

Notice of 14th Annual General Meeting

Notice is hereby given that the 14th Annual General Meeting of the members of **HP Telecom India Limited** will be held on Saturday, 26th July, 2025 at 11.00 a.m. at the Registered Office of the Company at Plot No. 97, 1st floor, Om Square, Near Ishwar Farm, BRTS Canal Road, Bhatar, Althan, Surat, Gujarat – 395017 to transact the following business:

Ordinary Business:**1. Adoption of Financial Statements:**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2025 along with Board's Report and Auditor's Report thereon and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**.

“RESOLVED THAT the Annual Audited Financial Statements of the Company for the financial year ended 31st March, 2025 consisting of the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement together with accounting policies and notes forming part of the accounts, as circulated to the shareholders and now laid before the meeting be and are hereby approved and adopted.

RESOLVED FURTHER THAT the Auditors' Report as received from M/s. Aslot and Associates, Chartered Accountants and the Directors' Report on the Annual Accounts of the Company for the financial year ended 31st March, 2025, as circulated to the members and laid before the meeting be and are hereby approved and adopted.

RESOLVED FURTHER THAT any one of the director of the company be and is hereby authorized to issue a certified true copy of this resolution to the concerned persons or authorities, which are required to give effect to the aforesaid resolution.”

2. Appointment of Mrs. Seemababen Vijay Yadav (DIN: 02008064) as a Director liable to retire by rotation:

To approve re-appointment of Mrs. Seemababen Vijay Yadav (DIN: 02008064), who retires by rotation and being eligible, offers herself for re-appointment and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Seemababen Vijay Yadav (DIN: 02008064), who retires by rotation at this Annual General meeting, be and is hereby re-appointed as a Whole Time Director of the Company.”

3. Filling of casual vacancy and appointment of the Statutory Auditors of the Company:

To approve appointment of R P R & Co. as Statutory Auditors of the Company and 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 139(8) and any other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any such modification(s), amendment(s) and re-enactment(s) with the time being in force), the consent of the members of the Company be and is hereby accorded to appoint M/s. RPR & Co. (FRN: 131964W), Surat, as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Aslot & Associates, and to hold the office for a period of 5 years from the conclusion of this Annual General Meeting till the conclusion of 19th Annual General Meeting of the Company to be held in the year 2030, at such remuneration plus out of pocket expenses, as may be determined and recommended by the Audit committee in consultation with the Auditors and duly approved by the Board.

RESOLVED FURTHER THAT any one Director and/or Company Secretary of the Company be and are hereby severally authorised to do all the acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to sign and execute all necessary documents, applications, returns, e-forms and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

Special Business:**4. Appointment of Secretarial Auditors of the Company:**

To approve appointment of Mr. Bhaveshkumar Arjunkumar Rawal as a Secretarial Auditor of the Company and 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 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rule 2014, and Regulation 24A(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s), variation(s) or re-enactment thereof for the time being in force), Mr. Bhaveshkumar Arjunkumar Rawal, (FCS 8812; CP No. 10257), a Peer Reviewed Company Secretary, be and is hereby appointed as the Secretarial Auditor of the Company, for performing audit of the Company’s secretarial records for the financial year beginning from 1st April, 2025, for a period of one term of five consecutive years, that will conclude on 31st March, 2030, at such remuneration plus applicable taxes thereon and such increase in audit fees till the conclusion of their term, plus reimbursement of actual out of pocket and travelling expenses, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditor.

RESOLVED FURTHER THAT any one Director and/or Company Secretary of the Company be and are hereby severally authorised to do all the acts, deeds, matters and things as they may in

their absolute discretion deem necessary, proper or desirable and to sign and execute all necessary documents, applications, returns, e-forms and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

5. Approval of Related Party Transactions:

To approve Related Party Transactions with various related parties and 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 188 and other applicable provisions of the Companies Act, 2013, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any Statutory modification(s) or re-enactment thereof for the time being in force), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, and the company’s policy on related party transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on the basis the approval and recommendation of the audit committee and the board of directors of the company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”), to enter/continue to enter into related party transaction(s)/contract(s)/ arrangement(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with entities falling within the definition of ‘related party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, in the course of the business on such material terms and conditions as detailed in the below mentioned table, the explanatory statement and as may be mutually agreed between related parties and the Company, provided that the said contract(s)/arrangement(s)/transaction(s) shall be carried out in the ordinary course of business of the company and in respect of transactions with related parties under Section 2(76) of the Act, are at arm’s length basis.

Sr. No.	Name of Related Party	Type of Transaction	Amount (in Rs. Per annum)	Terms of Contract	Name of Interested person	Nature of relationship
1.	HV Connecting Infra (India) Private Limited	Sale, Purchase, or supply of goods and materials	Upto 700.00 Crores	The transaction shall be done in ordinary course of business and any other terms as may be decided by the Board of Directors at relevant time within the overall limits approved by the members	Vijay Lalsingh Yadav,	Common Directors
		Availing or rendering of any services	Upto 10.00 Crores		Seemababen Vijay Yadav and Bharatlal Lalsingh Singh	

2.	Telecom Merchants	Sale, Purchase, or supply of goods and materials	Upto 600.00 Crores	The transaction shall be done in ordinary course of business and any other terms as may be decided by the Board of Directors at relevant time within the overall limits approved by the members	Vijay Lalsingh Yadav and Bharatlal Lalsingh Singh	Director's relative is a Partner Director is a Partner
		Availing or rendering of any services	Upto 10.00 Crores			
3.	Communication Merchants	Sale, Purchase, or supply of goods and materials	Upto 600.00 Crores	The transaction shall be done in ordinary course of business and any other terms as may be decided by the Board of Directors at relevant time within the overall limits approved by the members	Bharatlal Lalsingh Singh and Seemababen Vijay Yadav	Director is a Partner Director is a Partner
		Availing or rendering of any services	Upto 10.00 Crores			
4.	RP Distributors	Sale, Purchase, or supply of goods and materials	Upto 200.00 Crores	The transaction shall be done in ordinary course of business and any other terms as may be decided by the Board of Directors at relevant time within the overall limits approved by the members	Bharatlal Lalsingh Singh	Director is Proprietor
		Availing or rendering of any services	Upto 10.00 Crores			

