

Form No. MGT-7



Form language

English Hindi

Annual Return (other than OPCs and Small Companies)

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

All fields marked in * are mandatory

Refer instruction kit for filing the form

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN)

L64200HP1987PLC007466

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) *Type of Annual filing

Original

Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	HFCL LIMITED	HFCL LIMITED
Registered office address	8 ELECTRONICS COMPLEX CHAMBAGHAT,SOLAN,NA,HIMACHAL PRADESH,Himachal Pradesh,India,173213	8 ELECTRONICS COMPLEX CHAMBAGHAT,SOLAN,NA,HIMACHAL PRADESH,Himachal Pradesh,India,173213
Latitude details	30.925253	30.925253
Longitude details	77.096294	77.096294

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

HFCL_Regd_Office.jpg

(b) *Permanent Account Number (PAN) of the company

AA*****1D

(c) *e-mail ID of the company

*****tarial@hfcl.com

(d) *Telephone number with STD code

01*****44

(e) Website

www.hfcl.com

iv *Date of Incorporation (DD/MM/YYYY)

11/05/1987

v (a) *Class of Company (as on the financial year end date)

(Private company/Public Company/One Person Company)

Public company

(b) *Category of the Company (as on the financial year end date)

(Company limited by shares/Company limited by guarantee/Unlimited company)

Company limited by shares

(c) *Sub-category of the Company (as on the financial year end date)

(Indian Non-Government company/Union Government Company/State Government Company/
Guarantee and association company/Subsidiary of Foreign Company)

Indian Non-Government company

vi *Whether company is having share capital (as on the financial year end date)

Yes

No

vii (a) Whether shares listed on recognized Stock Exchange(s)

Yes

No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)
2	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)

viii Number of Registrar and Transfer Agent

1

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent
U67120WB2011PLC165872	MCS SHARE TRANSFER AGENT LIMITED	383 LAKE GARDENS 1ST FLOOR, KOLKATA, Kolkata, West Bengal, India, 700045	INR000004108

ix * (a) Whether Annual General Meeting (AGM) held

Yes

No

(b) If yes, date of AGM (DD/MM/YYYY)

15/09/2025

(c) Due date of AGM (DD/MM/YYYY)

30/09/2025

(d) Whether any extension for AGM granted

Yes

No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities

2

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	23	Manufacture of other non-metallic mineral products	43
2	F	Construction	42	Civil Engineering	57

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i *No. of Companies for which information is to be given

15

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1	U93000DL2010PTC199073		POLIXEL SECURITY SYSTEMS PRIVATE LIMITED	Subsidiary	100
2	U29253HP2015PTC000880		HFCL ADVANCE SYSTEMS PRIVATE LIMITED	Subsidiary	100
3	U65921HP1995PTC017088		MONETA FINANCE PRIVATE LIMITED	Subsidiary	100
4	U64200DL2010PTC211117		DRAGONWAVE HFCL INDIA PRIVATE LIMITED	Subsidiary	100
5	U29309DL2021PTC382794		HFCL TECHNOLOGIES PRIVATE LIMITED	Subsidiary	100

6		84130288	HFCL B.V.	Subsidiary	100
7		804272485	HFCL Inc.	Subsidiary	100
8	U74999KA2017PTC105873		RADDEF PRIVATE LIMITED	Subsidiary	90
9	U93090TN1960PLC004355		HTL LIMITED	Subsidiary	74
10	U32109TN2020PTC138131		NIMPAA TELECOMMUNICATIONS PRIVATE LIMITED	Associate	50
11	U72900TN2013PTC089742		BIGCAT WIRELESS PRIVATE LIMITED	Associate	50
12		1547445-1	HFCL Canada Inc.	Subsidiary	100
13		0001096290	HFCL Poland Sp. Z.o.o	Subsidiary	100
14		15821381	HFCL UK Limited	Subsidiary	100
15		672450323	HFCL Pty Limited	Subsidiary	100

IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	5100000000.00	1442672812.00	1442672812.00	1442672812.00
Total amount of equity shares (in rupees)	5100000000.00	1442672812.00	1442672812.00	1442672812.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
1				
Number of equity shares	5100000000	1442672812	1442672812	1442672812

Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	5100000000.00	1442672812.00	1442672812	1442672812

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	25000000.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	2500000000.00	0.00	0.00	0.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
1				
Number of preference shares	25000000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	2500000000.00	0.00	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
At the beginning of the year	476400	1440496412	1440972812.00	1440972812	1440972812	
Increase during the year	0.00	1708090.00	1708090.00	1708090.00	1708090.00	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	1700000	1700000.00	1700000	1700000	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify						
Transfer of Shares from Physical	0	8090	8090.00	8090	8090	
Decrease during the year	8090.00	0.00	8090.00	8090.00	8090.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify						
Transfer of Shares to Demat	8090	0	8090.00	8090	8090	
At the end of the year	468310.00	1442204502.00	1442672812.00	1442672812.00	1442672812.00	
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
iii Others, specify						
NA	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify						
NA	0	0	0.00	0	0	
At the end of the year	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

INE548A01028

ii Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		
Before split / Consolidation	Number of shares	
	Face value per share	
After split / consolidation	Number of shares	
	Face value per share	

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

Nil

Number of transfers

3

Attachments:

1. Details of shares/Debentures Transfers

Transfer Details (1).xism

iv Debentures (Outstanding as at the end of financial year)**(a) Non-convertible debentures**

*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(d) Summary of Indebtedness

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

v Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V Turnover and net worth of the company (as defined in the Companies Act, 2013)

i *Turnover

37952200767

ii * Net worth of the Company

39625565830

VI SHARE HOLDING PATTERN

A Promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	3980091	0.28	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	491851801	34.09	0	0.00
10	Others <input type="text"/>				
	Total	495831892.00	34.37	0.00	0

Total number of shareholders (promoters)

7

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	501951150	34.79	0	0.00
	(ii) Non-resident Indian (NRI)	11297654	0.78	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	11702	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	328155	0.02	0	0.00
4	Banks	2450	0.00	0	0.00
5	Financial institutions	24095577	1.67	0	0.00
6	Foreign institutional investors	100545987	6.97	0	0.00
7	Mutual funds	166862106	11.57	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	136137471	9.44	0	0.00
10	Others				
	All others	5608668	0.39	0	0.00
	Total	946840920.00	65.63	0.00	0

Total number of shareholders (other than promoters)

861386

Total number of shareholders (Promoters + Public/Other than promoters)

861393.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	423855
2	Individual - Male	423856
3	Individual - Transgender	0
4	Other than individuals	13682
	Total	861393.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ABU DHABI INVESTMENT AUTHORITY - MONSOON	JP Morgan Chase Bank N.A, INDIA SUB CUSTODY 9th Floor, Tower A Block 9, NKP, Western Express Highway, Goregaon E. 400063	13/11/2025	United Arab Emirates	3765290	0.26
ADVANTAGE ADVISERS INC A/C THE INDIA FUND	HSBC SECURITIES SERVICES 11TH FLR, BLDG NO.3, NESCO IT PARK NESCO COMPLEX, W E HIGHWAY GOREGAON EAST, MUMBAI 400063	13/11/2025	United States	4200	0.01
ADVANTAGE ADVISERS INDIA FUND, INC.	STATE BANK OF INDIA GLOBAL CUSTODIAL SERVICES, SECURITIES SERVICES BRANCH BOMBAY MAIN BRANCH BLDG. IIND FLOOR BOMBAY SAMACHAR MARG, MUMBAI 400023	13/11/2025	India	400	0.01
ALASKA PERMANENT FUND	STANDARD CHARTERED BANK SECURITIES SERVICES, 3RD FLOOR 23 25 MAHATMA GANDHI ROAD FORT, MUMBAI 400001	13/11/2025	United States	133286	0.01

