

HTL LIMITED

Registered Office: GST Road, Guindy, Chennai - 600 032

CIN: U93090TN1960PLC004355

Email Id: coo@htllimited.com; Website: www.htllimited.com

Phone: 044-22501020

NOTICE

Notice is hereby given that the Sixty Fifth Annual General Meeting of HTL Limited will be held on **Friday, the 24th July, 2026 at 12.30 P.M.** at the Registered Office of the Company at GST Road, Guindy, Chennai – 600 032 and thru' Video Conferencing over MS Teams (link will be provided to the Members on receipt of their request) to transact the following business:

AS ORDINARY BUSINESS

1. Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2026 together with the Reports of the Board of Directors and Auditors thereon.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the Audited Financial Statements of the Company for the year ended 31st March, 2026 together with the Reports of the Board of Directors and Auditors thereon be and are hereby received and adopted.”

2. Appointment of Director in place of the retiring Director

To appoint a Director in place of Shri Rajeev Sabherwal (holding DIN- 08420761) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Shri Rajeev Sabherwal (holding DIN- 08420761) who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of the Company who shall be liable to retire by rotation under Section 152 of the Companies Act, 2013.”

AS SPECIAL BUSINESS

3. Re-appointment and payment of remuneration of Shri G. S. Naidu, Chief Operating Officer as ‘Manager’ of the Company under 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 pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013

("the Act") (including any statutory modification(s) or re-enactment thereof for the time being in force) and such other approvals as maybe necessary, consent of the Company be and is hereby accorded for the re-appointment of Shri G. S. Naidu, Chief Operating Officer as the Manager of the Company for a period of one year w.e.f. 25.6.2025 as recommended by the Nomination and Remuneration Committee of the Company and approved by the Board of Directors of the Company in their meeting held on 24.3.2026 with the revised remuneration amounting to Rs. 1,10,84,431/- w.e.f. 1.4.2025 including payment of revised remuneration for FY 2024-25 w.e.f. 1.4.2024 amounting to Rs. 96,20,453/- with the terms and conditions set out in the explanatory statement annexed to this Notice convening this meeting including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of his tenure."

4. Ratification of the remuneration payable to the Cost Auditors.

To consider and ratify the remuneration payable to the Cost Auditors.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

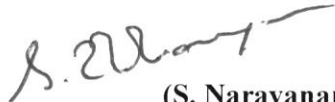
"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and as recommended by the Audit Committee and approved by the Board of Directors in their Meeting held on 23rd July, 2025 the Company hereby ratifies the remuneration amounting to Rs. 75,000/- (Rupees Seventy Five Thousand only) plus applicable taxes, payable to M/s STARP & Associates, Cost Accountants (Firm Registration No. 004143), Chennai, who are appointed as the Cost Auditors to conduct the audit of cost records made and maintained by the company for the products viz., Fibre Reinforced Plastic (FRP) Rods and other applicable products under Passive Connectivity Solutions Division and Electrical Wiring Interconnect Solutions Division and any other products coming under the purview of Cost Audit for the financial year commencing on 01st April, 2025 and ending on 31st March, 2026.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and to take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

Registered Office:
GST Road, Guindy
Chennai – 600 032

Place: Chennai
Date: 18.06.2026

**By Order of the Board
For HTL Limited**


(S. Narayanan)
Company Secretary
Membership No. A5772

Notes:

1. Proxy

- (i) Article 66 of the Articles of Association of the Company provides that a member entitled to attend and vote at a meeting may appoint another person (whether a member or not) as his proxy to attend a meeting and vote on a poll. No member shall appoint more than one proxy to attend on the same occasion. A proxy shall not be entitled to speak at a meeting or to vote except on a poll. The instrument appointing a proxy shall be in writing and be signed by the appointer or his attorney duly authorised in writing or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it.
- (ii) Article 67 of the Articles of Association of the Company provides that the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Registered Office of the Company not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than 24 hours before the time appointed for taking of the poll and in default the instrument of proxy shall not be treated as valid.

2. DETAILS OF THE DIRECTOR SEEKING RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING PURSUANT TO SECRETARIAL STANDARDS ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI) AS ON THE DATE OF NOTICE.

