

Notice of 15th Annual General Meeting

Notice is hereby given that the 15th Annual General Meeting of the members of **HP Telecom India Limited** will be held on **Wednesday, 22nd July, 2026 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 for the financial year ended March 31, 2026:**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2026 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 March 31, 2026 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. R P R & Co., Chartered Accountants and the Directors' Report on the Annual Accounts of the Company for the financial year ended March 31, 2026, 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 Mr. Bharatlal Lalsingh Singh (DIN: 02379760) as a Non-Executive Director liable to retire by rotation:

To approve appointment of Mr. Bharatlal Lalsingh Singh (DIN: 02379760), as a Non-Executive Director, who retires by rotation and being eligible, offers himself 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, Mr. Bharatlal Lalsingh Singh (DIN: 02379760), who retires by rotation at this Annual General meeting, be and is hereby re-appointed as a Non-Executive Director of the Company.”

Special Business:**3. Approval of Material Related Party Transaction with HV Connecting Infra (India) Private Limited:**

To approve Related Party Transaction with related party 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 Regulation 2(1)(zc), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (‘Listing Regulations’), 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), the Company’s Policy on Related Party Transaction(s) and based on the recommendations of the Audit Committee and Board of Directors and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time, and in supersession of all prior approvals granted by the Members and/or the Audit Committee of the Company, from time to time, in respect of such related party transactions, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (‘Board’), to enter into, continue, modify, renew, extend, ratify and/or approve, from time to time, one or more related party transaction(s), contract(s), arrangement(s) and/or understanding(s), whether individually or in a series of transactions with HV Connecting Infra (India) Private Limited, belonging to promoter group of the company and a related party, including any amendments, modifications, renewals or extensions thereto, for an aggregate value not exceeding ₹ 7,55,00,00,000 (Rupees Seven Hundred Fifty Five Crores Only) on such principal terms and conditions as detailed in the Explanatory Statement for the period from April 01, 2026 till conclusion of Annual General Meeting of the Company for the Financial Year ending on March 31, 2027 subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalising the terms and conditions, thereof and finalising and executing necessary documents, including agreement(s) and such other documents, and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto.

RESOLVED FURTHER THAT the Board including Committee constituted by the Board (‘Board’), be and is hereby authorised to delegate all or any of the powers conferred herein, to any Director(s), Key Managerial Personnel(s), Officer(s) or Authorised Representative(s) of the Company, to do all such acts and take such steps as may be considered necessary, desirable or expedient to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorised by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects.”

4. Approval of Material Related Party Transaction with Telecom Merchant:

To approve Related Party Transaction with related party 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 Regulation 2(1)(zc), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (‘Listing Regulations’), 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), the Company’s Policy on Related Party Transaction(s) and based on the recommendations of the Audit Committee and Board of Directors and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time, and in supersession of all prior approvals granted by the Members and/or the Audit Committee of the Company, from time to time, in respect of such related party transactions, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (‘Board’), to enter into, continue, modify, renew, extend, ratify and/or approve, from time to time, one or more related party transaction(s), contract(s), arrangement(s) and/or understanding(s), whether individually or in a series of transactions with Telecom Merchant, belonging to promoter group of the company and a related party, including any amendments, modifications, renewals or extensions thereto, for an aggregate value not exceeding ₹ 6,45,00,00,000 (Rupees Six Hundred Forty Five Crores Only) on such principal terms and conditions as detailed in the Explanatory Statement for the period from April 01, 2026 till conclusion of Annual General Meeting of the Company for the Financial Year ending on March 31, 2027 subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalising the terms and conditions, thereof and finalising and executing necessary documents, including agreement(s) and such other documents, and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto.

RESOLVED FURTHER THAT the Board including Committee constituted by the Board (‘Board’), be and is hereby authorised to delegate all or any of the powers conferred herein, to any Director(s), Key Managerial Personnel(s), Officer(s) or Authorised Representative(s) of the Company, to do all such acts and take such steps as may be considered necessary, desirable or expedient to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorised by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects.”

5. Approval of Material Related Party Transaction with Communication Merchants:

To approve Related Party Transaction with related party 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 Regulation 2(1)(zc), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (‘Listing Regulations’), 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), the Company’s Policy on Related Party Transaction(s) and based on the recommendations of the Audit Committee and Board of Directors and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time, and in supersession of all prior approvals granted by the Members and/or the Audit Committee of the Company, from time to time, in respect of such related party transactions, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (‘Board’), to enter into, continue, modify, renew, extend, ratify and/or approve, from time to time, one or more related party transaction(s), contract(s), arrangement(s) and/or understanding(s), whether individually or in a series of transactions with Communication Merchants, belonging to promoter group of the company and a related party, including any amendments, modifications, renewals or extensions thereto, for an aggregate value not exceeding ₹ 6,65,00,00,000 (Rupees Six Hundred Sixty Five Crores Only) on such principal terms and conditions as detailed in the Explanatory Statement for the period from April 01, 2026 till conclusion of Annual General Meeting of the Company for the Financial Year ending on March 31, 2027 subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalising the terms and conditions, thereof and finalising and executing necessary documents, including agreement(s) and such other documents, and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto.

RESOLVED FURTHER THAT the Board including Committee constituted by the Board (‘Board’), be and is hereby authorised to delegate all or any of the powers conferred herein, to any Director(s), Key Managerial Personnel(s), Officer(s) or Authorised Representative(s) of the Company, to do all such acts and take such steps as may be considered necessary, desirable or expedient to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorised by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects.”

6. Approval of Material Related Party Transaction with RP Distributors:

To approve Related Party Transaction with related party 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 Regulation 2(1)(zc), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (‘Listing Regulations’), 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), the Company’s Policy on Related Party Transaction(s) and based on the recommendations of the Audit Committee and Board of Directors and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time, and in supersession of all prior approvals granted by the Members and/or the Audit Committee of the Company, from time to time, in respect of such related party transactions, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (‘Board’), to enter into, continue, modify, renew, extend, ratify and/or approve, from time to time, one or more related party transaction(s), contract(s), arrangement(s) and/or understanding(s), whether individually or in a series of transactions with RP Distributors, belonging to promoter group of the company and a related party, including any amendments, modifications, renewals or extensions thereto, for an aggregate value not exceeding ₹ 2,17,00,00,000 (Rupees Two Hundred Seventeen Crores Only) on such principal terms and conditions as detailed in the Explanatory Statement for the period from April 01, 2026 till conclusion of Annual General Meeting of the Company for the Financial Year ending on March 31, 2027 subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalising the terms and conditions, thereof and finalising and executing necessary documents, including agreement(s) and such other documents, and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto.