AMERICAN CENTURY ETF TRUST - AVANTIS EMERGING MARKETS EQUITY FUND	DEUTSCHE BANK AG, DB HOUSE, HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	13/11/2025	United States	55288	0.01
AMERICAN CENTURY ETF TRUST - AVANTIS EMERGING MARKETS EXCHINA EQUITY ETF	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	13/11/2025	United States	2306	0.01
AMERICAN CENTURY ETF TRUST-AVANTIS EMERGING MARKETS EQUITY ETF	DEUTSCHE BANK AG, DB HOUSE, HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	13/11/2025	United States	583887	0.04
AMERICAN CENTURY ETF TRUST-AVANTIS RESPONSIBLE EMERGING MARKETS EQUITY ETF	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	13/11/2025	United States	11203	0.01
ANTARA INDIA EVERGREEN FUND LTD	ICICI BANK LTD SMS DEPT 1ST FLOOR EMPIRE COMPLEX 414 S B MARG LOWER PAREL MUMBAI MAHARASHTRA 400013	13/11/2025	Mauritius	13500	0.01
ASHMORE EQUITIES INVESTMENT MANAGEMENT (US) LLC A/C EMSAFMAURITIUS	HSBC SECURITIES SERVICES 11TH FLR, BLDG NO.3, NESCO IT PARK NESCO COMPLEX, W E HIGHWAY GOREGAON EAST, MUMBAI 400063	13/11/2025	United States	1000	0.01
BARING INTERNATIONAL INVESTMENT MGMT. LTD.	C/O THE HONGKONG & SHANGHAI BANKING CORPN LTD, SECURITIES DIVISION 52/60, MAHATAMA GANDHI ROAD MUMBAI 400001	13/11/2025	India	600	0.01
BARING PEACOCK FUND (MAURITIUS) LTD	C/O THE DEUTSCHE BANK SECURITIES & CUSTODY SERVICES MHATRE PEN BLDG., TULSI PIPE ROAD DADAR (WEST), MUMBAI 400028	13/11/2025	Mauritius	100	0.01
BELGRAVE INVESTMENT FUND	SUITE 208, 2ND FLOOR, NG TOWER EBENE CYBERCITY MAURITIUS 72201	13/11/2025	France	500000	0.03

BNP PARIBAS FINANCIAL MARKETS - ODI	BNP PARIBAS HOUSE 1 NORTH AVENUE, MAKER MAXITY BANDRA KURLA COMPLEX, BANDRA EAST MUMBAI 400051	13/11/2025	United States	49222	0.01
BNYM MELLON DB SL ACWI EXU. S. SMALL CAP FUND	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	13/11/2025	France	14902	0.01
BOFA SECURITIES EUROPE SA - ODI	CITIBANK N.A. CUSTODY SERVICES FIFC 9TH FLOOR, G BLOCK PLOT C 54 AND C 55, BKC BANDRA EAST, MUMBAI 400098	13/11/2025	India	175614	0.01
BUCHANAN CAPITAL MANAGEMENT LIMITED	CITIBANK N.A.(CUSTODY SERVICES), C/O SULTANALLYS BUSINESS CENTRE, BARODAWALA MANSION, DR. A.B. ROAD, WORLI, BOMBAY 400018	13/11/2025	India	180	0.01
BUCHANAN CAPITAL MANAGEMENT LIMITED	CITIBANK N.A.(CUSTODY SERVICES), C/O SULTANALLYS BUSINESS CENTRE, BARODAWALA MANSION, DR. A.B. ROAD, WORLI, BOMBAY 400018	13/11/2025	India	60	0.01
BUCHANAN PARTNERS LTD	CITIBANK N.A.(CUSTODY SERVICES), C/O SULTANALLYS BUSINESS CENTRE, BARODAWALA MANSION, DR. A.B. ROAD, WORLI, BOMBAY 400018	13/11/2025	Switzerland	500	0.01
BVK PERSONALVORSORGE DES KANTONS ZURICH	JP Morgan Chase Bank N.A, INDIA SUB CUSTODY 9th Floor, Tower A Block 9, NKP, Western Express Highway, Goregaon E. 400063	13/11/2025	United States	269159	0.02
CALIFORNIA PUBLIC EMPLOYEES RETIREMENT SYSTEM	HSBC SECURITIES SERVICES 11TH FLOOR BLDG 3 NESCO IT PARK NESCO COMPLEX W E HIGHWAY GOREGAON EAST MUMBAI 400063	13/11/2025	United States	1016160	0.07

CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM - NORTHERN TRUST INVESTMENTS, INC.	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI 400063	13/11/2025	Mauritius	351945	0.02
CALYPSO GLOBAL INVESTMENT FUND	C/O ANEX MANAGEMENT SERVICES LIMITED 8TH FLOOR EBENE TOWER 52 CYBERCITY EBENE MAURITIUS 111111	13/11/2025	India	65000	0.01
CHASE MANHATTAN BANK (IRELAND) PLC AS TRUSTEE	THE HONGKONG & SHANGHAI BANKING CORPORATION LTD, C/O INV. DEPTT. 52/60, MAHATMA GANDHI ROAD POST BOX NO 128, MUMBAI 400001	13/11/2025	Mauritius	100	0.01
CITRINE FUND LIMITED	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	13/11/2025	United States	175000	0.01

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	7	7
Members (other than promoters)	746255	861386
Debenture holders	0	0

VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A Promoter	1	0	1	0	0.09	0

B Non-Promoter	0	6	0	5	0.00	0.00
i Non-Independent	0	2	0	2	0	0
ii Independent	0	4	0	3	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and Fis	0	0	0	0	0	0
ii Investing institutions	0	0	0	0	0	0
iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0
v Others	0	0	0	0	0	0
Total	1	6	1	5	0.09	0.00

*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : if any) (DD/MM/YYYY)
MAHENDRA NAHATA	00052898	Managing Director	1335091	
ARVIND KHARABANDA	00052270	Director	0	
BHARAT PAL SINGH	00739712	Director	0	
RANJEET MAL KASTIA	00053059	Director	0	
AJAI KUMAR	02446976	Director	0	
BELA BANERJEE	07047271	Director	0	
MANOJ BAID	AHJP87936Q	Company Secretary	339000	
VUJAY RAJ JAIN	AALPJ8603K	CFO	1500000	

B (ii) *Particulars of change in director(s) and Key managerial personnel during the year

4

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
BELA BANERJEE	07047271	Director	08/03/2025	Change in designation
SURENDRA SINGH SIROHI	07595264	Director	27/08/2024	Cessation
TAMALI SENGUPTA	00358658	Director	24/12/2024	Cessation
BELA BANERJEE	07047271	Additional Director	17/12/2024	Appointment

IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

*Number of meetings held

1

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	30/09/2024	763557	127	46

B BOARD MEETINGS

*Number of meetings held

5

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	03/05/2024	7	7	100
2	24/07/2024	7	6	85.71
3	02/09/2024	6	6	100
4	21/10/2024	6	6	100
5	03/02/2025	6	6	100

C COMMITTEE MEETINGS

Number of meetings held

24

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMMITTEE	03/05/2024	4	4	100
2	AUDIT COMMITTEE	24/07/2024	4	4	100
3	AUDIT COMMITTEE	30/08/2024	4	4	100
4	AUDIT COMMITTEE	21/10/2024	4	4	100
5	AUDIT COMMITTEE	26/11/2024	4	4	100
6	AUDIT COMMITTEE	03/02/2025	4	4	100
7	AUDIT COMMITTEE	21/03/2025	4	4	100
8	NOMINATION, REMUNERATION & COMPENSATION COMMITTEE	02/05/2024	3	3	100
9	NOMINATION, REMUNERATION & COMPENSATION COMMITTEE	02/09/2024	3	3	100
10	BANKING OPERATION COMMITTEE	02/04/2024	3	3	100
11	BANKING OPERATION COMMITTEE	11/06/2024	3	3	100
12	BANKING OPERATION COMMITTEE	24/06/2024	3	3	100
13	BANKING OPERATION COMMITTEE	18/09/2024	3	3	100
14	BANKING OPERATION COMMITTEE	23/12/2024	3	3	100
15	BANKING OPERATION COMMITTEE	15/01/2025	3	3	100
16	BANKING OPERATION COMMITTEE	18/02/2025	3	3	100
17	BANKING OPERATION COMMITTEE	12/03/2025	3	3	100
18	ALLOTMENT COMMITTEE	11/04/2024	3	3	100