<i>Name of the Director</i>	Shri Rajeev Sabherwal
<i>DIN</i>	08420761
<i>Date of Birth (Age in Years)</i>	03.12.1960 (65 years)
<i>Date of first Appointment</i>	29.08.2022
<i>Experience/Expertise in Specific Functional Areas</i>	He has held prestigious command and staff appointments including serving in the Military Operations Directorate twice. He has in-depth knowledge of emerging operational paradigms and technological transformation. He has been instrumental in paving the future of the Indian Armed Forces towards Net Centric Capabilities and Information Warfare. With an astute understanding and penchant for Operational Communications, he has been instrumental in steering the policy and doctrine formulations in the modern communication battlespace.
<i>Qualification(s)</i>	He is a graduate of Defence Services Staff College, Wellington, Higher Command Course, Mhow and National Defence College, New Delhi. He is a Member of The Institution of Electronics and Telecommunication Engineers.

<i>Directorship in other Companies</i>	Raddef Private Limited
<i>Chairmanship/ Membership of Committees (across all public Cos.)</i>	HTL Limited: Chairman of Corporate Social Responsibility Committee
<i>Shareholding in the Company</i>	Nil
<i>Relationship with other Directors and KMPs of the Company</i>	Nil
<i>No. of Board Meetings held / Attended during the financial year 2025-26</i>	6/6
<i>Details of Remuneration sought to be paid</i>	Except, sitting fee for attending the Board and/or Committee meetings, no other remuneration is payable.
<i>Last Remuneration drawn</i>	Rs. 90,000/- (Rupees Ninety Thousand only). (Sitting fee for attending Board/Committee meetings during FY 2025-26)
<i>Terms and conditions of re-appointment and Remuneration</i>	As mentioned in the Resolution and Statement. Shareholders may also refer Remuneration Policy which is available on the website of the Company i.e. www.htllimited.com

3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 3

Shri G. S. Naidu is a B.E. (Hons.) in Electrical Engineering from Bhopal University of Madhya Pradesh around 4 decades of extensive experience in Manufacturing Business Operations, Green field / Expansion projects. He started his career with M/s. National Aluminium Co. Ltd. in 1985, during project stage having capital outlay of 2.4 billion USD and later joined M/s. Optel Telecommunication Ltd., the pioneer company in the field of Optical Fibre, Optical Fibre Cable and Telecom Equipments.

During his employment with M/s. HFCL Ltd. at Goa Plant and M/s. Sudarshan Telecom (a division of M/s. West Coast Paper Mills Ltd.) he spearheaded the entire business activities of manufacturing of Optical Fibre Cable. He also headed a green field power cable project of M/s. General Cable Energy India Pvt. Ltd. (a unit of the General Cable Corporation, USA) having a capital outlay of 45 Million USD.

He has been appointed as the Chief Operating Officer of the Company w.e.f. 16.6.2015. After joining the services of the Company, he established the manufacturing operations of OFC & OFC Accessories and further expanded the Company's business in Wire Harness products for Automotive & Industrial Sectors and Aerospace & Defence Sectors.

Shri G. S. Naidu, Chief Operating Officer of the Company has been designated as the 'Manager' of the Company since 25.6.2015 in the absence of Managing

Director as per the provisions of the Companies Act, 2013. Since then he has been re-appointed as the designated 'Manager' in pursuant to Section 2(53) of the Companies Act, 2013 for a period of one year from time to time. He has been re-appointed for a further period of one year w.e.f. 25.6.2025, with the payment of revised remuneration effective from 1.4.2025 during his tenure including revised remuneration for FY 2024-25 w.e.f. 1.4.2024 amounting to Rs. 96,20,453/- with the approval of the Board of Directors on the recommendation of the Nomination and Remuneration Committee of the Company in their meeting held on 24.03.2026 subject to the approval of Members in compliance with the provisions of the Companies Act, 2013 as per the terms detailed in the **Annexure- I**.

A copy of the remuneration details of Shri G. S. Naidu is enclosed as **Annexure- I**. The same may be treated as the abstract of the terms of the appointment of the Manager.

The information required under Schedule V of the Companies Act, 2013 is furnished in the **Annexure- II** which is forming part of this Explanatory Statement.

The details of Manager proposed to be re-appointed pursuant to Secretarial Standards issued by the Institute of Company Secretaries of India are furnished in **Annexure- III**, which is forming part of this Explanatory Statement.

Shri G. S. Naidu along with his relatives, is deemed to be interested in the Resolution set out at Item No. 3 of the accompanying Notice with regard to his re-appointment.

Save and except the above, none of the Directors and Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice.