RESOLVED FURTHER THAT the Board including Committee constituted by the Board (‘Board’), be and is hereby authorised to delegate all or any of the powers conferred herein, to any Director(s), Key Managerial Personnel(s), Officer(s) or Authorised Representative(s) of the Company, to do all such acts and take such steps as may be considered necessary, desirable or expedient to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board, or any person so authorised by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects.”

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

To fix overall borrowing limits 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 in supersession of the resolution passed by shareholders of the Company and pursuant to section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, and the provisions of the Memorandum of Association and the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which expression shall be deemed to include any committee constituted by the Board) to borrow any sum or sums of money together with the monies already borrowed by the Company, if any (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) upto the limit which may exceed 100% of aggregate of paid up capital, free reserves and securities premium of the company but shall not exceed ₹ 3,00,00,00,000/- (Rupees Three Hundred Crores Only) at any time, as and when required from any Bank(s) and/ or Financial Institution(s) and/or Foreign lender(s) and/or Company(ies)/ Body corporate(s) and/ or any other entity(ies) and/ or any other lender(s) by whatsoever name(s) it may be called.

RESOLVED FURTHER THAT pursuant to the provisions of Section 180(1)(a) and such other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto as amended from time to time (including any statutory modifications or re-enactments thereof), and including such other applicable law(s), if any, consent of the members of the company be and is hereby accorded to the Board of Directors or any one of the director acting individually on behalf of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of Bank(s) and/ or Financial Institution(s) and/or Foreign lender(s) and/or Company(ies)/ Body corporate(s) and/ or any other entity(ies) and/ or any other lender(s) to secure the amount borrowed by the Company for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company shall not exceed a sum of ₹ 3,00,00,00,000/- (Rupees Three Hundred Crores Only) at any time, as and when required.

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

8. To increase and approve limit of managerial remuneration of Mr. Vijay Lalsingh Yadav (DIN: 01990164), Managing Director of the Company:

To increase and approve limit of managerial remuneration and to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT in partial modification of the resolution previously passed by the shareholders in their extra ordinary general meeting held on March 13, 2024 approving appointment and terms including remuneration of Mr. Vijay Lalsingh Yadav (DIN: 01990164), Managing Director of the Company and pursuant to the provisions of Sections 197, 198 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the Articles of Association of the Company, upon recommendation of Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members be and is hereby accorded for revision in remuneration of Mr. Vijay Lalsingh Yadav (DIN: 01990164), Managing Director of the Company to the extent and in such manner as stated in the explanatory statement attached hereto and subject to the maximum remuneration not exceeding ₹ 1,20,00,000/- (Rupees One Crore Twenty Lacs only) per annum with effect from April 01, 2026, during his remaining tenure.

RESOLVED FURTHER THAT in the absence or inadequacy of profits in any financial year, minimum remuneration payable shall be determined in terms of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT except for the aforesaid revision in remuneration, all other terms and conditions of his appointment as a Managing Director of the Company, as approved by the Members extra ordinary general meeting held on March 13, 2024, shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient, or desirable for giving effect to the foregoing resolution.”

9. To increase and approve limit of managerial remuneration of Mrs. Seemabahen Vijay Yadav (DIN: 02008064), Whole Time Director of the Company:

To increase and approve limit of managerial remuneration and to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT in partial modification of the resolution previously passed by the shareholders in their extra ordinary general meeting held on March 13, 2024 approving appointment and terms including remuneration of Mrs. Seemabahen Vijay Yadav (DIN: 02008064), Whole Time Director of the Company and pursuant to the provisions of Sections 197, 198 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013

(“the Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the Articles of Association of the Company, upon recommendation of Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members be and is hereby accorded for revision in remuneration of Mrs. Seemababen Vijay Yadav (DIN: 02008064), Whole Time Director of the Company to the extent and in such manner as stated in the explanatory statement attached hereto and subject to the maximum remuneration not exceeding ₹ 60,00,000/- (Rupees Sixty Lacs only) per annum with effect from April 01, 2026, during her remaining tenure.

RESOLVED FURTHER THAT in the absence or inadequacy of profits in any financial year, minimum remuneration payable shall be determined in terms of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT except for the aforesaid revision in remuneration, all other terms and conditions of her appointment as a Whole Time Director of the Company, as approved by the Members extra ordinary general meeting held on March 13, 2024, shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient, or desirable for giving effect to the foregoing resolution.”

By Order of the Board of Directors
HP TELECOM INDIA LIMITED

Sd/-

KHUSHBOO MODI

Company Secretary & Compliance Officer

ACS: 57323

Date: 25/06/2026

REGISTERED OFFICE:-

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

Email Id: cs@hvcipl.com

Mob No.: 9327481169

Website: www.hptil.com

NOTES:-

1. The relevant Explanatory Statement pursuant to Regulation 36(3) 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 9 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 2025-26 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 15th 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 15th 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 Sunday, July 19, 2026 (9:00 a.m.) and ends on Tuesday, July 21, 2026 (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. Wednesday, July 15,

2026, 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 Wednesday, July 15, 2026.

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"> <li data-bbox="494 1093 1398 1503">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. <li data-bbox="494 1503 1398 2042">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> <ol style="list-style-type: none"> 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </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.

	<p>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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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 15th July, 2026.
- 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. 15th July, 2026, 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 CONTAINING MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

ITEM NO. 3:

Regulation 23(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") stipulates that in case of a listed entity which has listed its specified securities on the SME Exchange, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rupees fifty crore or ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Accordingly, proposed transactions with HV Connecting Infra (India) Private Limited exceeds the materiality threshold under Regulation 23(1) of Listing Regulations and shall therefore require prior approval of the shareholders by way of an ordinary resolution, irrespective of whether the transaction is in the ordinary course of business or at arm's length basis. The same has been approved by the Audit Committee in their meeting held on June 26, 2026.