19	RISK MANAGEMENT COMMITTEE	26/09/2024	3	2	66.67
20	RISK MANAGEMENT COMMITTEE	21/03/2025	3	3	100
21	CORPORATE SOCIAL RESPONSIBILITY COMMITTEE	22/03/2025	3	2	66.67
22	STAKEHOLDERS RELATIONSHIP COMMITTEE	07/05/2024	3	3	100
23	STAKEHOLDERS RELATIONSHIP COMMITTEE	10/02/2025	3	3	100
24	INDEPENDENT DIRECTORS MEETING	22/03/2025	3	3	100

D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on 15/09/2025 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	MAHENDRA NAHATA	5	4	80	12	10	83	Yes
2	ARVIND KHARABANDA	5	5	100	22	22	100	Yes
3	BHARAT PAL SINGH	5	5	100	10	10	100	Yes
4	RANJEET MAL KASTIA	5	5	100	8	8	100	Yes
5	AJAI KUMAR	5	5	100	14	14	100	Yes
6	BELA BANERJEE	1	1	100	4	4	100	Yes

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

A *Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	MAHENDRA NAHATA	Managing Director	78025602	0	0	0	78025602.00
	Total		78025602.00	0.00	0.00	0.00	78025602.00

B *Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	VIJAY RAJ JAIN	CFO	33635439	0	0	0	33635439.00
2	MANOJ BAID	Company Secretary	8856585	0	0	0	8856585.00
	Total		42492024.00	0.00	0.00	0.00	42492024.00

C *Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Arvind Kharabanda	Director	0	0	0	1950000	1950000.00
2	Ranjeet Mal Kastia	Director	0	0	0	1100000	1100000.00
3	Bharat Pal Singh	Director	0	0	0	1375000	1375000.00
4	Surendra Singh Sirohi	Director	0	0	0	350000	350000.00
5	Tamali Sengupta	Director	0	0	0	750000	750000.00
6	Ajai Kumar	Director	0	0	0	975000	975000.00
7	Beja Banerjee	Director	0	0	0	375000	375000.00
	Total		0.00	0.00	0.00	6875000.00	6875000.00

XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year

Yes

No

B If No, give reasons/observations

--

XII PENALTY AND PUNISHMENT – DETAILS THEREOF

A *DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/
DIRECTORS/OFFICERS

Nil

--

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

B *DETAILS OF COMPOUNDING OF OFFENCES

Nil

--

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

861393

XIV Attachments

(a) List of share holders, debenture holders

HFCL_6_Details_of_Shareholder_
or_Debenture_holder.xlsm
HFCL_1_Details_of_Shareholder_
or_Debenture_holder.xlsm
HFCL_2_Details_of_Shareholder_
or_Debenture_holder.xlsm
HFCL_3_Details_of_Shareholder_
or_Debenture_holder.xlsm
HFCL_4_Details_of_Shareholder_
or_Debenture_holder.xlsm
HFCL_5_Details_of_Shareholder_
or_Debenture_holder.xlsm
HFCL_7_Details_of_Shareholder_
or_Debenture_holder.xlsm
HFCL_8_Details_of_Shareholder_
or_Debenture_holder.xlsm
HFCL_9_Details_of_Shareholder_
or_Debenture_holder.xlsm

(b) Optional Attachment(s), if any

HFCL -MGT - 8 - 2025.pdf
Fils_2025.pdf
HFCL - Clarification Letter.pdf
HFCL_SHT_FNL_BOTH2025.pdf

XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of HFCL LIMITED as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on (DD/MM/YYYY) 31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;

- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
- 9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
- 10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
- 11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
- 12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
- 13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
- 14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
- 15 acceptance/ renewal/ repayment of deposits;
- 16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
- 17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
- 18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name

BALDEV SINGH KASHTWAL

Date (DD/MM/YYYY)

13/11/2025

Place

NEW DELHI

Whether associate or fellow:

Associate Fellow

Certificate of practice number

3*6*

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person

AHJPB7936Q

*(b) Name of the Designated Person

MANOJ BAID

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* dated*
(DD/MM/YYYY) to sign this form and declare that all the requirements of Companies Act, 2013

and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2 All the required attachments have been completely and legibly attached to this form.