5.	HV Lubricants	Sale, Purchase, or supply of goods and materials	Upto 50.00 Crores	The transaction shall be done in ordinary course of business and any other terms as may be decided by the Board of Directors at relevant time within the overall limits approved by the members	Bharatlal Lalsingh Singh,	Director is a Partner
		Availing or rendering of any services	Upto 10.00 Crores		Seemababen Vijay Yadav	Director is a Partner
					and Vijay Lalsingh Yadav	Director is a Partner
6.	Phone Mart and HM Petroleum	Sale, Purchase, or supply of goods and materials	Upto 100.00 Crores	The transaction shall be done in ordinary course of business and any other terms as may be decided by the Board of Directors at relevant time within the overall limits approved by the members	Vijay Lalsingh Yadav	Director is Proprietor
		Availing or rendering of any services	Upto 20.00 Crores			
7.	Vijay Lalsingh Yadav	Availing or rendering of any services	Upto 10.00 Crores	The transaction shall be done in ordinary course of business and any other terms as may be decided by the Board of Directors at relevant time within the overall limits approved by the members	Vijay Lalsingh Yadav	Managing Director
8.	Seemababen Vijay Yadav	Availing or rendering	Upto 10.00 Crores	The transaction shall be done in ordinary course of business and	Seemababen Vijay Yadav	Whole Time Director

		of any services		any other terms as may be decided by the Board of Directors at relevant time within the overall limits approved by the members		
--	--	--------------------	--	---	--	--

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

6. Adoption of Table F of Companies Act, 2013 with respect to Articles of Association of the Company:

To Adopt Table F of Schedule I of Companies Act, 2013 with respect to Articles of Association of the Company and to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) the consent of the members of the Company be and is hereby accorded to substitute the existing Articles of Association of the Company with a new set of Articles of Association in accordance with the provisions of Table F of Schedule I of the Companies Act, 2013.

RESOLVED FURTHER THAT any one Director and/or Company Secretary of the Company be and are hereby severally authorised to file the required returns/forms with the Registrar of Companies and other regulatory authorities, as may be required and to settle any questions / difficulties / doubts in connection with the aforesaid resolution and to do all such acts, things, deeds as may be required in this connection and to provide a certified true copy of this Resolution and any other related documents in this regard and the same be furnished to the concerned authorities and they be requested to act thereon.”

7. Increasing the overall Borrowing Limits under Section 180 of the Companies Act, 2013.

To fix overall borrowing limited under Section 180 of the Companies Act, 2013 and to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 180(1)(c) and such other applicable provisions of the Companies Act, 2013, if any, read with Companies (Meeting of Board and its

Powers) Rules, 2014; as amended from time to time (including any statutory modifications or re-enactments thereof) and including such other applicable law(s), if any, approval of the members of the company be and is hereby accorded to the Board of Directors or any one of the director acting individually on behalf of the Company to borrow any sum or sums of money together with the monies already borrowed by the Company, if any (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) upto the limit which may exceed 100% of aggregate of paid up capital, free reserves and securities premium of the company but shall not exceed Rs. 2,50,00,00,000/- (Rupees Two Hundred Fifty Crores Only) at any time, as and when required from any Bank(s) and/ or Financial Institution(s) and/or Foreign lender(s) and/or Company(ies)/ Body corporate(s) and/ or any other entity(ies) and/ or any other lender(s) by whatsoever name(s) it may be called.

RESOLVED FURTHER THAT pursuant to the provisions of Section 180(1)(a) and such other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto as amended from time to time (including any statutory modifications or re-enactments thereof), and including such other applicable law(s), if any, consent of the members of the company be and is hereby accorded to the Board of Directors or any one of the director acting individually on behalf of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of Bank(s) and/ or Financial Institution(s) and/or Foreign lender(s) and/or Company(ies)/ Body corporate(s) and/ or any other entity(ies) and/ or any other lender(s) to secure the amount borrowed by the Company for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company shall not exceed a sum of Rs. 2,50,00,00,000/- (Rupees Two Hundred Fifty Crores Only) at any time, as and when required.

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

8. Approval of giving loans, guarantees or security under Section 185 of the Companies Act, 2013.

To approve granting of loans, giving guarantees or security under Section 185 of the Companies Act, 2013 and to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), consent of the members of the company be and is hereby accorded to the Board of directors of the Company (hereinafter referred to as the

"board", which term shall be deemed to include, unless the context otherwise required, any committee of the board or any director(s) or officer(s) authorised by the board to exercise the powers conferred on the board under this resolution) for making of loan(s) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/ to be taken by a group company or any other body corporate covered under the category of 'a person in whom any of the director of the company is interested' as specified in the explanation to clause (b) of sub-section 2 of Section 185 of the Act, up to an aggregate amount not exceeding Rs. 2,50,00,00,000/- (Rupees Two Hundred Fifty Crores Only) at any time in such form or manner the Board may think fit in their absolute discretion and in the interest of the company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to negotiate, finalise and agree the terms and conditions of the aforesaid loan/guarantee/security, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

9. Approval for loans, investments, guarantee or security under Section 186 of the Companies Act, 2013.

To approve loans, investments, guarantee or security under Section 186 of the Companies Act, 2013 and to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 ('the Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the company be and is hereby accorded to the Board of Directors (including any Committee of Directors) subject to such other approvals, consent, sanctions as may be necessary including from banks and financial institutions, if any, any such other statutory approvals, if any, and such conditions as may be prescribed by any of the concerned authorities for;

- a) giving any loan to any person or other body corporate
- b) giving any guarantee or providing security in connection with a loan to any other body corporate or person and /or
- c) acquiring whether by way of subscription, purchase or otherwise, the securities of any other body corporate,

in excess of the (i) sixty per cent. of its paid-up share capital, free reserves and securities premium account or (ii) hundred per cent of its free reserves and securities premium account; whichever is more, up to an aggregate amount not exceeding Rs. 2,50,00,00,000/- (Rupees Two Hundred Fifty Crores Only), at any time in such form or manner the Board may think fit in their absolute discretion and in the interest of the company.