Details of the proposed transactions with HV Connecting Infra (India) Private Limited, being a related party of the Company, including the information pursuant to Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" read with SEBI Circular and applicable provisions of the Companies Act, 2013, if any, and as placed before the Audit Committee for consideration while seeking prior approval of the proposed RPT(s), are provided below:

Part A: Details of the related party and transactions with the related party

A(1) Basic details of the related party

S. N.	Particulars of the information	Information provided by the Management
1.	Name of the related party	HV Connecting Infra (India) Private Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Distribution of telecommunications and technology products

A(2) Relationship and ownership of the related party

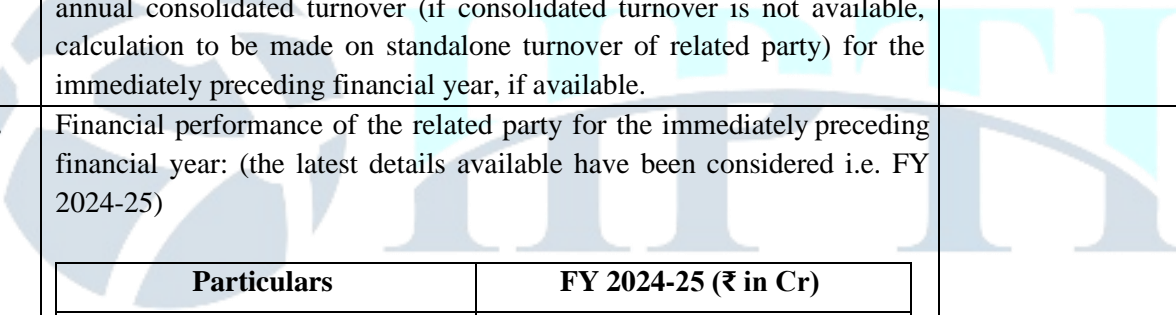
S. N.	Particulars of the information	Information provided by the Management
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Directors of HP Telecom India Limited are directors and members in HV Connecting Infra (India) Private Limited
	<ul style="list-style-type: none"> Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. 	Nil
	<ul style="list-style-type: none"> Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). 	NA
	<ul style="list-style-type: none"> Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary) 	Nil

A(3) Details of previous transactions with the related party

S. N.	Particulars of the information	Information provided by the management												
1.	<p>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</p> <p><i>Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</i></p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">S. N.</th> <th style="text-align: center;">Nature of Transaction</th> <th style="text-align: center;">FY 2025-26 (₹ in Cr)</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1.</td> <td>Sale, Purchase, or supply of goods and materials</td> <td style="text-align: center;">15.21</td> </tr> <tr> <td style="text-align: center;">2.</td> <td>Availing or rendering of any services</td> <td style="text-align: center;">0.34</td> </tr> <tr> <td></td> <td style="text-align: center;">TOTAL</td> <td style="text-align: center;">15.55</td> </tr> </tbody> </table>	S. N.	Nature of Transaction	FY 2025-26 (₹ in Cr)	1.	Sale, Purchase, or supply of goods and materials	15.21	2.	Availing or rendering of any services	0.34		TOTAL	15.55	₹ 15.55 Crore.
S. N.	Nature of Transaction	FY 2025-26 (₹ in Cr)												
1.	Sale, Purchase, or supply of goods and materials	15.21												
2.	Availing or rendering of any services	0.34												
	TOTAL	15.55												
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	₹ 15.55 Crore.												

3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	None
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A(4) Amount of the proposed transaction(s)

S. N.	Particulars of the information	Information provided by the management								
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	₹ 755 Crore								
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes								
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	31.57%								
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA								
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	148.84%								
6.	Financial performance of the related party for the immediately preceding financial year: (the latest details available have been considered i.e. FY 2024-25)									
	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">Particulars</th> <th style="width: 50%;">FY 2024-25 (₹ in Cr)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td style="text-align: center;">507.25</td> </tr> <tr> <td>Profit after tax</td> <td style="text-align: center;">4.47</td> </tr> <tr> <td>Net worth</td> <td style="text-align: center;">35.06</td> </tr> </tbody> </table>		Particulars	FY 2024-25 (₹ in Cr)	Turnover	507.25	Profit after tax	4.47	Net worth	35.06
Particulars	FY 2024-25 (₹ in Cr)									
Turnover	507.25									
Profit after tax	4.47									
Net worth	35.06									

A(5) Basic details of the proposed transaction

S. N.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale, purchase, or supply of goods and materials, availing and rendering of services, loans and advances or inter corporate loans and borrowings
2.	Details of each type of the proposed transaction	<ul style="list-style-type: none"> - Sale, Purchase, or supply of goods and materials – ₹ 700 Cr. - Availing and Rendering of services - ₹ 10 Cr. - Loans and advances or inter corporate Loans - ₹ 25 Cr. - Borrowings - ₹ 20 Cr. <p><i>Note: These are continuing business</i></p>

		<i>transactions in the ordinary course of business. The above breakup of transactions are indicative & may change during the course of business, within the same limit of ₹ 755 Crores</i>
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	April 01, 2026 till conclusion of Annual General Meeting for the Financial Year ending on March 31, 2027
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year.	₹ 755 Crore per annum.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed Related Party Transactions will be undertaken on an arm's length basis and in the ordinary course of business, in line with the Company's operational and business requirements. The transactions are intended to ensure efficient business conduct, optimum utilization of resources and continuity of operations.
7.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p><i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control.</p> <p>a. Name of the director / KMP</p> <p>b. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	<p>Vijay Lalsingh Yadav, Managing Director of the Company is the Director and shareholder holding 63.43% in the related party.</p> <p>Seemabahen Vijay Yadav, Whole-time Director of the Company is the Director and shareholder holding 31.75% in the related party</p> <p>Bharatlal Lalsingh Singh, Non-executive Director of the Company is the Director and shareholder holding 4.34% in the related party</p> <p>The interest or concern of the directors/KMP is limited only to the extent of their holding directorship/shareholding in the Company and HV Connecting Infra (India) Private Limited.</p>
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9.	Other information relevant for decision making.	NA

Part B: Details of the specific type of RPTs

B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S. N.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	The strategic partnership between the Company and the related party, and ongoing nature of these arrangements between the companies, since past several years, demonstrates existence of inherent synergies and provides operational and commercial advantage to the Company. The Audit Committee noted that the transaction(s) are in the ordinary course of business and at arm's length. The Committee was aligned with the management's view that this arrangement being uniquely structured by and between the Company and the related party, there are no unrelated comparable business entities from whom potential bids could be obtained for a direct comparison. Based on the same it was noted that these RPTs are beneficial to the Company and shareholders.
2.	Basis of determination of price.	At arms' length and in ordinary course of business
3.	In case of Trade advance (<i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i>), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	NA
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	

B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S. N.	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction.	Internal accruals
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following.	No financial indebtedness is incurred
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	The interest rate ranges between 8-10% as per cost of borrowing from banks.