The Board recommends the Special Resolution set forth in Item No. 3 of the Notice for the approval of members.

ITEM NO. 4

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company is required to appoint a Cost Accountant to audit the cost records for applicable products being manufactured by the Company. Based on the recommendation of the Audit Committee, the Board at its meeting held on July 23, 2025, approved the appointment of M/s STARP & Associates, Cost Accountants (Firm Registration No. 004143) as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company, pertaining to the for the products viz., Fibre Reinforced Plastic (FRP) Rods and other applicable products under Passive Connectivity Solutions Division and Electrical Wiring Interconnect Solutions Division and any other products coming under the purview of Cost Audit for the financial year commencing on 01st April, 2025 and ending on 31st March, 2026, at a remuneration of Rs. 75,000/- (Rupees Seventy Five Thousand Only) plus applicable taxes.

In accordance with the provisions of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the remuneration payable to Cost Auditors for the financial year 2025-26 as

recommended by the Audit Committee and subsequently approved by the Board of Directors has to be ratified by the Members of the Company by way of an Ordinary Resolution.

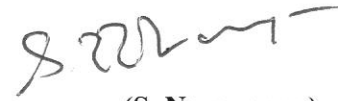
Save and except the above, none of the Directors and Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the accompanying Notice.

The Board recommends the Ordinary Resolution set forth in Item No. 4 of the Notice for the approval of members.

Registered Office:
GST Road, Guindy
Chennai – 600 032

Place: Chennai
Date: 18.06.2026

**By Order of the Board
For HTL Limited**



(S. Narayanan)
Company Secretary
Membership No. A5772

Annexure – I

Remuneration

Name: Gilkara Shrinivas Naidu

Designation: Chief Operating Officer & Designated ‘Manager’

	Remuneration w.e.f. 1.4.2024 for FY 2024-25	Remuneration w.e.f. 1.4.2025 for FY 2025-26
Details of Remuneration	INR	INR
Basic Salary	39,46,044	39,46,044
Flexi Pay	37,56,324	42,58,260
Provident Fund	4,73,520	4,73,520
Gratuity (4.81% of Basic)	1,89,720	1,89,720
Total Compensation	83,65,608	88,67,544

Plus:

I. Variable Performance Linked Incentive 12,54,845 22,16,887*

II. Long Term Incentive (LTI) Plan**

LTI for FY 2024-25 – payable in FY 2025-26	34,52,821
LTI for FY 2025-26 – payable in FY 2026-27	39,46,080

*Subject to the prescribed terms linked to Individual performance, Business Unit performance and the Company’s performance.

**The LTI Component is payable based on annual evaluation of business performance of the Company.

Statement as per Schedule V of the Companies Act, 2013			Annexure- II		
Sl. No.	Details	Information			
I. General Information					
(1)	Nature of Industry	Telecommunications Sector - Manufacturing of Optical Fibre Cables (OFC), Cable Reinforcement Solutions, Electrical Wiring Inconnect System- Wire Harness Products for Automotive & Industrial Sectors and for Aerospace & Defence, Passive Connectivity Solutions.			
(2)	Date or expected date of commencement of commercial production	The Company started commercial production of Teleprinters in 1961. On phasing out of the above production, manufacture of telecom equipments / components / accessories had been carried out. Now, manufacturing Optical Fibre Cables (OFC), Cable Reinforcement Solutions, Electrical Wiring Inconnect System- Wire Harness Products for Automotive & Industrial Sectors and for Aerospace & Defence, Passive Connectivity Solutions.			
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
(4)	Financial performance based on given indicators	Financial Parameters	Years		
			2022-23	2023-24	2024-25
			(Rs. in lakhs)		
		Turnover	126441.06	84428.55	57459.53
		Net Profit / (Loss)	6459.52	2847.42	-1500.95
		Amount of dividend paid	Nil	Nil	Nil
		Rate of dividend paid	Nil	Nil	Nil
(5)	Export performance and net foreign exchange collaborations	Export Earnings during FY 2024-25 were Rs. 3,646.75 Lakhs.			
(6)	Foreign investments or collaborations, if any.	Nil			
II Information about the appointee					
(1)	Background details	Shri G.S.Naidu, is a B.E. (Hons.) in Electrical Engineering from Bhopal University of Madhya Pradesh about four decades of extensive experience in Manufacturing Business Operations, Green field / Expansion projects. He started his career with M/s. National Aluminium Co.Ltd. in 1985, during project stage having capital outlay of 2.4 billion USD and later joined M/s. Optel Telecommunication Ltd., the pioneer company in the field of Optical Fibre, Optical Fibre cable and Telecom Equipments. During his employment with M/s.HFCL at Goa Plant and M/s. Sudarshan Telecom (a division of M/s. West Coast Paper Mills Ltd.), he spearheaded the entire business activities of manufacturing of Optical Fibre Cable. He also headed a green field power cable project of M/s. General Cable Energy India Pvt.Ltd. (a unit of the General Cable Corporation, USA) having a capital outlay of 45 Million USD.			
(2)	Past remuneration (during the immediate preceding 3 employments)	Organisation	Period	Total Remuneration (Amount in Rs.)	
		HTL Ltd.	25th June 2022 to 24th June 2023	95,72,369	
		HTL Ltd.	25th June 2023 to 24th June 2024	1,77,31,843	
		HTL Ltd.	25th June 2024 to 24th June 2025	94,12,926	