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

By Order of the Board of Directors
HP TELECOM INDIA LIMITED

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

Date: 30/06/2025

REGISTERED OFFICE:-

Plot No. 97, 1st Floor, Om Square,
Near Ishwar Farm, BRTS Canal Road,
Althan, Surat – 395017, Gujarat.

Email Id: cs@hvciipl.com

Mob No.: 9327481169

Website: www.hptil.com



NOTES:-

1. The relevant Explanatory Statement pursuant to Regulation 36(3), 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 concerning the relevant business and pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts, concerning the business under Item No. 3 to 10 of the notice, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT AN ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. However, a member holding more than ten percent 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. The Proxy holders shall provide his identity at the time of attending the meeting. A proxy form for the AGM is enclosed.

THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ANNEXED HEREWITH.

3. Corporate Members (i.e. other than Individuals, HUF, NRI, etc.) shall send certified true copy of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Company to attend and vote at the AGM.
4. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips along with a valid identity proof such as the PAN card, passport, Aadhar card or driving license will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
5. In case of all joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Non-resident Indian shareholders are requested to inform to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately about the following :-
 - a. The change in the residential status on return to India for permanent settlement.
 - b. The particulars of the NRE account with a Bank in India, if not furnished earlier.

7. A Member desirous of getting any information on the accounts or operations of the Company is requested to forward his/her queries to the Company on cs@hvciipl.com, prior to the meeting so that the required information can be made available at the Meeting.
8. Members may note that this Notice and the Annual Report for Financial Year 2024-25 will be available on the Company's website www.hptil.com.
9. Members who have not registered their e-mail address with the Company are requested to register/update their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company, electronically.
10. In compliance with the relevant MCA Circulars and SEBI Circulars, notice of the AGM along with the Annual Report is being sent only through electronic mode to those members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report will also be available on the Company's website at www.hptil.com, website of stock exchange i.e. NSE Limited at www.nseindia.com and on the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com. A letter providing the web-link of the path of Annual Report on company's website is being sent to members whose email addresses are not registered.
11. The route map showing directions to reach the venue of the 14th AGM is annexed.
12. Voting through electronic means (i.e. remote e-voting):
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide the members, a facility to exercise their right to vote on resolutions proposed to be considered at the 14th Annual General Meeting (AGM) by electronic means and the business may be transacted through E-voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote E-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at AGM and the members attending the meeting who have not cast their vote by remote E-voting will be able to exercise their right at the meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to an AGM may also attend the AGM but will not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on Wednesday, 23rd July, 2025 (9:00 a.m.) and ends on Friday, 25th July, 2025 (5:00 p.m.). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 19th July, 2025, may

cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 19th July, 2025.

V. The process and manner for remote e-voting are as under:

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


STEP 1: ACCESS TO NSDL E-VOTING SYSTEM

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS

	<p>Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

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

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

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
 2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting.
 3. Now you are ready for e-Voting as the Voting page opens.
 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
 5. Upon confirmation, the message “Vote cast successfully” will be displayed.
 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- VI. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through E-mail to brawal1011@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority

- Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- VII. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- VIII. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 or send a request to Hardik Thakkar at evoting@nsdl.co.in.
- IX. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- X. You can also update your mobile number and E-mail id in the user profile details of the folio which may be used for sending future communication(s).
- XI. The voting rights of members shall be in proportion to their Shares of the paid up Equity Share capital of the Company as on the cut-off date of 19th July, 2025.
- XII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding Shares as of the cut-off date i.e. 19th July, 2025, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.
- XIII. A member may participate in an AGM even after exercising his right to vote through remote E-voting but shall not be allowed to vote again at an AGM.
- XIV. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote E-voting as well as voting at an AGM through ballot paper.
- XV. Mr. Bhaveshkumar Arjunkumar Rawal, Company Secretary in Practice (Certificate of Practice No. 10257) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting process in a fair and transparent manner.
- XVI. The Chairman shall, at the end of discussion on the resolutions in AGM on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote E-voting facility.
- XVII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting in the presence of at least two witnesses not in the employment

of the Company and shall make, not later than three days of the conclusion of the AGM, a Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- XVIII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.hptil.com after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchange where the shares of the Company are listed.
13. All relevant documents and registers referred to in the accompanying notice and the explanatory statement shall be open for inspection at the Registered Office of the Company situated Plot No. 97, 1st floor, Om Square, Near Ishwar Farm, BRTS Canal Road, Bhatar, Althan, Surat, Gujarat – 395017 between 10.00 a.m. to 5.00 p.m. on all working days, except on holidays, up to and including the date of the Annual General Meeting of the Company.

ANNEXURES TO THE NOTICE

(I) EXPLANATORY STATEMENTS:

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 36(5) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

ITEM NO. 3:

The members of the Company in their Annual General Meeting held on 29th November, 2021, appointed M/s. Aslot & Associates, Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of that AGM till the conclusion of AGM to be held in the year 2026.

However, M/s. Aslot & Associates, Chartered Accountants vide their letter dated 26th June, 2025 have resigned as Statutory Auditors w.e.f. 26th June, 2025 resulting in a casual vacancy in the office of Statutory Auditors of the Company. Accordingly, in order to fill the casual vacancy in the office of Auditors, the Board of Directors of the Company at its meeting held on 30th June, 2025, recommended the appointment of R P R & Co., Chartered Accountants (FRN.131964W), as Statutory Auditors of the Company, to hold office till the conclusion of ensuing Annual General Meeting of the Company.

On the recommendation of the Audit Committee, the Board of directors recommends, the fees of Rs. 5,50,000/- p.a for the financial year 2024-25 in comparison to Rs. 3,00,000/- p.a. given to the outgoing auditors. A long time has been passed since the last fees were decided with the auditors, the work profile as well the compliances of the company have changed to a significant extent. Hence, the proposed fees have been decided by the Board of Directors on recommendation with the Audit Committee. Other various parameters like capability to serve a diverse and complex business of the Company, for appointment of Statutory Auditor have also been considered.