4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	As per prevailing Bank rates.
5.	Maturity / due date	On demand
6.	Repayment schedule & terms	On demand
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio.	NA
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds will be utilized by the ultimate beneficiary for its principal business

B(5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. N.	Particulars of the information	Information provided by the management
1.	Material covenants of the proposed transaction.	While there are no material covenants, each facility will be structured based on specific business requirements, the standard terms of which are expected to be as under: 1. Maturity of loan Facilities are repayable on demand. 2. Loan Facilities are unsecured, considering that these are intergroup transactions. 3. Interest rate – At arm’s length interest rate.
2.	Interest rate (<i>in terms of numerical value or base rate and applicable spread</i>)	The interest rate ranges between 8-10% as per cost of borrowing from banks.
3.	Cost of borrowing (This shall include all costs associated with the borrowing)	The cost of borrowing ranges between 8-10%.
4.	Maturity / due date	On demand
5.	Repayment schedule & terms	On demand
6.	Whether secured or unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	NA
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	The funds will be utilized for the principal business of the listed entity

Part C: Details of the specific type of RPTs and in addition to Part A and B

C(1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

S. N.	Particulars of the information	Information provided by the management
1.	Latest credit rating of the related party.	For Short Term Bank facilities: A4+
2.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	Nil

C(4) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. N.	Particulars of the information	Information provided by the management
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements.	
	a. Before transaction	1.70
	b. After transaction	2.12* * Assuming the entire unsecured loan proposed to be obtained is classified as short term debt.
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements.	
	a. Before transaction	4.59
	b. After transaction	4.59* * As the cost of borrowing ranges between 8-10%, we cannot determine the exact rate of interest. Hence, the post transaction debt service coverage ratio cannot be determined at this point.

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

Except Mr. Vijay Lalsingh Yadav, Managing Director, Mrs. Seemabahen Vijay Yadav, Whole Time Director and Mr. Bharatlal Lalsingh Singh, Non-executive 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. 4:

Regulation 23(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) stipulates that in case of a listed entity which has listed its specified securities on the SME Exchange, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rupees fifty crore or ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Accordingly, proposed transactions with Telecom Merchant exceeds the materiality threshold under Regulation 23(1) of Listing Regulations and shall therefore require prior approval of the shareholders by way of an ordinary resolution, irrespective of whether the transaction is in the ordinary course of business or at arm’s length basis. The same has been approved by the Audit Committee in their meeting held on June 26, 2026.

Details of the proposed transactions with Telecom Merchant, being a related party of the Company, including the information pursuant to Industry Standards on “Minimum information to be provided

to the Audit Committee and Shareholders for approval of Related Party Transactions” read with SEBI Circular and applicable provisions of the Companies Act, 2013, if any, and as placed before the Audit Committee for consideration while seeking prior approval of the proposed RPT(s), are provided below:

Part A: Details of the related party and transactions with the related party

A(1) Basic details of the related party

S. N.	Particulars of the information	Information provided by the Management
1.	Name of the related party	Telecom Merchant
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Distribution of telecommunications and technology products

A(2) Relationship and ownership of the related party

S. N.	Particulars of the information	Information provided by the Management
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Director of HP Telecom India Limited is partner in Telecom Merchant
	<ul style="list-style-type: none"> Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. 	Nil
	<ul style="list-style-type: none"> Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). 	NA
	<ul style="list-style-type: none"> Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary) 	Nil

A(3) Details of previous transactions with the related party

S. N.	Particulars of the information	Information provided by the management									
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. <i>Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</i>	₹ 39.17 Crore.									
	<table border="1"> <thead> <tr> <th>S. N.</th> <th>Nature of Transaction</th> <th>FY 2025-26 (₹ in Cr)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Sale, Purchase, or supply of goods and materials</td> <td>39.11</td> </tr> <tr> <td>2.</td> <td>Availing or rendering of any services</td> <td>0.06</td> </tr> </tbody> </table>	S. N.	Nature of Transaction	FY 2025-26 (₹ in Cr)	1.	Sale, Purchase, or supply of goods and materials	39.11	2.	Availing or rendering of any services	0.06	
S. N.	Nature of Transaction	FY 2025-26 (₹ in Cr)									
1.	Sale, Purchase, or supply of goods and materials	39.11									
2.	Availing or rendering of any services	0.06									

	TOTAL	39.17	
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.		₹ 39.17 Crore.
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.		None

A(4) Amount of the proposed transaction(s)

S. N.	Particulars of the information	Information provided by the management								
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	₹ 645 Crore								
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes								
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	26.97%								
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA								
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	331.30%								
6.	Financial performance of the related party for the immediately preceding financial year: (the latest details available have been considered i.e. FY 2024-25)									
	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Particulars</th> <th style="text-align: center;">FY 2024-25 (₹ in Cr)</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">Turnover</td> <td style="text-align: center;">194.69</td> </tr> <tr> <td style="text-align: center;">Profit after tax</td> <td style="text-align: center;">0.55</td> </tr> <tr> <td style="text-align: center;">Net worth</td> <td style="text-align: center;">5.80</td> </tr> </tbody> </table>	Particulars	FY 2024-25 (₹ in Cr)	Turnover	194.69	Profit after tax	0.55	Net worth	5.80	
Particulars	FY 2024-25 (₹ in Cr)									
Turnover	194.69									
Profit after tax	0.55									
Net worth	5.80									

A(5) Basic details of the proposed transaction

S. N.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale, purchase, or supply of goods and materials, availing and rendering of services, loans and advances or inter corporate loans and borrowings
2.	Details of each type of the proposed transaction	<ul style="list-style-type: none"> - Sale, Purchase, or supply of goods and materials – ₹ 600 Cr. - Availing and Rendering of services - ₹ 10 Cr.

		<p>- Loans and advances or inter corporate Loans - ₹ 25 Cr. - Borrowings - ₹ 10 Cr.</p> <p><i>Note: These are continuing business transactions in the ordinary course of business. The above breakup of transactions are indicative & may change during the course of business, within the same limit of ₹ 645 Crores</i></p>
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	April 01, 2026 till conclusion of Annual General Meeting for the Financial Year ending on March 31, 2027
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year.	₹ 645 Crore per annum.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed Related Party Transactions will be undertaken on an arm's length basis and in the ordinary course of business, in line with the Company's operational and business requirements. The transactions are intended to ensure efficient business conduct, optimum utilization of resources and continuity of operations.
7.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p><i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control.</p> <p>a. Name of the director / KMP</p> <p>b. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	<p>Bharatlal Lalsingh Singh, Non-executive Director of the Company is the partner holding 50% in the related party.</p> <p>Krishana Devi, mother of Vijay Yadav, Managing Director of the Company and Bharatlal Lalsingh Singh, Non-executive Director of the Company is the partner holding 50% in the related party.</p> <p>The interest or concern of the directors/KMP and their relatives is limited only to the extent of their holding directorship/shareholding in the Company and partnership in Telecom Merchants.</p>
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9.	Other information relevant for decision making.	NA