Statement as per Schedule V of the Companies Act, 2013			Annexure- II																									
Sl. No.	Details	Information																										
(3)	Recognition or awards	Nil																										
(4)	Job Profile and his suitability	<p>He is heading the Company as Designated "Manager" under the Companies Act and overseeing the business operations of the Company viz., Manufacturing, Marketing, Finance, Administration and Compliance of all applicable statutory provisions .</p> <p>He is having around 4 decades of experience in Senior Management positions in reputed Companies, including Telecom Companies.</p> <p>After joining the services of the Company, he established the manufacturing operations of OFC & OFC Accessories and further expanded the Company's business in Wire Harness products for Automotive & Industrial Sectors and Aerospace & Defence Sectors.</p> <p>Remuneration as approved by the Nomination and Remuneration Committee & Board of Directors in their meeting held on 24.3.2026, subject to the approval of the Shareholders.</p>																										
(5)	Remuneration proposed	<table border="1"> <thead> <tr> <th rowspan="3">Particulars</th> <th colspan="2">Rs. Per Annum</th> </tr> <tr> <th>Remuneration w.e.f.</th> <th>Remuneration w.e.f.</th> </tr> <tr> <th>1.4.2024 for FY 2024-25</th> <th>1.4.2025 for FY 2025-26</th> </tr> </thead> <tbody> <tr> <td>Basic Salary</td> <td>39,46,044</td> <td>39,46,044</td> </tr> <tr> <td>Flexi Pay</td> <td>37,56,324</td> <td>42,58,260</td> </tr> <tr> <td>Provident Fund</td> <td>4,73,520</td> <td>4,73,520</td> </tr> <tr> <td>Gratuity</td> <td>1,89,720</td> <td>1,89,720</td> </tr> <tr> <td>Performance Linked Incentive</td> <td>12,54,845</td> <td>22,16,887</td> </tr> <tr> <td>TOTAL CTC</td> <td>96,20,453</td> <td>1,10,84,431</td> </tr> </tbody> </table> <p>Additional Benefit: Long Term Incentive Payable for FY 2024-25 - Rs. 34,52,821/- Long Term Incentive Payable for FY 2025-26 - Rs. 39,46,080/-</p>		Particulars	Rs. Per Annum		Remuneration w.e.f.	Remuneration w.e.f.	1.4.2024 for FY 2024-25	1.4.2025 for FY 2025-26	Basic Salary	39,46,044	39,46,044	Flexi Pay	37,56,324	42,58,260	Provident Fund	4,73,520	4,73,520	Gratuity	1,89,720	1,89,720	Performance Linked Incentive	12,54,845	22,16,887	TOTAL CTC	96,20,453	1,10,84,431
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Statement as per Schedule V of the Companies Act, 2013		Annexure- II
Sl. No.	Details	Information
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	Shri G.S.Naidu was drawing a CTC of Rs. 96,20,453/- p.a. in HTL Ltd. as Chief Operating Officer & designated 'Manager' of the Company during the FY 2024-25. He is now re-appointed as 'Manager' w.e.f. 25.6.2025 for a period of one year with the revised remuneration of Rs. 110,84,431/- p.a. w.e.f. 1.4.2025 during FY 2025-26. His remuneration is either at par or less than the remuneration drawn by persons of similar qualifications and experience in Telecom Companies.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Shri G. S. Naidu does not have any direct or indirect pecuniary relationship with the Company, other than receiving remuneration, and has no relationship with the managerial personnel.
III	Other information	
(1)	Reasons of loss or inadequate profits.	The slump in the market for the Company's main product viz., Optical Fiber Cable is continued both domestically & abroad since the second half of FY 2023-24 and because of this fact not only your Company but also all the Manufacturing Companies in the similar industries in India were adversely affected in the business operations during the financial year 2024-25.
(2)	Steps taken or proposed to be taken for improvement.	The Company has taken all required steps in order to increase its turnover in its divisions viz., Passive Connectivity Solutions (PCS) and Electrical Wiring Interconnection Solutions (EWIS) so that the financial performance can be improved.
(3)	Expected increase in productivity and profits in measurable terms.	Turnover during 2026-27 is expected to be Rs. 1,200 crores and there will be increase in the profitability.
IV	Disclosures	
(1)	The shareholders of the company shall be informed of the remuneration package of the managerial person.	Yes. The same is being included in the Notice of their Meeting.
(2)	The following disclosures shall be mentioned in the Board of Directors report under the heading "Corporate Governance", if any attached to the annual report.	Not Applicable
(i)	All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the Directors.	
(ii)	Details of fixed component and performance linked incentives along with the performance criteria;	
(iii)	Service contracts, notice period, severance fees;	
(iv)	Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.	