*To be digitally signed by

*Designation

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator

0*0*2*7*

*To be digitally signed by

Company Secretary Company secretary in practice

*Whether associate or fellow:

Associate Fellow

Membership number

5*3*

Certificate of practice number

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)

AB9011864

eForm filing date (DD/MM/YYYY)

14/11/2025

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



FORM NO. MGT-8

[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2)
of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records and books and papers of **HFCL Limited** ("Company") bearing Corporate Identity Number: L64200HP1987PLC007466 and having its registered office at 8, Electronics Complex, Chambaghat, Solan -173 213 (Himachal Pradesh), as required to be maintained under the Companies Act, 2013 ("Act") and the rules made thereunder for the financial year ended on March 31, 2025. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that:-

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately, except for the gender wise breakup of total number of shareholders and the details of foreign institutional investors w.r.t. their addresses and the dates of incorporation etc. for which a clarification letter of the Company in this regard is enclosed.
- A. During the aforesaid financial year, the Company has complied with provision of the Act and Rules made thereunder in respect of:
1. Its status under the Act;
 2. Maintenance of registers/records & making entries therein within the prescribed timelines therefor;
 3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within the prescribed time, wherever applicable;
 4. Calling/ convening/ holding meeting of the Board of Directors, its committees, and the meetings of the members of the Company on due dates as stated in the annual return. Proper notices were issued for these meetings and the proceedings including the circular resolutions and resolutions passed by postal ballot, have been duly recorded in the Minute Books/registers maintained for the purpose and the same have been signed.

Further, during the financial year, the Board of Directors on recommendation of the Nomination, Remuneration and Compensation Committee, appointed Mrs. Bela Banerjee (DIN: 07047271) as an Additional Director in the category of Independent Director for a period of three consecutive years effective from December 17, 2024 to December 16, 2027, not liable to retire by rotation who was further appointed as a Director (Independent) by the shareholders of the Company on March 08, 2025, through Postal Ballot by way of a special resolution.

Except as above, no other resolution was passed by way of postal ballot during the aforesaid financial year;

5. Closure of Register of members: The register of Members of the Company and Share Transfer Books were closed from Tuesday, September 24, 2024 to Monday, September 30, 2024 (both days inclusive), for the purpose of 37th annual general meeting and payment of dividend on equity shares for the financial year ended on March 31, 2024.
6. Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act; (**Not applicable during the aforesaid financial year**);



ICSI – UDIN : F003616G001855290

Contd... P/2

7. Contracts/arrangements with related parties as specified in Section 188 of the Act;
8. Issue or allotment or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances.

Further, there was no instance of any buy back of securities/redemption of preference shares or debentures / alteration or reduction of share capital during the aforesaid financial year;

9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act; **(Not applicable during the aforesaid financial year);**
10. Declaration / payment of dividend; transfer of unpaid / unclaimed dividend /other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act.

Further, there was no instance for transfer of unpaid / unclaimed dividend/ other amounts, as applicable to Investor Education and Protection Fund, in accordance with Section 125 and other relevant provisions of the Act;

11. Signing of audited financial statement as per the provision of Section 134 of the Act and report of directors is as per sub – sections (3), (4) and (5) thereof;
12. Constitution/ appointment/ re-appointments/ retirement/ ~~filling up casual vacancies~~/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. Appointment/ re-appointment/ filling up of causal vacancy of appointment of auditors as per the provisions of Section 139 of the Act ;**(Not applicable during the aforesaid financial year);**
14. Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities, under the various provisions of the Act, wherever applicable;
15. Acceptance/ renewal/ repayment of deposits; **(Not applicable during the aforesaid financial year);**
16. Borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
17. Loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provision of Section 186 of the Act;
18. Alteration of the provisions of the Memorandum and/or Articles of Association of the Company; **(Not applicable during the aforesaid financial year).**