Part B: Details of the specific type of RPTs

B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S. N.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	The strategic partnership between the Company and the related party, and ongoing nature of these arrangements between the companies, since past several years, demonstrates existence of inherent synergies and provides operational and commercial advantage to the Company. The Audit Committee noted that the transaction(s) are in the ordinary course of business and at arm's length. The Committee was aligned with the management's view that this arrangement being uniquely structured by and between the Company and the related party, there are no unrelated comparable business entities from whom potential bids could be obtained for a direct comparison. Based on the same it was noted that these RPTs are beneficial to the Company and shareholders
2.	Basis of determination of price.	At Arms' Length and in Ordinary course of business
3.	In case of Trade advance (<i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i>), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	NA
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	

B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S. N.	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction.	Internal accruals
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following.	No financial indebtedness is incurred
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	The interest rate ranges between 8-10% as per cost of borrowing from banks.
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	As per prevailing Bank rates.
5.	Maturity / due date	On demand

6.	Repayment schedule & terms	On demand
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio.	NA
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds will be utilized by the ultimate beneficiary for its principal business

B(5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. N.	Particulars of the information	Information provided by the management
1.	Material covenants of the proposed transaction.	While there are no material covenants, each facility will be structured based on specific business requirements, the standard terms of which are expected to be as under: 1. Maturity of loan Facilities are repayable on demand. 2. Loan Facilities are unsecured, considering that these are intergroup transactions. 3. Interest rate – At arm’s length interest rate.
2.	Interest rate (<i>in terms of numerical value or base rate and applicable spread</i>)	The interest rate ranges between 8-10% as per cost of borrowing from banks.
3.	Cost of borrowing (This shall include all costs associated with the borrowing)	The cost of borrowing ranges between 8-10%.
4.	Maturity / due date	On demand
5.	Repayment schedule & terms	On demand
6.	Whether secured or unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	NA
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	The funds will be utilized for the principal business of the listed entity

Part C: Details of the specific type of RPTs and in addition to Part A and B

C(1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

S. N.	Particulars of the information	Information provided by the management
1.	Latest credit rating of the related party.	Not rated
2.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	Nil

C(4) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. N.	Particulars of the information	Information provided by the management
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements.	
	a. Before transaction	1.70
	b. After transaction	2.12* * Assuming the entire unsecured loan proposed to be obtained is classified as short term debt.
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements.	
	a. Before transaction	4.59
	b. After transaction	4.59* * As the cost of borrowing ranges between 8-10%, we cannot determine the exact rate of interest. Hence, the post transaction debt service coverage ratio cannot be determined at this point.

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

Except Mr. Vijay Lalsingh Yadav, Managing Director, Mr. Bharatlal Lalsingh Singh, Non-executive 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. 5:

Regulation 23(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) stipulates that in case of a listed entity which has listed its specified securities on the SME Exchange, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rupees fifty crore or ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Accordingly, Proposed transactions with Communication Merchants exceeds the materiality threshold under Regulation 23(1) of Listing Regulations and shall therefore require prior approval of the shareholders by way of an ordinary resolution, irrespective of whether the transaction is in the ordinary course of business or at arm’s length basis. The same has been approved by the Audit Committee in their meeting held on June 26, 2026.

Details of the proposed transactions with Communication Merchants, being a related party of the Company, including the information pursuant to Industry Standards on “Minimum information to

be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” read with SEBI Circular and applicable provisions of the Companies Act, 2013, if any, and as placed before the Audit Committee for consideration while seeking prior approval of the proposed RPT(s), are provided below:

Part A: Details of the related party and transactions with the related party

A(1) Basic details of the related party

S. N.	Particulars of the information	Information provided by the Management
1.	Name of the related party	Communication Merchants
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Distribution of telecommunications and technology products

A(2) Relationship and ownership of the related party

S. N.	Particulars of the information	Information provided by the Management
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Directors of HP Telecom India Limited are partners in Communication Merchants
	<ul style="list-style-type: none"> Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. 	Nil
	<ul style="list-style-type: none"> Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). 	NA
	<ul style="list-style-type: none"> Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary) 	Nil

A(3) Details of previous transactions with the related party

S. N.	Particulars of the information	Information provided by the management									
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. <i>Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</i>	₹ 136.83 Crore.									
	<table border="1"> <thead> <tr> <th>S. N.</th> <th>Nature of Transaction</th> <th>FY 2025-26 (₹ in Cr)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Sale, Purchase, or supply of goods and materials</td> <td>127.66</td> </tr> <tr> <td>2.</td> <td>Availing or rendering of any services</td> <td>9.17</td> </tr> </tbody> </table>	S. N.	Nature of Transaction	FY 2025-26 (₹ in Cr)	1.	Sale, Purchase, or supply of goods and materials	127.66	2.	Availing or rendering of any services	9.17	
S. N.	Nature of Transaction	FY 2025-26 (₹ in Cr)									
1.	Sale, Purchase, or supply of goods and materials	127.66									
2.	Availing or rendering of any services	9.17									

	TOTAL	136.83	
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.		₹ 136.83 Crore.
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.		None

A(4) Amount of the proposed transaction(s)

S. N.	Particulars of the information	Information provided by the management								
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	₹ 665 Crore								
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes								
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	27.80%								
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA								
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	413.56%								
6.	Financial performance of the related party for the immediately preceding financial year: (the latest details available have been considered i.e. FY 2024-25)									
	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: center;">Particulars</th> <th style="text-align: center;">FY 2024-25 (₹ in Cr)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td style="text-align: center;">160.80</td> </tr> <tr> <td>Profit after tax</td> <td style="text-align: center;">0.61</td> </tr> <tr> <td>Net worth</td> <td style="text-align: center;">3.72</td> </tr> </tbody> </table>	Particulars	FY 2024-25 (₹ in Cr)	Turnover	160.80	Profit after tax	0.61	Net worth	3.72	
Particulars	FY 2024-25 (₹ in Cr)									
Turnover	160.80									
Profit after tax	0.61									
Net worth	3.72									

A(5) Basic details of the proposed transaction

S. N.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale, purchase, or supply of goods and materials, availing and rendering of services, loans and advances or inter corporate loans and borrowings
2.	Details of each type of the proposed transaction	<ul style="list-style-type: none"> - Sale, Purchase, or supply of goods and materials – ₹ 600 Cr. - Availing and Rendering of services - ₹ 10

