance of **ESOS-2026.**

The Exercise Price shall be as may be decided by the Committee as is allowed under the Companies Act, and SEBI (SBEB and SE) Regulations, which in any case will not be lower than the face value of the equity Shares of the Company on the date of such grant. Further the Exercise Price can be different for different set of Employees for Options granted on same / different dates.

Payment of the Exercise Price shall be made by a crossed cheque or a demand draft drawn in favor of the Company, or by any other payment methods prevalent in RBI recognized companying channels or in such other manner and subject to such procedures as the Committee may decide.

No amount shall be payable by the Option Grantee at the time of grant. In case any amount paid/payable, if any, by the employee at the time of the grant, vesting or exercise of the options will be forfeited if the employee does not exercise the same within the exercise period.

g) Exercise period and process of exercise

The exercise period shall not be more than 3 (Three) years from the date of respective vesting of Options. The Options granted may be exercised by the grantee at one time or at various points of time within the exercise period as determined by the Nomination and Remuneration Committee from time to time.

The vested Options shall be exercisable by the Employees by a written application (which will include making applications online using any ESOP administration software) to the Company expressing his/ her desire to exercise such Options in such manner and on such format as may be prescribed by the Nomination and Remuneration Committee from time to time. The Options shall lapse if not exercised within the specified exercise period. The Options may also lapse, under certain circumstances even before the expiry of the specified exercise period.

h) Appraisal Process for determining the eligibility of Employees to the ESOS-2026

The appraisal process for determining the eligibility of the Employee(s) will be specified by the Board/ Committee and will be based on criteria such as the grade of Employee, length of service, performance record, merit of the Employee, future potential contribution by the Employee and/or by any such criteria that may be determined by the Nomination and Remuneration Committee.

i) Maximum quantum of benefits to be provided per Employee under the ESOS-2026

The maximum quantum of benefits shall refer to the maximum number of Options that may be granted to each employee, per grant and in aggregate.

No benefit other than grant of Options under **ESOS-2026**, and any consequential issue of equity shares of the Company is contemplated under **ESOS-2026**. Therefore, the maximum quantum of benefits under **ESOS-2026** is the difference between the market value of the equity shares of the Company as on the date of exercise and the exercise price of the Options.

j) Whether ESOS-2026 is to be implemented and administered directly by the Company or through a trust

The **ESOS-2026** will be implemented and administered directly by the Company under the guidance of the Nomination and Remuneration Committee.

k) Whether ESOS-2026 involves new issue of shares by the Company or secondary acquisition by the trust

The **ESOS-2026** will involve only new issue of shares by the Company.

l) The amount of loan to be provided for implementation of the ESOS-2026 by the Company to the trust, its tenure, utilization, repayment terms, etc.

Not Applicable

m) Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the ESOS-2026

Not Applicable

n) Disclosure and accounting policies

The Company shall follow the laws/regulations applicable to accounting and disclosure related to Employee Stock Options, including but not limited to SEBI (SBEB and SE) Regulations as well as section 133 of the Companies Act, the Guidance Note on Accounting for Employee Share-based Payments and/ or any relevant Accounting Standards as may be prescribed by the Regulatory authorities from time to time, including the disclosure requirements prescribed therein.

The Company shall make disclosures to the prospective Option Grantees containing statements of risks, information about the Company and salient features/Scheme document of the **ESOS-2026** in a format as prescribed under **SEBI (SBEB and SE) Regulations, 2021.**

The Company shall disclose details of Grant, Vest, Exercise and lapse of the Employee Stock Options in the Directors' Report or in an annexure thereof as prescribed under **SEBI (SBEB and SE) Regulations** or any other Applicable Laws as in force.

The company shall be free to determine the exercise price subject to conform to the accounting policies specified in regulation 15 of SEBI (SBEB and SE) Regulations, 2021.

o) Method of valuation of Options

The Company will follow IFRS/ IND AS/ any other requirements for accounting of the stock Options as are applicable to the Company for the same.

Since the Company opts for expensing of share based employee benefits using the fair value method, the following statement will not be applicable viz.

In case the Company opts for expensing of share based employee benefits using the intrinsic value intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be

disclosed in the Directors' Report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Directors' Report.

p) Lock-in period, if any

The Shares issued upon exercise of Options shall be freely transferable and shall not be subject to any lock-in period restriction after such exercise. However, the Committee may, in some cases, provide for lock-in of Shares issued upon the exercise of Options, which shall be mentioned in grant letter issued to the Option Grantee.

Provided that the transferability of the Shares shall be subject to the restriction for such period in terms of the Securities Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended from time to time or for such other period as may be stipulated from time to time in terms of Company's Code of Conduct for Prevention of Insider Trading, as and when these regulations applicable to the Company.

q) Terms & conditions for buyback, if any, of specified securities covered under the SEBI (SBEB and SE) Regulations

The procedure and other terms and conditions for buy-back of Options granted, if the Company decides to undertake the buy-back of the Options granted at any time in compliance with applicable laws which shall also include:

i) permissible sources of financing for buy-back;
ii) any minimum financial thresholds to be maintained by the company as per its last financial statements; and
iii) limits upon quantum of specified securities that the company may buy-back in financial year.

For the purpose of this Clause, specified securities means as defined under the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 and as amended from time to time.

r) Rights of the Option holder

The Employee shall not have a right to receive any dividend or to vote or in any manner enjoy the benefits of a shareholder in respect of the Option granted to him, till shares are allotted upon exercise of Option.

s) Consequence of failure to exercise Option

All unexercised Options shall lapse if not exercised on or before the exercised period ends.