Annexure- III

INFORMATION OF MANAGER PROPOSED TO BE RE-APPOINTED IN PURSUANT TO SECRETARIAL STANDARDS ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI) AS ON THE DATE OF NOTICE.

<i>Name of the Manager</i>	Shri G. S. Naidu
<i>PAN</i>	ABRPN4626P
<i>Date of Birth (Age in Years)</i>	19.07.1963 (62 years)
<i>Date of first Appointment</i>	25.06.2015
<i>Experience/Expertise in Specific Functional Areas</i>	<p>He is having a rich experience of about four decades in manufacturing operations, including Optical Fibre Cables and also is having specialized in manufacturing of Optical Fibre Cables.</p> <p>After joining the services of the Company, he established the manufacturing operations of OFC & OFC Accessories and further expanded the Company's business in Wire Harness products for Automotive & Industrial Sectors and Aerospace & Defence Sectors.</p>
<i>Qualification(s)</i>	B.E. Hons.
<i>Directorship in other Companies</i>	Nimpaa Telecommunications Private Limited (Nominated by the Holding Company viz., HFCL Limited)
<i>Chairmanship/ Membership of Committees (across all public Cos.)</i>	HTL Ltd: Risk Management Committee- Member
<i>Shareholding in the Company</i>	Nil
<i>Relationship with other Directors and KMPs of the Company</i>	Nil
<i>No. of Board Meetings held / Attended during the financial year 2025-26</i>	5/5
<i>Details of Remuneration sought to be paid w.e.f. 25.6.2025</i>	Rs. 1,10,84,431/-
<i>Last Remuneration drawn 25.6.2024 to 24.6.2025</i>	Rs. 94,12,926 /-
<i>Terms and conditions of re-appointment and Remuneration</i>	As mentioned in the Resolutions and Statements. Shareholders may also refer Remuneration Policy which is available on the website of the Company i.e. www.htllimited.com

The above statement may be treated as part of Statement annexed under Section 102 of the Companies Act, 2013 for Item No. 3 of the Notice of AGM (1/2026).

ATTENDANCE SLIP

HTL LIMITED

(CIN: U93090TN1960PLC004355)

Regd. Office: GST Road, Guindy, Chennai-600 032

Email: coo@htllimited.com; Website: www.htllimited.com

Phone: 044- 22501020

65th ANNUAL GENERAL MEETING 2026

I / We hereby record my / our presence at the 65th Annual General Meeting of the Company at GST Road, Guindy, Chennai – 600032 / thru' Video Conferencing over MS Teams on Friday, 24th July, 2026 at 12.30 P.M.