M/s. RPR & Co. (FRN 131964W), Chartered Accountants firm, is a renowned CA firm based in Surat. The firm is primarily engaged in providing audit and assurance service to its clients. M/s. RPR & Co. have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

Now, subject to approval of members of the Company, the Board wishes to appoint R P R & Co., Chartered Accountants, as Statutory Auditors for a period of 5 years from the conclusion of this 14th Annual General Meeting till the conclusion of 19th Annual General Meeting to be held in the year 2030.

R P R & Co., Chartered Accountants, have conveyed their consent for being appointed as the Statutory Auditors of the Company along with confirmation that their appointment if made by the members would be within the limits prescribed under the Companies Act 2013 and shall satisfy the criteria as provided under section 141 of the Companies Act, 2013.

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

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

ITEM NO. 4:

Pursuant to the amendment notified in Regulation 24A by way of SEBI(LODR) (third amendment) Regulations, 2024, with effect from 1st April, 2025, the Company is required to appoint a Secretarial Auditor, who is a Peer Reviewed Company Secretary.

In accordance with the above regulation, and on the recommendation of the Audit Committee, the Board of Directors in their meeting held on 30th June, 2025 proposed to appoint Mr. Bhaveshkumar Rawal, Company Secretary in practice, (FCS: 8812, COP: 10257) who is a Peer Reviewed Company Secretary, as the Secretarial Auditor of the Company, for performing Secretarial Audit of the Company for a period of five consecutive years beginning from 1st April, 2025 till 31st March, 2030, at such remuneration plus applicable taxes thereon and such increase in audit fees till the conclusion of their term, plus reimbursement of actual out of pocket expenses, as recommended by the Audit committee and as may be mutually agreed between the Board and the Secretarial Auditor.

Mr. Bhaveshkumar Arjunkumar Rawal is a Practicing Company Secretary, providing secretarial consultancy services for more than 5 years. He has in-depth experience in various areas of legal practice, including corporate laws, listing compliances, secretarial management guidance & audit, due diligence, compliance audit, corporate governance audit, FEMA, RBI, and other economic laws.

The Secretarial Auditor confirms that he holds a valid peer review certificate issued by the Institute of Company Secretaries of India and that he has not incurred any disqualifications as specified

under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Pursuant to the provisions of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of shareholders is required for such appointment.

The proposed fees in connection with the secretarial audit shall be Rs. 50,000/- (Rupees Fifty Thousand only) plus applicable taxes and other out-of-pocket expenses for financial year 2026, and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors and the secretarial auditor. In addition to the secretarial audit, Mr. Bhaveshkumar Arjunkumar Rawal shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditors.

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

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

ITEM NO. 5:

Pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014, the Related Party Transactions (“RPTs”) as mentioned in clause (a) to (g) of the said section require a Company to obtain approval of the Board of Directors and subsequently the Shareholders of the Company by way of an ordinary resolution in case the value of the Related Party Transactions exceeds the stipulated thresholds prescribed in Rule 15 of the said Rules and transactions other than in ordinary course of business and on arm’s length basis.

Further, Regulation 23(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) also stipulates that all material related party transactions shall require prior approval of the shareholders through ordinary resolution.

Accordingly, the related party transactions as recommended by the Audit Committee and approved by the Board of Directors at their respective meetings held on 30th June, 2025 are hereby placed before the shareholders for their approval by way of Ordinary Resolution to enable the Company to enter into the following Related Party Transactions in one or more tranches, during the year. The approval by the shareholders’ is without prejudice to the need for the Audit Committee to approve, authorize and review transactions on a financial year basis. The transactions under consideration, are proposed to be entered into by the Company with the following related parties is in the ordinary course of business and at arms’ length basis.

S.N.	Description	Related Party 1
1.	Name of Related Party	HV Connecting Infra (India) Private Limited

2.	Type of Transaction	Sale, Purchase, or supply of goods and materials	Availing or rendering of any services
3.	Amount (in Rs. Per annum)	Upto 700.00 Crores	Upto 10.00 Crores
4.	Terms of Contract	The transaction shall be done in ordinary course of business and any other terms as may be decided by the Board of Directors at relevant time within the overall limits approved by the members.	
5.	Name of Interested person	Vijay Lalsingh Yadav, Seemabahen Vijay Yadav and Bharatlal Lalsingh Singh	
6.	Nature of relationship	Common Directors	
7.	Tenure of the proposed transaction	For 2 years	
8.	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	43.86% of the turnover of the Company	0.63% of the turnover of the Company
9.	Justification as to why the RPT is in the interest of the listed entity	The RPTs are / will be on arm's length basis and in the ordinary course of business, based on considerations of various business exigencies, such as synergy in operations, expertise and resources of the Company and the Company's long term strategy. The Audit Committee and the Board of Directors are of the view that the RPTs shall be in the best interest of the Company.	
10.	Details of the valuation report or external party report (if any) enclosed with the Notice	Not applicable.	

S.N.	Description	Related Party 2	
1.	Name of Related Party	Telecom Merchants	
2.	Type of Transaction	Sale, Purchase, or supply of goods and materials	Availing or rendering of any services
3.	Amount (in Rs. Per annum)	Upto 600.00 Crores	Upto 10.00 Crores
4.	Terms of Contract	The transaction shall be done in ordinary course of business and any other terms as may be decided by the Board of Directors at relevant time within the overall limits approved by the members.	
5.	Name of Interested person	Vijay Lalsingh Yadav	Bharat Lal Singh
6.	Nature of relationship	Director's relative is a Partner	Director is a Partner
7.	Tenure of the proposed transaction	For 2 years	

8.	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	37.59% of the turnover of the Company	0.63% of the turnover of the Company
9.	Justification as to why the RPT is in the interest of the listed entity	The RPTs are / will be on arm's length basis and in the ordinary course of business, based on considerations of various business exigencies, such as synergy in operations, expertise and resources of the Company and the Company's long term strategy. The Audit Committee and the Board of Directors are of the view that the RPTs shall be in the best interest of the Company.	
10.	Details of the valuation report or external party report (if any) enclosed with the Notice	Not applicable.	

