Form No. MGT-7

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]

सत्यमेव जयते

Form language

(•) English ( ) Hindi

*All fields marked in * are mandatory*

Refer instruction kit for filing the form

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN) U93090TN1960PLC004355

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY) 01/04/2025

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY) 31/03/2026

(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	HTL LIMITED	HTL LIMITED
Registered office address	G.S.T. ROAD, GUINDY,NA,chennai,Tamil Nadu,India,600032	G.S.T. ROAD, GUINDY,NA,chennai,Tamil Nadu,India,600032
Latitude details	13.0091733	13.0091733
Longitude details	80.2055387	80.2055387

(a) *Photograph of the registered office of the Company showing external building and name prominently visible — Photograph of the Registered Office with Name Board 11.8.2026.jpeg

(b) *Permanent Account Number (PAN) of the company AA******6P

(c) *e-mail ID of the company *****tllimited.com

(d) *Telephone number with STD code 04*******20

(e) Website | https://htllimited.com/

iv *Date of Incorporation (DD/MM/YYYY) | 14/12/1960

v (a) *Class of Company (as on the financial year end date) | Public company
(Private company/Public Company/One Person Company)

(b) *Category of the Company (as on the financial year end date) | Company limited by shares
(Company limited by shares/Company limited by guarantee/Unlimited company)

(c) *Sub-category of the Company (as on the financial year end date) | Indian Non-Government company
(Indian Non-Government company/Union Government Company/State Government Company/ Guarantee and association company/Subsidiary of Foreign 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

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
L72400MH2017PLC444072	KFIN TECHNOLOGIES LIMITED	301, The Centrium, 3rd Floor, 57,, Lal Bahadur Shastri Road, Nav Pada, Kurla (West),Mumbai,Mumbai,Maharashtra,India,400070	INR000000221

ix * (a) Whether Annual General Meeting (AGM) held — (•) Yes ( ) No

(b) If yes, date of AGM (DD/MM/YYYY) | 24/07/2026

(c) Due date of AGM (DD/MM/YYYY) | 30/09/2026

(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	26	Manufacture of computer, electronic and optical products	63.91
2	C	Manufacturing	32	Other manufacturing	36.09

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

i *No. of Companies for which information is to be given: 1

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Joint Venture	% of shares held
1	L64200HP1987PLC007466		HFCL LIMITED	Holding	74

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	2000000.00	1500000.00	1500000.00	1500000.00
Total amount of equity shares (in rupees)	200000000.00	150000000.00	150000000.00	150000000.00

Number of classes: 1

Class of shares: Equity	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of equity shares	2000000	1500000	1500000	1500000
Nominal value per share (in rupees)	100	100	100	100
Total amount of equity shares (in rupees)	200000000.00	150000000.00	150000000	150000000

(b) Preference share capital

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

Number of classes: 0

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(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						
At the beginning of the year	0	1500000	1500000.00	150000000	150000000	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0.00
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	0	0.00	0	0	
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 N.A.	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0.00
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 N.A.	0	0	0.00	0	0	
At the end of the year	0.00	1500000.00	1500000.00	150000000.00	150000000.00	
(ii) Preference shares						

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
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	0.00
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify N.A.	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0.00
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 N.A.	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

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.xlsm

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	8940282369.54
ii * Net worth of the Company	2252622216.01

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	3	0.00	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)	1109997	74.00	0	0.00

10	Others	0	0.00	0	0.00
	Total	1110000.00	74	0.00	0

Total number of shareholders (promoters) 4

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	4	0.00	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	389996	26.00	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)	0	0.00	0	0.00

10	Others	0	0.00	0	0.00
	Total	390000.00	26	0.00	0

Total number of shareholders (other than promoters): 4

Total number of shareholders (Promoters + Public/Other than promoters): 8.00

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

Sl.No	Category	
1	Individual - Female	0
2	Individual - Male	6
3	Individual - Transgender	0
4	Other than individuals	2
	Total	8.00