		<p>Cr.</p> <ul style="list-style-type: none"> - Manpower Contract – ₹ 20 Cr. - Loans and advances or inter corporate Loans - ₹ 25 Cr. - Borrowings - ₹ 10 Cr. <p><i>Note: These are continuing business transactions in the ordinary course of business. The above breakup of transactions are indicative & may change during the course of business, within the same limit of ₹ 665 Crores</i></p>
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	April 01, 2026 till conclusion of Annual General Meeting for the Financial Year ending on March 31, 2027
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year.	₹ 665 Crore per annum.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed Related Party Transactions will be undertaken on an arm's length basis and in the ordinary course of business, in line with the Company's operational and business requirements. The transactions are intended to ensure efficient business conduct, optimum utilization of resources and continuity of operations.
7.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p><i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control.</p> <p>a. Name of the director / KMP</p> <p>b. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	<p>Seemababen Vijay Yadav, Whole-time Director of the Company is the Director and partner holding 50% in the related party</p> <p>Bharatlal Lalsingh Singh, Non-executive Director of the Company is the Director and partner holding 50% in the related party</p> <p>The interest or concern of the directors/KMP is limited only to the extent of their holding directorship/shareholding in the Company and partnership in Communication Merchants.</p>
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9.	Other information relevant for decision making.	NA

Part B: Details of the specific type of RPTs

B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S. N.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	The strategic partnership between the Company and the related party, and ongoing nature of these arrangements between the companies, since past several years, demonstrates existence of inherent synergies and provides operational and commercial advantage to the Company. The Audit Committee noted that the transaction(s) are in the ordinary course of business and at arm's length. The Committee was aligned with the management's view that this arrangement being uniquely structured by and between the Company and the related party, there are no unrelated comparable business entities from whom potential bids could be obtained for a direct comparison. Based on the same it was noted that these RPTs are beneficial to the Company and shareholders.
2.	Basis of determination of price.	At arms' length and in ordinary course of business
3.	In case of Trade advance (<i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i>), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	NA
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	

B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S. N.	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction.	Internal accruals
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following.	No financial indebtedness is incurred
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	The interest rate ranges between 8-10% as per cost of borrowing from banks.
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	As per prevailing Bank rates.
5.	Maturity / due date	On demand

6.	Repayment schedule & terms	On demand
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio.	NA
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds will be utilized by the ultimate beneficiary for its principal business

B(5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. N.	Particulars of the information	Information provided by the management
1.	Material covenants of the proposed transaction.	While there are no material covenants, each facility will be structured based on specific business requirements, the standard terms of which are expected to be as under: 1. Maturity of loan Facilities are repayable on demand. 2. Loan Facilities are unsecured, considering that these are intergroup transactions. 3. Interest rate – At arm’s length interest rate.
2.	Interest rate (<i>in terms of numerical value or base rate and applicable spread</i>)	The interest rate ranges between 8-10% as per cost of borrowing from banks.
3.	Cost of borrowing (This shall include all costs associated with the borrowing)	The cost of borrowing ranges between 8-10%.
4.	Maturity / due date	On demand
5.	Repayment schedule & terms	On demand
6.	Whether secured or unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	NA
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	The funds will be utilized for the principal business of the listed entity

Part C: Details of the specific type of RPTs and in addition to Part A and B

C(1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

S. N.	Particulars of the information	Information provided by the management
1.	Latest credit rating of the related party.	Not rated
2.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	Nil

C(4) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. N.	Particulars of the information	Information provided by the management
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements.	
	a. Before transaction	1.70
	b. After transaction	2.12* * Assuming the entire unsecured loan proposed to be obtained is classified as short term debt.
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements.	
	a. Before transaction	4.59
	b. After transaction	4.59* * As the cost of borrowing ranges between 8-10%, we cannot determine the exact rate of interest. Hence, the post transaction debt service coverage ratio cannot be determined at this point.

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

Except Mrs. Seemababen Vijay Yadav, Whole Time Director and Mr. Bharatlal Lalsingh Singh, Non-executive 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:

Regulation 23(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) stipulates that in case of a listed entity which has listed its specified securities on the SME Exchange, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rupees fifty crore or ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Accordingly, Proposed transactions with RP Distributors exceeds the materiality threshold under Regulation 23(1) of Listing Regulations and shall therefore require prior approval of the shareholders by way of an ordinary resolution, irrespective of whether the transaction is in the ordinary course of business or at arm’s length basis. The same has been approved by the Audit Committee in their meeting held on June 26, 2026.

Details of the proposed transactions with RP Distributors, being a related party of the Company, including the information pursuant to Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” read with SEBI Circular and applicable provisions of the Companies Act, 2013, if any, and as placed before the Audit Committee for consideration while seeking prior approval of the proposed RPT(s), are provided below:

Part A: Details of the related party and transactions with the related party

A(1) Basic details of the related party

S. N.	Particulars of the information	Information provided by the Management
1.	Name of the related party	RP Distributors
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Distribution of electronics and technology products

A(2) Relationship and ownership of the related party

S. N.	Particulars of the information	Information provided by the Management
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Director of HP Telecom India Limited is proprietor of RP Distributors
	<ul style="list-style-type: none"> Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. 	NA
	<ul style="list-style-type: none"> Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). 	No
	<ul style="list-style-type: none"> Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary) 	Nil

A(3) Details of previous transactions with the related party

S. N.	Particulars of the information	Information provided by the management									
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. <i>Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</i>	₹ 0.01 Crore.									
	<table border="1"> <thead> <tr> <th>S. N.</th> <th>Nature of Transaction</th> <th>FY 2025-26 (₹ in Cr)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Availing or rendering of any services</td> <td>0.01</td> </tr> <tr> <td>2.</td> <td>Unsecured Loan Taken</td> <td>1.60</td> </tr> </tbody> </table>	S. N.	Nature of Transaction	FY 2025-26 (₹ in Cr)	1.	Availing or rendering of any services	0.01	2.	Unsecured Loan Taken	1.60	
S. N.	Nature of Transaction	FY 2025-26 (₹ in Cr)									
1.	Availing or rendering of any services	0.01									
2.	Unsecured Loan Taken	1.60									

	3.	Unsecured Loan Repaid	(1.60)	
		TOTAL	0.01	
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.			₹ 0.01 Crore.
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.			None

A(4) Amount of the proposed transaction(s)