Place : New Delhi

Date : November 13, 2025



Signature : _____

Name : **BALDEV SINGH KASHTWAL**

C. P. No. : **3169**

ICSI – UDIN : **F003616G001855290**

ICSI – Peer Review Certificate No.: **1205/2021**

ICSI – Unique Identification No.: **I1999DE144000**



HFCL Limited

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

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

Web : www.hfcl.com

Email : secretarial@hfcl.com

Date: 13th November, 2025

To,

**To,
The Registrar of Companies
Himachal Pradesh**

Ministry of Corporate Affairs

Office of the Registrar of Companies cum Official Liquidator, HP

Corporate Bhawan, Plot No. 4-B, Sector 27B,

Chandigarh

Subject: Clarification regarding difference in total number of shareholders in e-form MGT-7 and Shareholding Pattern as on 31.03.2025

Dear Sir,

We would like to inform you that the total number of shareholders mentioned in e-Form MGT-7 is **861,393**, whereas the total number of shareholders disclosed in the Shareholding Pattern as on **31.03.2025**, in accordance with Regulation 31(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is **840,219**.

The difference of **21,174 shareholders** arises due to the **consolidation of folios based on PAN**, pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2017/128 dated 19.12.2017**, which mandates consolidation of shareholding on the basis of PAN to avoid multiple disclosures of shareholding for the same individual.

Kindly take note of the same in your records.

Thanking You
Yours faithfully,
For HFCL Limited

(Manoj Baid)
President & Company Secretary
Membership No. : F5834



HFCL Limited

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

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

Web : www.hfcl.com

Email : secretarial@hfcl.com

Date: 13th November, 2025

**To,
The Registrar of Companies
Himachal Pradesh**

Ministry of Corporate Affairs
Office of the Registrar of Companies cum Official Liquidator, HP
Corporate Bhawan, Plot No. 4-B, Sector 27B,
Chandigarh

Subject: Clarification regarding:

- (i) Breakup of total number of shareholders.**
- (ii) Non availability of date of incorporation and country of incorporation of FII's**

Dear Sir,

We would like to inform you that the breakup of the total number of shareholders by gender, as mentioned in e-Form MGT-7, has been shown as equally divided between male and female due to non-availability of specific data. Furthermore, some of the "date of incorporation" and "country of incorporation" of Foreign Institutional Investors are currently has not been registered with the concerned Depository/Depository Participant and are therefore unavailable to the Registrar and Share Transfer Agent; hence, a random data for these unavailable column has been selected solely for the purpose of validating the form.

Kindly take note of the same in your records.

Thanking You
Yours faithfully,
For HFCL Limited

(Manoj Baid)
President & Company Secretary
Membership No. : F5834

HFCL Limited
8, Electronics Complex
Chambaghat, Solan, HP

CIN NO:L64200HP1987PLC007466

FACE VALUE :	1	
LAST AGM :	30-SEP-24	
CURRENT AGM :	15-SEP-25	Data 01/04/2024 TO 31/03/2025

TCM	TYPE	SHARES TRANSMITTED	FACE VAL	FOLIO OF TRANSFEROR	TRANSFEROR'S NAME	FOLIO OF TRANSFEREE	TRANSFEREE'S NAME
07.05.2024	1	000000100	000001	S0002424	SHARDA DEVI KHERIA OM PRAKASH KHERIA	00058514	SHARDA DEVI KHERIA
07.05.2024	1	000000100	000001	S0000116	S P JAIN	00058515	RAVINDRA KUMAR JAIN
29.07.202	1	000000200	000001	00029228	RAMESH SHAH	00058517	JYOTSNABEN RAMESHBHAI SHAH

TOTAL NO. OF SHARES TRANSMITTED: 760

TOTAL FOLIO : 3