S.N.	Description	Related Party 3	
1.	Name of Related Party	Communication Merchants	
2.	Type of Transaction	Sale, Purchase, or supply of goods and materials	Availing or rendering of any services
3.	Amount (in Rs. Per annum)	Upto 600.00 Crores	Upto 10.00 Crores
4.	Terms of Contract	The transaction shall be done in ordinary course of business and any other terms as may be decided by the Board of Directors at relevant time within the overall limits approved by the members.	
5.	Name of Interested person	Bharatlal Lalsingh Singh	Seemabahen Vijay Yadav
6.	Nature of relationship	Director is a Partner	Director is a Partner
7.	Tenure of the proposed transaction	For 2 years	
8.	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	37.59% of the turnover of the Company	0.63% of the turnover of the Company
9.	Justification for why the proposed transaction is in the interest of the listed entity	The RPTs are / will be on arm's length basis and in the ordinary course of business, based on considerations of various business exigencies, such as synergy in operations, expertise and resources of the Company and the Company's long term strategy. The Audit Committee and the Board of Directors are of the view that the RPTs shall be in the best interest of the Company.	

10.	Details of the valuation report or external party report (if any) enclosed with the Notice	Not applicable.
-----	--	-----------------

S.N.	Description	Related Party 4	
1.	Name of Related Party	RP Distributors	
2.	Type of Transaction	Sale, Purchase, or supply of goods and materials	Availing or rendering of any services
3.	Amount (in Rs. Per annum)	Upto 200.00 Crores	Upto 10.00 Crores
4.	Terms of Contract	The transaction shall be done in ordinary course of business and any other terms as may be decided by the Board of Directors at relevant time within the overall limits approved by the members.	
5.	Name of Interested person	Bharatlal Lalsingh Singh	
6.	Nature of relationship	Director is a Proprietor	
7.	Tenure of the proposed transaction	For 2 years	
8.	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	12.53% of the standalones turnover of the Company	0.63% of the standalones turnover of the Company
9.	Justification for why the proposed transaction is in the interest of the listed entity	The RPTs are / will be on arm's length basis and in the ordinary course of business, based on considerations of various business exigencies, such as synergy in operations, expertise and resources of the Company and the Company's long term strategy. The Audit Committee and the Board of Directors are of the view that the RPTs shall be in the best interest of the Company.	
10.	Details of the valuation report or external party report (if any) enclosed with the Notice	Not applicable.	

S.N.	Description	Related Party 5	
1.	Name of Related Party	HV Lubricants	
2.	Type of Transaction	Sale, Purchase, or supply of goods and materials	Availing or rendering of any services
3.	Amount (in Rs. Per annum)	Upto 50.00 Crores	Upto 10.00 Crores
4.	Terms of Contract	The transaction shall be done in ordinary course of Business and any other terms as may be decided by the Board of Directors at relevant time within the overall limits approved by the members.	

5.	Name of Interested person	Bharatlal Lalsingh Singh	Seemabahen Vijay Yadav	Vijay Lalsingh Yadav
6.	Nature of relationship	Director is a Partner	Director is a Partner	Director is a Partner
7.	Tenure of the proposed transaction	For 2 years		
8.	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	3.13% of the turnover of the Company	0.63% of the turnover of the Company	
10.	Justification for why the proposed transaction is in the interest of the listed entity	The RPTs are / will be on arm's length basis and in the ordinary course of business, based on considerations of various business exigencies, such as synergy in operations, expertise and resources of the Company and the Company's long term strategy. The Audit Committee and the Board of Directors are of the view that the RPTs shall be in the best interest of the Company.		
11.	Details of the valuation report or external party report (if any) enclosed with the Notice	Not applicable.		

S.N.	Description	Related Party 6	
1.	Name of Related Party	Phone Mart and HM Petroleum	
2.	Type of Transaction	Sale, Purchase, or supply of goods and materials	Availing or rendering of any services
3.	Amount (in Rs. Per annum)	Upto 100.00 Crores	Upto 20.00 Crores
4.	Terms of Contract	The transaction shall be done in ordinary course of Business and any other terms as may be decided by the Board of Directors at relevant time within the overall limits approved by the members.	
5.	Name of Interested person	Vijay Lalsingh Yadav	
6.	Nature of relationship	Director is a Proprietor	
7.	Tenure of the proposed transaction	For 2 years	
8.	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	6.26% of the turnover of the Company	1.25% of the turnover of the Company
9.	Justification for why the proposed transaction is in the interest of the listed entity	The RPTs are / will be on arm's length basis and in the ordinary course of business, based on considerations of various business exigencies,	

		such as synergy in operations, expertise and resources of the Company and the Company's long term strategy. The Audit Committee and the Board of Directors are of the view that the RPTs shall be in the best interest of the Company.
10.	Details of the valuation report or external party report (if any) enclosed with the Notice	Not applicable.

S.N.	Description	Related Party 7
1.	Name of Related Party	Vijay Lalsingh Yadav
2.	Type of Transaction	Availing or rendering of any services
3.	Amount (in Rs. Per annum)	Upto 10.00 Crores
4.	Terms of Contract	The transaction shall be done in ordinary course of business and any other terms as may be decided by the Board of Directors at relevant time within the overall limits approved by the members.
5.	Name of Interested person	Vijay Lalsingh Yadav
6.	Nature of relationship	Managing Director
7.	Tenure of the proposed transaction	For 2 years
8.	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	0.63% of the turnover of the Company
9.	Justification for why the proposed transaction is in the interest of the listed entity	The RPTs are / will be on arm's length basis and in the ordinary course of business, based on considerations of various business exigencies, such as synergy in operations, expertise and resources of the Company and the Company's long term strategy. The Audit Committee and the Board of Directors are of the view that the RPTs shall be in the best interest of the Company.
10.	Details of the valuation report or external party report (if any) enclosed with the Notice	Not applicable.