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

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

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	4	4
Members (other than promoters)	4	4
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	0	2	0	1	0	0
B Non-Promoter	0	3	0	4	0.00	0.00
i Non-Independent	0	2	0	2	0	0
ii Independent	0	1	0	2	0	0
C Nominee Directors representing	0	2	0	2	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	2	0	2	0	0
iv Small share holders	0	0	0	0	0	0
v Others	0	0	0	0	0	0
Total	0	7	0	7	0.00	0.00

*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date: 10

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	Director	0	
KAMALKISHORE CHANDRAVADAN JANI	02535299	Director	0	
TAMALI SENGUPTA	00358658	Director	0	
RAJEEV SABHERWAL	08420761	Director	0	
BELA BANERJEE	07047271	Director	0	

MEHUL RAVINDRA JOSHI	10598673	Nominee Director	0	
SANJAY KUMAR	11255483	Nominee Director	0	
GILKARA SHRINIVAS NAIDU	ABRPN4626P	Manager	0	
PONNAPPA DEVAIAH CHOTTANGADA	ACZPP1337Q	CFO	0	
NARAYANAN SRINIVASAN	AAAPN2220K	Company Secretary	0	

B (ii) *Particulars of change in director(s) and Key managerial personnel during the year 5

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)
RANJEET MAL KASTIA	00053059	Director	13/05/2025	Cessation
BELA BANERJEE	07047271	Additional Director	10/06/2025	Appointment
BELA BANERJEE	07047271	Director	08/08/2025	Change in designation
PANKAJ GARG	10513597	Nominee Director	08/08/2025	Cessation
SANJAY KUMAR	11255483	Nominee Director	22/08/2025	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	08/08/2025	8	8	99.99

B BOARD MEETINGS

*Number of meetings held 6

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	20/05/2025	6	6	100
2	23/07/2025	7	6	85.71
3	15/10/2025	7	7	100
4	20/01/2026	7	7	100
5	02/02/2026	7	6	85.71
6	24/03/2026	7	7	100

C COMMITTEE MEETINGS

Number of meetings held: 7

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 Meeting	20/05/2025	3	3	100
2	Audit Committee Meeting	17/06/2025	3	3	100
3	Audit Committee Meeting	23/07/2025	3	2	66.67
4	Audit Committee Meeting	15/10/2025	4	4	100
5	Audit Committee Meeting	05/01/2026	4	4	100
6	Audit Committee Meeting	02/02/2026	4	3	75
7	Nomination and Remuneration Committee Meeting	24/03/2026	4	4	100

D ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on
		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	24/07/2026 (Y/N/NA)
1	MAHENDRA NAHATA	6	6	100	1	1	100	No
2	KAMALKISHORE CHANDRAVADAN JANI	6	6	100	6	6	100	Yes
3	TAMALI SENGUPTA	6	6	100	7	7	100	Yes
4	RAJEEV SABHERWAL	6	6	100	0	0	0	Yes
5	BELA BANERJEE	5	5	100	4	3	75	Yes
6	MEHUL RAVINDRA JOSHI	6	5	83	7	6	85	No
7	SANJAY KUMAR	4	3	75	0	0	0	No

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	GILKARA SHRINIVAS NAIDU	Manager	5919072	0	0	10122438	16041510.00
	Total		5919072.00	0.00	0.00	10122438.00	16041510.00

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	PONNAPPA DEVAIAH CHOTTANGADA	CFO	4750980	0	0	3035338	7786318.00

2	NARAYANAN SRINIVASAN	Company Secretary	2400012	0	0	1705506	4105518.00
	Total		7150992.00	0.00	0.00	4740844.00	11891836.00

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

4

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	K C Jani	Director	0	0	0	180000	180000.00
2	Tamali Sengupta	Director	0	0	0	210000	210000.00
3	Rajeev Sabherwal	Director	0	0	0	90000	90000.00
4	Bela Banerjee	Director	0	0	0	135000	135000.00
	Total		0.00	0.00	0.00	615000.00	615000.00