Member's Folio

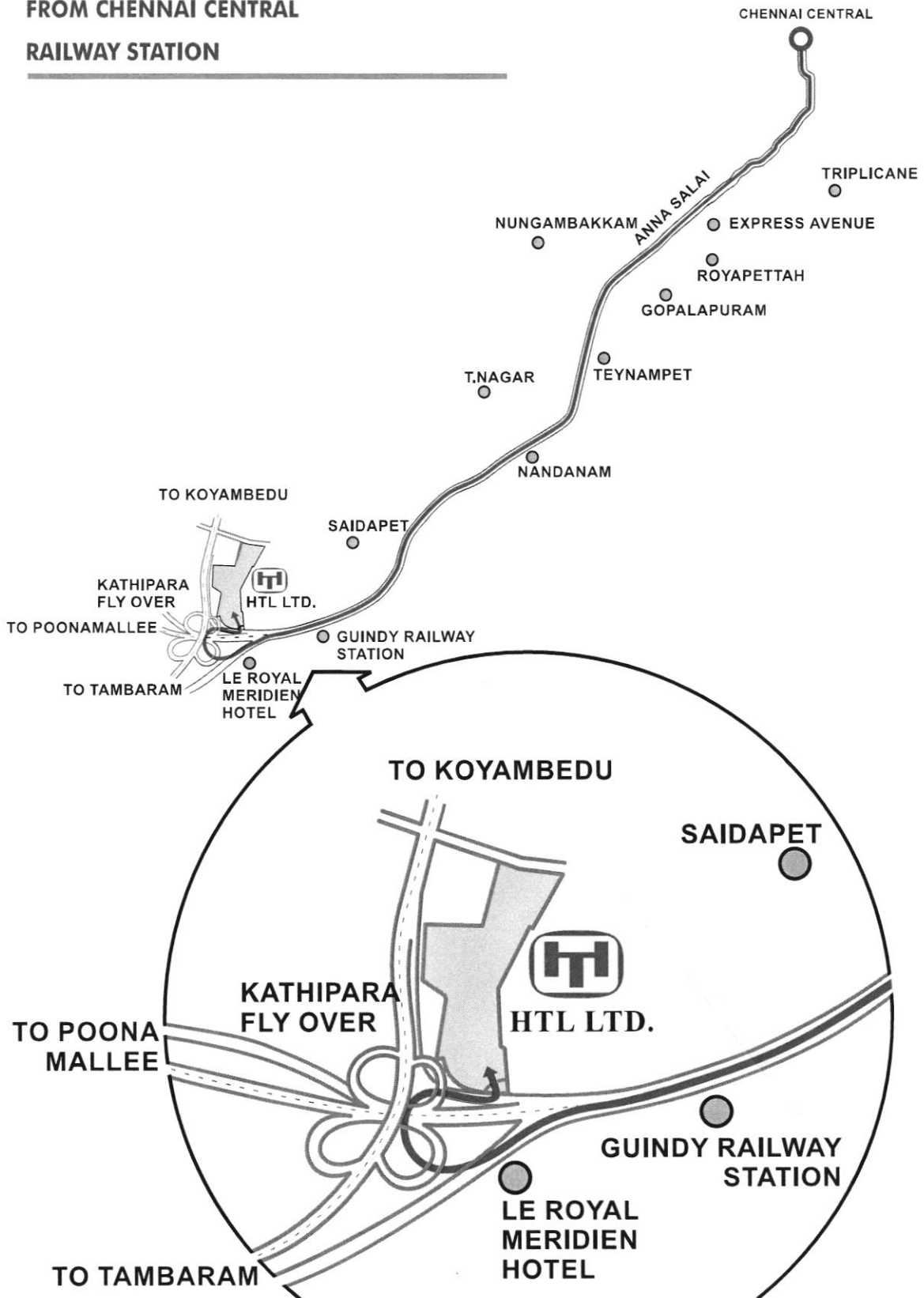
Member's/ Proxy's Name

Member's / Proxy's Signature

Note:

1. Please complete the Folio No. and name, sign the Attendance Slip and hand over / send it over at the Meeting Hall.
2. Physical copy of the Annual Report for 2026 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form are sent in the permitted mode to all Members.

**ROUTE MAP TO HTL
FROM CHENNAI CENTRAL
RAILWAY STATION**



**GUIDELINES TO SHAREHOLDERS WHO OPT FOR ATTENDING THE 65TH
AGM THRU' VIDEO CONFERENCING**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 05, 2022, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025. The forthcoming AGM will thus be held at the Registered Office of the Company at GST Road, Guindy, Chennai – 600 032 and thru' Video Conferencing. Hence, Members who send their requests from their registered email id with the Company for attending this meeting thru' Video Conferencing can attend and participate in the ensuing AGM through VC over MS Teams (Thru' the Link to be provided thru' the registered email).
2. Pursuant to the provisions of Section 101 of the Companies Act, 2013, the Company is sending Notice of the AGM to the address registered with the Company or with the depository participant/ depository.
3. The Members requesting to attend this meeting thru' Video Conferencing can join the AGM in the VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC will be made available to the interested Members, Directors, Key Managerial Personnel, Auditors etc.
4. The attendance of the Members attending the AGM through VC will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or body corporate can attend the AGM through VC and cast their votes.