S.N.	Description	Related Party 8
1.	Name of Related Party	Seemababen Vijay Yadav
2.	Type of Transaction	Availing or rendering of any services
3.	Amount (in Rs. Per annum)	Upto 10.00 Crores
4.	Terms of Contract	The transaction shall be done in ordinary course of business and any other terms as may be decided by the Board of Directors at relevant

		time within the overall limits approved by the members.
5.	Name of Interested person	Seemabahen Vijay Yadav
6.	Nature of relationship	Whole Time Director
7.	Tenure of the proposed transaction	For 2 years
8.	Percentage of annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	0.63% of the turnover of the Company
9.	Justification for why the proposed transaction is in the interest of the listed entity	The RPTs are / will be on arm's length basis and in the ordinary course of business, based on considerations of various business exigencies, such as synergy in operations, expertise and resources of the Company and the Company's long term strategy. The Audit Committee and the Board of Directors are of the view that the RPTs shall be in the best interest of the Company.
10.	Details of the valuation report or external party report (if any) enclosed with the Notice	Not applicable.

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

Except Mr. Vijay Lalsingh Yadav, Managing Director, Mrs. Seemabahen Vijay Yadav, Whole Time Director and Mr. Bharatlal Lalsingh Singh, Director and their respective relatives, none of the other Directors, Key Managerial Personnel or their respective relatives in any way, financially or otherwise, concerned or interested in the said resolution.

ITEM NO. 6:

The Article of Association of the Company was originally adopted when the Company was incorporated under the Companies Act, 1956. Subsequent to the introduction of Companies Act, 2013, several changes were made in the Articles from time to time to bring the same in conformity with the provisions of Companies Act, 2013.

Now, for the purpose of ease of doing business and to ensure flexible internal management practices, the Board is of the opinion that it would be expedient to adopt new set of Articles to be substituted in place of the existing AOA, based on "Table F" of Schedule I of the Companies Act, 2013 as amended from time to time which sets out the model articles of association for a company limited by shares.

Pursuant to Section 14 of the Act, the Board of directors at their meeting held on 30th June, 2025, subject to the approval of the members of the Company, accorded their approval to adopt new set

of Articles of Association of the Company in accordance with provisions of Table F of Schedule I of the Companies Act, 2013.

Members are requested to note that in terms of Section 14 of the Act, any alteration in the Articles of Association of the Company shall require approval of the Members of the Company by way of Special Resolution and accordingly, approval of the Members of the Company is sought in terms of Section 14 of the Act for adoption of revised Articles of Association. The members are also requested to note that the draft Articles of Association of the Company shall be available for inspection by the Members of the Company.

Accordingly, your Directors recommend the Special Resolution mentioned in item no. 6 for approval of the shareholders.

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

ITEM NO. 7:

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

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

In order to cater the business requirements of the Company and to ensure smooth cashflow, when required, it is now proposed that the Company may fix the overall borrowing limit at Rs. 250 crores and recommend the same to the shareholders for approval.

Accordingly, your Directors recommend the Special Resolution mentioned in item no. 7 for approval of the shareholders.

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

ITEM NO. 8:

Pursuant to the provisions of Section 185 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), no company shall, directly or indirectly, advance any loan, including any loan represented by a book

debt to, or give any guarantee or provide any security in connection with any loan taken by (a) any director of company, or of a company which is its holding company or any partner.

However, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that (a) a special resolution is passed by the company.

In order to augment the long term resources of the Company and to render support for the business requirements of the entities in which director of the Company is interested or deemed to be interested from time to time, the Board of Directors in its meeting held on 30th June, 2025 has, subject to the approval of shareholders of the Company, proposed and approved for seeking the shareholder approval for advancing any loan, giving any guarantee or providing any security to all such person specified under Section 185 of the Companies Act, 2013 and more specifically such other entity/person as the Board of the Directors in its absolute discretion deems fit and beneficial and in the best interest of the Company (hereinafter commonly known as the Entities); all together with in whom or in which any of the Director of the Company from time to time is interested or deemed to be interested and upto an aggregate limit of Rs. 250 Crores.

Further, the aforementioned loan(s) and/or guarantee(s) and/or security(ies) shall only be utilized by the borrower for the purpose of its principal business activities and that keeping the best interest of the Company. The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 8 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are considered to be interested or concerned in the above resolution except to the extent of their directorships and shareholding in the Company (if any).

ITEM NO. 9:

Pursuant to the provisions of Section 186(2) of the Companies Act, 2013 the Board of Directors of a Company is authorized to give loan, guarantee or provide any security to any person or body corporate or acquire by way of subscription, purchase or otherwise, the securities of any body corporate, upto an amount of which shall not exceed the prescribed ceiling of sixty percent of the aggregate of the paid up capital, free reserves and securities premium account or hundred percent of its free reserves and securities premium account, whichever is more.

As per Section 186 (3) of the Act, the Company can give loans and make investments exceeding the aforesaid limits, after taking prior approval of members by means of a Special Resolution passed at a General Meeting of the Company.

Now, in order to make optimum use of funds available with the Company, the company may grant loans or give guarantee or provide security at many point of time up to an aggregate amount of Rs. 250 Crores for its business or any incidental activity thereto. Doing such activities many a times need urgent and quick decisions.

Accordingly, the Board of Directors may be authorized to give loans, guarantees, provide securities or make investments as mentioned above upto an aggregate amount outstanding which shall not exceed Rs. 250 Crores which shall be over and above the limits as specified in Section 186(2) of the Companies Act, 2013. The members may note that board of directors would carefully evaluate proposals and provide such loans, guarantee or security to Company or any other group company/body corporate.

The proposed Special Resolution as set out in Notice is enabling in nature for any further loan/investment/guarantee/security, to be made or given to any other person as per the provisions of the Companies Act, 2013.

Accordingly, your Directors recommend the Special Resolution mentioned in item no. 9 for approval of the shareholders.