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: 8

XIV Attachments

(a) List of share holders, debenture holders: Details of Shareholder or Debenture holder.xlsm

(b) Optional Attachment(s), if any: MGT 8_HTL Limited_25-26.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 HTL 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) 31/03/2026

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	RAMAKRISHNAN BALASUBRAMANIAN
Date (DD/MM/YYYY)	14/08/2026
Place	Chennai

Whether associate or fellow:

○ Associate ◉ Fellow

Certificate of practice number	1*9*9

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

*(a) DIN/PAN/Membership number of Designated Person	AAAPN2220K
*(b) Name of the Designated Person	NARAYANAN SRINIVASAN

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* 21 dated* (DD/MM/YYYY) 28/04/2023 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

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

*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator: 0*4*0*6*

***To be digitally signed by**

(●) Company Secretary ( ) Company secretary in practice

*Whether associate or fellow:

(●) Associate ( ) Fellow

Membership number: 5*7*

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)	AC5320355
eForm filing date (DD/MM/YYYY)	14/08/2026

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

We have examined the registers, records and books and papers of **M/s. HTL Limited** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31st March, 2026. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, 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 and Central Government within the prescribed time. There were no forms required to be filed with Regional Director, Tribunal, Court or other authorities;

4. Calling/ convening/ holding meetings of Board of Directors and its Committees, 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 have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed; There were no resolutions passed by postal ballot.

5. The Company did not close its Register of Members / other Securities holders and hence, compliance under the Act for closure of Register of Members / Security holders is not applicable.

6. The Company has not advanced any loans to its Directors and/or persons or firms or Companies referred in Section 185 of the Act and hence compliance on the said Section of the Act is not applicable.

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7. The Company has complied with the provisions of the Act with respect to contracts/arrangements with related parties as specified in Section 188 of the Act;

8. The Company has complied with the provisions of the Act with respect to transfer of shares during the financial year. There were no other issue, allotment, transmission, buy back of shares or redemption of preference shares, alteration or reduction of share capital, conversion of shares or issue of share certificates made during the financial year.

9. The Company did not keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares and hence compliance on the applicable provisions of the Act is not applicable.

10. The Company did not declare dividend during the financial year under review. There were no unpaid/ unclaimed dividend/other amounts required to be transferred 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. The Company has complied the provisions with regard to Constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them.

13. The Company has made re-appointment of auditors as per the provisions of Section 139 of the Act during the year.

14. There were no approvals required to be taken from the Tribunal, Regional Director, Registrar, Court, Central Government or such other authorities under the various provisions of the Act;

15. The Company did not accept deposits during the year under review.

16. The Company has complied with the provisions of the Act with respect to borrowings from its directors, members, public financial institutions, banks and others and creation/modification/ satisfaction of charges in that respect, wherever applicable;

17. The Company has complied with the provisions of the Act with respect to investments in Equity shares of other Company. There were no other loans nor guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act during the financial year under review;

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18. There was no alteration of the provisions of the Memorandum or Articles of Association of the Company during the financial year under review.