S. N.	Particulars of the information	Information provided by the management								
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	₹ 217 Crore								
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes								
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	9.07%								
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA								
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	1016.39%								
6.	Financial performance of the related party for the immediately preceding financial year: (the latest details available have been considered i.e. FY 2024-25)									
	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">Particulars</th> <th style="width: 50%;">FY 2024-25 (₹ in Cr)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>21.35</td> </tr> <tr> <td>Profit after tax</td> <td>0.16</td> </tr> <tr> <td>Net worth</td> <td>0.89</td> </tr> </tbody> </table>	Particulars	FY 2024-25 (₹ in Cr)	Turnover	21.35	Profit after tax	0.16	Net worth	0.89	
Particulars	FY 2024-25 (₹ in Cr)									
Turnover	21.35									
Profit after tax	0.16									
Net worth	0.89									

A(5) Basic details of the proposed transaction

S. N.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale, purchase, or supply of goods and materials, availing and rendering of services, loans and advances or inter corporate loans and borrowings
2.	Details of each type of the proposed transaction	- Sale, Purchase, or supply of goods and materials – ₹ 200 Cr.

		<ul style="list-style-type: none"> - Availing and Rendering of services - ₹ 10 Cr. - Loans and advances or inter corporate Loans - ₹ 5 Cr. - Borrowings - ₹ 2 Cr. <p><i>Note: These are continuing business transactions in the ordinary course of business. The above breakup of transactions are indicative & may change during the course of business, within the same limit of ₹ 217 Crores</i></p>
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	April 01, 2026 till conclusion of Annual General Meeting for the Financial Year ending on March 31, 2027
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year.	₹ 217 Crore per annum.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed Related Party Transactions will be undertaken on an arm's length basis and in the ordinary course of business, in line with the Company's operational and business requirements. The transactions are intended to ensure efficient business conduct, optimum utilization of resources and continuity of operations.
7.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p><i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control.</p> <p>a. Name of the director / KMP</p> <p>b. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	Bharatlal Lalsingh Singh, Non-executive Director of the Company is the proprietor (100%) of the related party
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9.	Other information relevant for decision making.	NA

Part B: Details of the specific type of RPTs

B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S. N.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	The strategic partnership between the Company and the related party, and ongoing nature of these arrangements between the companies, since past several years, demonstrates existence of inherent synergies and provides operational and commercial advantage to the Company. The Audit Committee noted that the transaction(s) are in the ordinary course of business and at arm's length. The Committee was aligned with the management's view that this arrangement being uniquely structured by and between the Company and the related party, there are no unrelated comparable business entities from whom potential bids could be obtained for a direct comparison. Based on the same it was noted that these RPTs are beneficial to the Company and shareholders.
2.	Basis of determination of price.	At arms' length and in ordinary course of business
3.	In case of Trade advance (<i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i>), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	NA
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	

B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary

S. N.	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction.	Internal accruals
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following.	No financial indebtedness is incurred
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	The interest rate ranges between 8-10% as per cost of borrowing from banks.
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	As per prevailing Bank rates.
5.	Maturity / due date	On demand

6.	Repayment schedule & terms	On demand
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio.	NA
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds will be utilized by the ultimate beneficiary for its principal business

B(5) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. N.	Particulars of the information	Information provided by the management
1.	Material covenants of the proposed transaction.	While there are no material covenants, each facility will be structured based on specific business requirements, the standard terms of which are expected to be as under: 1. Maturity of loan Facilities are repayable on demand. 2. Loan Facilities are unsecured, considering that these are intergroup transactions. 3. Interest rate – At arm’s length interest rate.
2.	Interest rate (<i>in terms of numerical value or base rate and applicable spread</i>)	The interest rate ranges between 8-10% as per cost of borrowing from banks.
3.	Cost of borrowing (This shall include all costs associated with the borrowing)	The cost of borrowing ranges between 8-10%.
4.	Maturity / due date	On demand
5.	Repayment schedule & terms	On demand
6.	Whether secured or unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	NA
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	The funds will be utilized for the principal business of the listed entity

Part C: Details of the specific type of RPTs and in addition to Part A and B

C(1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary

S. N.	Particulars of the information	Information provided by the management
1.	Latest credit rating of the related party.	Not rated
2.	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	Nil

C(4) Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary

S. N.	Particulars of the information	Information provided by the management
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements.	
	a. Before transaction	1.70
	b. After transaction	2.12* * Assuming the entire unsecured loan proposed to be obtained is classified as short term debt.
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements.	
	a. Before transaction	4.59
	b. After transaction	4.59* * As the cost of borrowing ranges between 8-10%, we cannot determine the exact rate of interest. Hence, the post transaction debt service coverage ratio cannot be determined at this point.

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

Except Mr. Bharatlal Lalsingh Singh, Director and his 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. 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 the borrow the sum(s) of money up to the specified limit in the said special resolution.

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

Keeping in view the Company's existing and future financial requirements to support its business operations and to ensure smooth cashflow, when required, it is now proposed that the Company may fix the overall borrowing limit at ₹ 300 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 AND 9:

In the Extra Ordinary General Meeting (EOGM) held on March 13, 2024, the members approved the appointment of Mr. Vijay Lalsingh Yadav as Managing Director of the Company for a period of 5 years on the terms and conditions as contained in the agreement entered into between the Company and Mr. Vijay Lalsingh Yadav, with a specific authority to the Board of Directors to alter or vary terms and conditions of the said appointment and/or agreement including remuneration up to a maximum amount of ₹ 60,00,000/- (Rupees Sixty Lakhs only) per annum.

In the same EOGM, the members approved the appointment of Mrs. Seemabahen Vijay Yadav as Whole Time Director of the Company for a period of 5 years on the terms and conditions as contained in the agreement entered into between the Company and Mrs. Seemabahen Vijay Yadav, with a specific authority to the Board of Directors to alter or vary terms and conditions of the said appointment and/or agreement including remuneration up to a maximum amount of ₹ 48,00,000/- (Rupees Forty Eight Lakhs only) per annum.

The Managing Director and Whole-time Director(s) have provided dedicated and meritorious services and significant contribution to the overall growth of the Company. Therefore, the Nomination and Remuneration Committee is of the view that the existing remuneration of Managing Director and Whole Time Director shall be increased for their remaining tenure. Hence, the committee, in its meeting held on June 25, 2026 has recommended an increase in the salary of Mr. Vijay Lalsingh Yadav and Mrs. Seemabahen Vijay Yadav with effect from April 01, 2026. Hence, Directors have recommended a ceiling on remuneration of ₹ 1,20,00,000/- (Rupees One Crore Twenty Lakhs only) per annum for Mr. Vijay Lalsingh Yadav and remuneration of ₹ 60,00,000/- (Rupees Sixty Lakhs only) per annum for Mrs. Seemabahen Vijay Yadav. Other terms and conditions of their appointment shall remain same as contained in the agreement entered into between the Company and them.