None of the Directors or Key Managerial Personnel of the Company or their relatives are considered to be interested or concerned in the above resolution except to the extent of their directorships and shareholding in the Company (if any).

(II) DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD – 2 ON “GENERAL MEETING”:

A. Mrs. Seemabahen Vijay Yadav (DIN: 02008064) is proposed to be re-appointed as Whole-time Director, who is liable to retire by rotation.

Name of the Director	Mrs. Seemabahen Vijay Yadav (DIN: 02008064)
Designation	Whole Time Director
Date of Birth	18/06/1980
Age	45 Years
Nationality	Indian
Qualification	B.A.
Date of first appointment on the Board of the Company	15-10-2020

No. of Board Meetings attended during the Year 2024-25	18 (Eighteen)
Expertise in specific functional area	Telecom Industry
Brief Profile	Mrs. Seemababen Vijay Yadav, aged 45 years, has completed her bachelor's degree of arts (B.A.) from the South Gujarat University in the year 2002. She has more than 13 years of work experience in the field of Telecom Industry. She is engaged in the online business initiatives, operational oversight, team co-ordination and project management of the Company.
Terms and conditions of appointment or re-appointment	She will be liable to retire by rotation.
Remuneration Last drawn	Rs. 4,00,000/- per month
Shareholding in the Company	37,27,852 shares (31.29 %)
Directorship in the other Entities	1. HV Connecting Infra (India) Private Limited Private Limited 2. HVC Finance Private Limited 3. Pinak.Tech Private Limited
Membership/Chairmanship in Committees (Other than HP Telecom India Limited)	Nil
Relationship with other Director(s), Manager and KMP	Mr. Vijay Lalsingh Yadav is spouse of Mrs. Seemababen Vijay Yadav and Mr. Bharatlal Lalsingh Singh is Brother in law of Mrs. Seemababen Vijay Yadav. Other than that, she is not related to any other Director(s), Manager and KMP

By Order of the Board of Directors
HP TELECOM INDIA LIMITED

Sd/-

KHUSHBOO MODI

Company Secretary & Compliance Officer

ACS: 57323

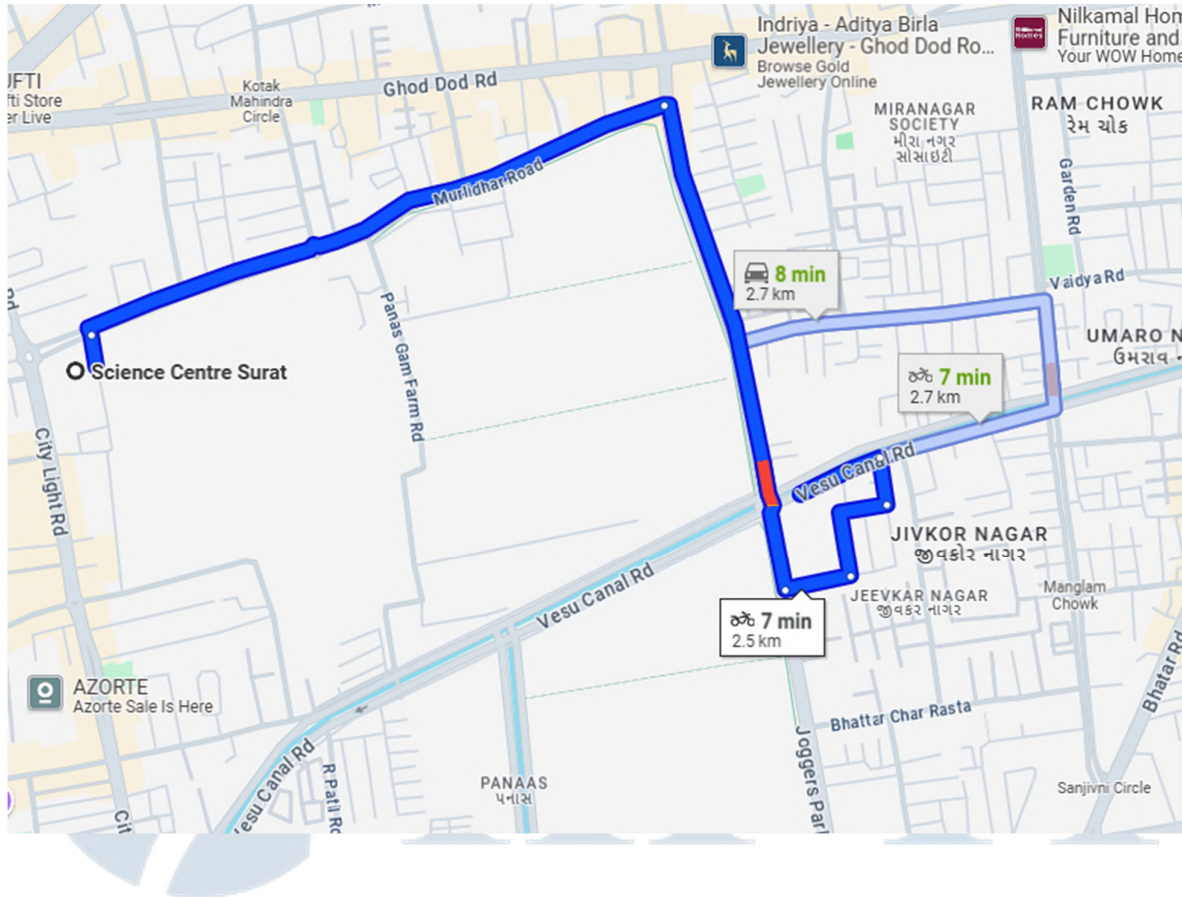
Date: 30/06/2025

REGISTERED OFFICE:-

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

Route Map to the Venue of the 14th AGM

The prominent landmark near the registered office of the company is Science Centre, Surat.



HP TELECOM INDIA LIMITED

(CIN: L51395GJ2011PLC064616)

Reg. Off.: Plot No-97, 1st Floor, Om Square, Near Ishwar Farm , BRTS Canal Road,
Bhatar, Althan, Surat, Gujarat- 395017.