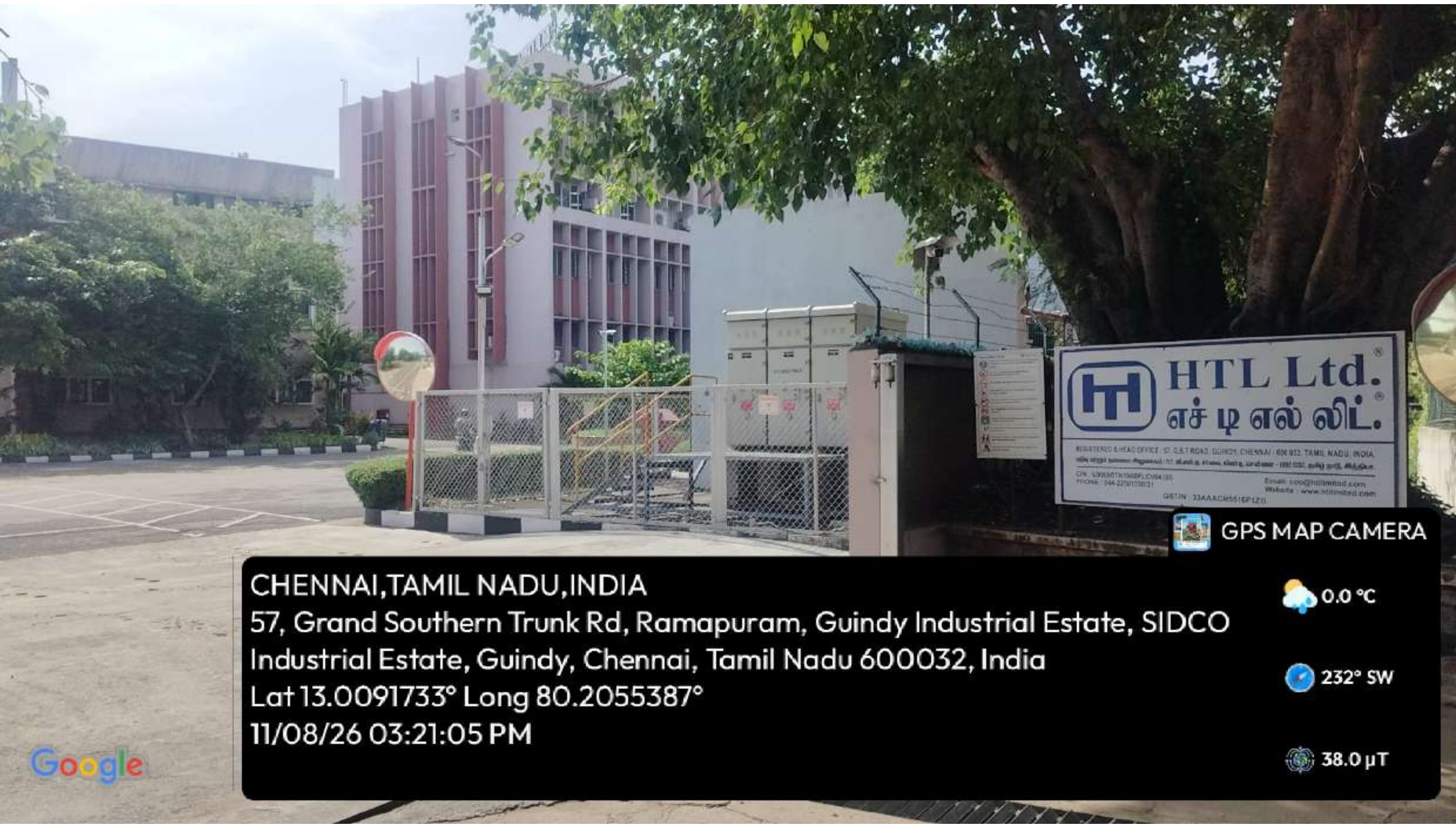
For R. Balasubramanian & Co.

R. BLB

R. Balasubramanian
Practising Company Secretary
FCS 10011 CP 11979

R.BALASUBRAMANIAN & CO
CHENNAI

Place: Chennai
Date: 14.08.2026
UDIN: F010011H001110044


HTL Ltd.
எச் டி எல் லிட்.
GPS MAP CAMERA
CHENNAI,TAMIL NADU,INDIA
57, Grand Southern Trunk Rd, Ramapuram, Guindy Industrial Estate, SIDCO Industrial Estate, Guindy, Chennai, Tamil Nadu 600032, India
Lat 13.0091733° Long 80.2055387°
11/08/26 03:21:05 PM
0.0 °C
232° SW
38.0 µT
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