Any amount paid/payable, if any, by the employee at the time of the grant, vesting or exercise of the options will be forfeited if the employee does not exercise the same within the exercise period.

t) *Certificate from Secretarial Auditors*

The Board of Directors shall at each annual general meeting place before the shareholders a certificate from the secretarial auditors of the company that the scheme(s) has been implemented in accordance with the prescribed regulations and in accordance with the resolution of the company in the general meeting.

u) *Terms of the scheme:*

1) The Company shall not vary the terms of the **ESOS-2026** in any manner, which may be detrimental to the interests of the Option grantees: Provided that the Nomination and Remuneration Committee shall be entitled to vary the terms of the **ESOS-2026** to meet any regulatory requirements without seeking shareholder's approval by special resolution in terms of regulation 7 of SEBI (SBEB and SE) Regulations.
2) Subject to clause (a) of sub-rule (5) of Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 and relevant regulation of SEBI (SBEB and SE) Regulations, the Company may by special resolution in a general meeting vary the terms of the scheme offered pursuant to an earlier resolution of the general body but not yet exercised by the Employee provided such variation is not prejudicial to the interests of the Option grantees.
3) The notice for passing special resolution for variation of terms of the **ESOS-2026** scheme shall disclose full details of the variation, the rationale therefore and the details of the Option grantees who are beneficiaries of such variation.
4) The Company may re-price the Options as the case may be which are not exercised, whether or not they have been vested if the terms of the grants were rendered unattractive due to fall in the price of the shares in the stock market; provided that the Company ensures that such re-pricing shall not be detrimental to the interest of the Option grantees and approval of the shareholders in general meeting has been obtained for such re-pricing.

v) *Transferability of Employee Stock Options:*

1) The Options granted to an Employee shall not be transferable to any person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner. However, in the event of the death of the Option grantee, the right to exercise all the Options granted to him till such date shall be vest in his legal heirs or nominees.
2) In the event of resignation or termination of the Option grantee, all the Options which are granted and yet not vested as on that day shall lapse.
3) In the event that an Option grantee who has been granted benefits under an **ESOS-2026** scheme is transferred or deputed to holding company or its subsidiary company or associate company or group company (present or future) prior to vesting or exercise, the vesting and exercise as per the terms of grant shall continue in case of such transferred or deputed Employee, even after the transfer or deputation.

w) *Other terms*

The Board of Directors shall have the absolute authority to vary, modify or alter the terms of the **ESOS-2026** in accordance with the Companies Act, 2013, as amended read with rules made

thereunder, any regulations and guidelines as prescribed by the SEBI or regulations that may be issued by any appropriate authority, from time to time, unless such variation, modification or alteration is detrimental to the interest of the Option grantees.

The Board of Directors may, if it deems necessary, modify, change, vary, amend, suspend or terminate **ESOS-2026**, subject to compliance with the applicable laws and regulations.

The shares may be allotted directly to the Option grantees in accordance with the **ESOS-2026** and such **ESOS-2026** may also contain provisions for providing financial assistance to the Employees to enable the Employees to acquire or subscribe to the shares.

Consent of the members is sought pursuant to the provisions of section 62 (1) (b) and all other applicable provisions, if any, of the Companies Act, 2013, as amended and as per the requirement of regulation 6 of the SEBI SBEB and SE Regulations.

Accordingly, your Directors recommend the Special Resolution mentioned in item no. 2 and 3 for approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution No. 2 and 3, except to the extent of their entitlements, if any, under the ESOP Scheme.

ITEM NO. 4:

The resolution set out in Item No. 4 provides that a Company may grant Option to eligible employees and Directors of Holding or Subsidiary Company of the Company not equal to or exceeding one per cent (1%) of the issued capital of the Company (excluding outstanding warrants and conversions) in any one year. However, the Company may identify such Employee/s to whom it may be necessary to grant Options exceeding one per cent (1%) but not exceeding five per cent (5%) of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of Option in one or more tranches, on such terms and in such manner as stated in ESOS-2026 in any one year to ensure continuity of their service with the Company.

Accordingly, your Directors recommend the Special Resolution mentioned in item no. 4 for approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution No. 4, except to the extent of their entitlements, if any, under the ESOP Scheme.

ITEM NO. 5:

Pursuant to provisions of section 180(1)(c) of the Companies Act, 2013; the board of directors of the company may borrow money on behalf of the company (along with the existing borrowings) up to the aggregate of company's paid-up share capital, free reserves and securities premium. Further, when the board requires to borrow money in excess of the aforesaid aggregate limit, a

special resolution requires to be passed in the Company's General Meeting; to authorise the board to the borrow the sum(s) of money up to the specified limit in the said special resolution.

Further, provisions of Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting, which authorisation is also proposed up to the specified limit in the said special resolution. Moreover, in order to facilitate the secured borrowing made by the Company, it would be necessary to create pledge, mortgage, hypothecate and/or charge on the assets or whole or part of the undertaking of the Company.

Keeping in view the Company's existing and future financial requirements to support its business operations and to ensure smooth cashflow, when required, it is now proposed that the Company may fix the overall borrowing limit at ₹ 600 crores and recommend the same to the shareholders for approval.

Accordingly, your Directors recommend the Special Resolution mentioned in item no. 5 for approval of the shareholders.

None of the Directors or Key Managerial Personnel of the Company or their relatives are considered to be interested or concerned in the above resolution.

By Order of the Board of Directors
HP TELECOM INDIA LIMITED

Sd/-
KHUSHBOO MODI
Company Secretary & Compliance Officer
ACS: 57323

Date: 04/11/2026

REGISTERED OFFICE:-

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