**GUIDELINES TO SHAREHOLDERS WHO OPT FOR ATTENDING THE 65TH
AGM THRU' VIDEO CONFERENCING**

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.htllimited.com.
7. The AGM has been convened through VC in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 02/2021 dated January 13, 2021, MCA Circular No. 19/2021 dated December 08, 2021, MCA Circular No. 21/2021 dated December 14, 2021, MCA Circular No. 2/2022 dated May 05, 2022, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025.
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022, September 25, 2023, September 19, 2024 and September 22, 2025 the Company is providing facility of e-voting to its Members in respect of the business to be transacted at the AGM, details of which are as follows:-
 - (i) Shareholders shall be able to cast their vote on all business items mentioned in the AGM Notice during the meeting only, on order of Poll by the Chairman of the Meeting.
 - (ii) For this purpose, the Company is providing a designated e-mail address as follows, the Members can convey their votes, when a poll is required to be taken during the Meeting on any resolution, at such designated e-mail address: -

**Designated E-Mail Address for casting votes by Members:-
snarayanan@htllimited.com.**
 - (iii) During the Meeting held through VC facility, where a poll on any item is required, the Members shall cast their vote on the resolutions only by sending e-

**GUIDELINES TO SHAREHOLDERS WHO OPT FOR ATTENDING THE 65TH
AGM THRU' VIDEO CONFERENCING**

mails through e-mail addresses, which are registered with the Company. The said e-mails shall only be sent to the designated e-mail address circulated by the Company.

For any query/ grievance related to attending AGM through VC/OAVM or e-voting, please contact the following person:-

**Company: HTL Limited
Name: S. Narayanan
E-mail: snarayanan@htllimited.com
Telephone/Mobile No. 7010456750**

PROXY FORM

HTL LIMITED

(CIN: U93090TN1960PLC004355)

Regd. Office: GST Road, Guindy, Chennai – 600032 (Tamil Nadu)

Email: coo@htllimited.com; Website: www.htllimited.com

Phone: 044-22501020

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member (s) :	:
Registered Address :	:
E-mail Id :	:
Client-Id :	:
DP-ID :	:

I / We being the member(s) holding shares of HTL Ltd., of Rs.100/- each hereby appoint:

(1) Name: Address:

E-Mail Id Signature or failing him:

(2) Name: Address:

E-Mail Id Signature or failing him:

(3) Name: Address:

E-Mail Id Signature

And whose signature(s) are appended in Proxy Form as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 65th Annual General Meeting of the Company, to be held on Friday, 24th July, 2026 at 12.30 P.M. at GST Road, Guindy, Chennai – 600 032 (Tamil Nadu) / thru' Video Conferencing over MS Teams and at any adjournment thereof in respect of such resolutions as are indicated below;

**I wish my above Proxy to vote in the manner as indicated in the Box below:

Resolution No.	Resolutions	Optional	
		For	Against
Ordinary Business			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31 st March, 2026 together with the Reports of the Board of Directors and Auditors thereon.		

2.	To appoint a Director in place of Shri Rajeev Sabherwal (holding DIN- 08420761) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.		
Special Business			
3.	To consider re-appointment and payment of remuneration of Shri G. S. Naidu, Chief Operating Officer as 'Manager' of the Company for a period of one year w.e.f. 25.6.2025 under the Companies Act, 2013.		
4.	To consider and ratify the remuneration payable to the Cost Auditors for the FY 2025-26.		

Signed this day of 2026.

Affix Revenue Stamp

Signature of Shareholder

Signature of Proxy Holder(s)

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 (Forty Eight) hours before the commencement of the Meeting.
- (2) A Proxy need not be a Member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding an aggregate of not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- ** (4) This is only optional. Please put an 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a Proxy does not prevent a Member from attending the Meeting in person if he so wishes.
- (6) Please complete all details including details of member(s) in above box before submission.