Mob.: +91-93274 81169

Email: cs@hvciipl.com , Website: www.hptil.com**ATTENDANCE SLIP**

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT
THE ENTRANCE OF THE MEETING HALL
(Joint shareholders may obtain additional Slip at the venue of the meeting)

DP. Id.		Name & Address of the Registered Shareholder / Proxy
Regd. Folio No.		
No. of Shares		

I certify that I am a registered Shareholder/proxy for the registered Shareholder of the Company.

I hereby record my presence at the 14th ANNUAL GENERAL MEETING of the Company held on Saturday, the 26th July, 2025 at 11:00 a.m. at the Registered Office of the Company at Plot No. 97, 1st floor, Om Square, Near Ishwar Farm, BRTS Canal Road, Bhatar, Althan, Surat, Gujarat – 395017.

Name of Shareholder/Proxy: _____

Signature of Shareholder/Proxy: _____

Notes:

- Members/Proxy holders are requested to bring this slip duly signed with them when they come to the Meeting and hand over it at the time of the Meeting.
- Remote e-voting facility is available during the period:

Commencement of Remote e-voting	End of Remote e-voting
23rd July, 2025	25th July, 2025

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)
134321

**PROXY FORM
FORM MGT – 11**

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

Name: HP TELECOM INDIA LIMITED

CIN: L51395GJ2011PLC064616

Regd. Office: Plot No-97, 1st Floor, Om Square, Near Ishwar Farm,
BRTS Canal Road, Bhatar, Althan, Surat, Gujarat- 395017

E-mail Id: cs@hvcipl.com, **Contact No.:** 93274 81169

Name of the member(s):	
Registered Address:	
E-mail ID:	
DP ID / Client ID	

I/We, being the member(s) holding _____ shares of HP Telecom India Limited hereby appoint

1. Name	2. Name	3. Name
Address	Address	Address
Email ID	Email ID	Email ID
Signature, or failing him/her	Signature, or failing him/her	Signature, or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 14th Annual General Meeting of the Company to be held on Saturday, the 26th July, 2025 at 11:00 a.m. at the Registered Office of the Company at Plot No. 97, 1st floor, Om Square, Near Ishwar Farm, BRTS Canal Road, Bhatar, Althan, Surat, Gujarat – 395017 and at any adjournment(s) thereof in respect of such resolutions mentioned as under.

Signed this _____ day of _____ 2025

Please affix
Revenue Stamp

Signature of the Shareholder: _____

Signature of the Proxy holder(s): _____

Note: 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 hours before commencement of the meeting.:

Item No.	Ordinary Business
1	Adoption of Financial Statements
2	Appointment of Mrs. Seemababen Vijay Yadav (DIN: 02008064) as a Director liable to retire by rotation
3	Filling of casual vacancy and appointment of the Statutory Auditors of the Company
	Special Business
4	Appointment of Secretarial Auditors of the Company
5	Approval of Related Party Transactions
6	Adoption of Table F of Companies Act, 2013 with respect to Articles of Association of the Company
7	Increasing the overall Borrowing Limits under Section 180 of the Companies Act, 2013
8	Approval of giving loans, Guarantees or Security under Section 185 of the Companies Act, 2013
9	Approval for loans, investments, guarantee or security under Section 186 of the Companies Act, 2013

FORM NO. MGT – 12
POLLING PAPER

[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: **HP TELECOM INDIA LIMITED**
Registered Office: Plot No-97, 1st Floor, Om Square, Near Ishwar Farm , BRTS Canal Road, Bhatar, Althan, Surat, Gujarat- 395017
CIN: L51395GJ2011PLC064616, Telephone: +91 93274 81169
Email: cs@hvciipl.com, Website: www.hptil.com

BALLOT PAPER

Sr. No.	Particulars	Details
1	Name of the First Named Shareholder (In BLOCK letters)	
2	Postal address	
3	Registered Folio No./ *D.P. Id No. /Client Id No. (*Applicable to investors holding shares in dematerialized form)	
4	Class of Shares	Equity Shares of Rs. 10/- each

I/We hereby exercise my/our vote in respect of the Resolution as set out in the Notice of 14th Annual General Meeting of the Company scheduled to be held on Saturday, the 26th July, 2025 at 11:00 a.m. at the Registered Office of the Company at Plot No. 97, 1st floor, Om Square, Near Ishwar Farm, BRTS Canal Road, Bhatar, Althan, Surat, Gujarat – 395017 which is proposed to be placed for consideration of members at the aforesaid AGM of the Company, by sending my/our assent (FOR) or dissent (AGAINST) to the said resolution by placing the tick (√) mark at the appropriate box below:

Sr. No.	Resolutions	No. of shares held by me	I assent to the resolution	I dissent from the resolution
ORDINARY BUSINESS				
1	Adoption of Audited Financial Statements for the financial year ended 31 st March, 2025			
2	Appointment of Mrs. Seemababen Vijay Yadav (DIN: 02008064) as a Director liable to retire by rotation.			
3	Filling of casual vacancy and appointment of the Statutory Auditors of the Company			
SPECIAL BUSINESS				
4	Appointment of Secretarial Auditors of the Company			
5	Approval of Related Party Transactions			
6	Adoption of Table F of Companies Act, 2013 with respect to Articles of Association of the Company			
7	Increasing the overall Borrowing Limits under Section 180 of the Companies Act, 2013			

8	Approval of giving loans, Guarantees or Security under Section 185 of the Companies Act, 2013			
9	Approval for loans, investments, guarantee or security under Section 186 of the Companies Act, 2013			

Place:

Date:

(Signature of the Shareholder)

INSTRUCTIONS:

1. This Polling Paper is provided to enable the shareholder(s) or their proxy(ies) for voting by way of Polling Paper(s), who does not have access to e-voting facility and /or who have not voted through e-voting, so that they can also participate in voting through this physical Polling Paper.
2. A Member can opt for only one mode of voting i.e. either through e-voting or by Polling paper if a Member casts votes by both modes, then voting done through remote e-voting shall prevail and voting by Polling paper shall be treated as invalid.