In the absence or inadequacy of profits in any financial year during the tenure of Mr. Vijay Lalsingh Yadav and Mrs. Seemabahen Vijay Yadav, minimum remuneration payable shall be determined in terms of Schedule V of the Companies Act, 2013.

The following additional information as required under Part II of Schedule V to the Companies Act, 2013 are given below:

I. GENERAL INFORMATION:

(1) Nature of Industry: Trading and distribution of telecommunications and technology products.

(2)Date or expected date of Commencement of commercial production: The Company is presently engaged in Trading and distribution activity since 26th March, 2011.

(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: As per the audited financial results, following are the details of financial performance of the Company for last three years:

In ₹

Particulars	Year ended 31 st March		
	2026	2025	2024
Turnover	23,91,68,63,280.00	15,96,15,80,650.00	10,78,61,55,885.00
Other Income	6,99,91,558.00	1,56,18,373.00	1,15,76,791.00
Net Profit (as per Profit & Loss Account)	25,48,79,837.00	12,57,83,689.00	8,59,06,284.00
Net Worth	1,00,95,00,885.00	75,46,21,048.00	29,12,22,491.00

(5)Foreign Investments or Collaborations, if any: There is no foreign investment or collaboration.

II. INFORMATION ABOUT THE APPOINTEE:

1) Mr. Vijay Lalsingh Yadav (DIN:01990164)

a) **Background details:** Mr. Vijay Lalsingh Yadav was appointed as a Managing Director of the Company from March 13, 2024.

b) **Past Remuneration:** ₹ 60,00,000/- per annum.

c) **Recognition or awards:** NIL

d) **Job Profile and Suitability:** Mr. Vijay Lalsingh Yadav has been associated with the Company as a director since October 15, 2020. Being Managing Director, he is in charge of the management and affairs of the Company and perform his duties under the supervision and control of the Board of Directors of the Company. He has more than 14 years of work experience in the field of Telecom Industry.

e) **Remuneration proposed:** The Board proposes to pay him remuneration of ₹ 1,20,00,000/- per annum from April 01, 2026 till his remaining period.

f) **Comparative Remuneration Profile with respect to Industry, size of the Company, Profile of the position and person:** The remuneration payable to Mr. Vijay Lalsingh Yadav is commensurate with his qualification, experience, the duties and responsibilities entrusted to him.

g) **Pecuniary Relationship, directly or indirectly, with the Company or relationship with the Managerial Personnel, if any:** Mr. Vijay Lalsingh Yadav, is one of the Promoter and First Director of the Company holding 44,02,628 Equity Shares of ₹ 10/- each in the Company. He will draw remuneration of ₹ 1,20,00,000/- per annum as Managing Director of the Company. Mr. Vijay Lalsingh Yadav is husband of Mrs. Seemabahen Vijay Yadav.

2) **Mrs. Seemabahen Vijay Yadav (DIN: 02008064)**

a) **Background details:** Mrs. Seemabahen Vijay Yadav was appointed as a Whole Time Director of the Company from March 13, 2024.

b) **Past Remuneration:** ₹ 48,00,000/- per annum.

c) **Recognition or awards:** NIL

d) **Job Profile and Suitability:** Mrs. Seemabahen Vijay Yadav has been associated with the Company as a director since October 15, 2020. Being a Whole time Director, she is in charge of general power of management and administration of the affairs of the Company and she performs her duties under the supervision and control of the Board of Directors of the Company. She has more than 13 years of work experience in the field of Telecom Industry.

e) **Remuneration proposed:** The Board proposes to pay her remuneration of ₹ 60,00,000/- per annum from April 01, 2026 till her remaining period.

f) **Comparative Remuneration Profile with respect to Industry, size of the Company, Profile of the position and person:** The remuneration payable to Mrs. Seemabahen Vijay Yadav is commensurate with her qualification, experience, the duties and responsibilities entrusted to her.

g) **Pecuniary Relationship, directly or indirectly, with the Company or relationship with the Managerial Personnel, if any:** Mrs. Seemabahen Vijay Yadav is one of the Promoter and First Director of the Company holding 37,27,852 Equity Shares of ₹ 10/- each in the Company. She will draw remuneration of ₹ 60,00,000/- per annum as Whole-time Director of the Company. Mrs. Seemabahen Vijay Yadav is wife of Mr. Vijay Lalsingh Yadav.

III. OTHER INFORMATION	
1. Reasons of loss or inadequate profits:	The Company was incorporated on March 26, 2011 and have started its operations after that. As the company is expanding its business in other cities and due to expansion, there will high requirement of working capital so there are chances that there will be inadequate profits or no profits at all.
2. Steps taken or proposed to be taken for improvement:	
3. Expected increase in productivity and profits in measurable terms:	The company has infused capital for expansion of its business through IPO for fulling its working capital requirement. It is tough to provide exact future profits, but looking into the current business, the company will

	be able to achieve higher productivity and profit through expansion.
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IV. DISCLOSURES: Not Applicable

Accordingly, your Directors recommend the Special Resolution mentioned in item no. 8 and 9 for approval of the shareholders.

Except Mr. Vijay Lalsingh Yadav, Managing Director and Mrs. Seemabahen Vijay Yadav, Whole Time Director, 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.

(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. Mr. Bharatlal Lalsingh Singh (DIN: 02379760) is proposed to be re-appointed as a Non-Executive Director, who is liable to retire by rotation.

Name of the Director	Mr. Bharatlal Lalsingh Singh (DIN: 02379760)
Designation	Non-Executive Director
Date of Birth	29-03-1981
Age	45 Years
Nationality	Indian
Qualification	B.Com
Date of first appointment on the Board of the Company	13-03-2024
No. of Board Meetings attended during the Year 2025-26	9 (Nine)
Expertise in specific functional area	Telecom Industry
Brief Profile	Bharatlal Lalsingh Singh is a Non-Executive Director of our Company. He has over 10 years of work experience in the field of mobile distribution. He has been associated with our Company since March 13, 2024. He oversees operational efficiency, quality assurance, supply chain and logistics of our Company.
Terms and conditions of appointment or re-appointment	He will be liable to retire by rotation.
Remuneration Last drawn	Nil
Shareholding in the Company	2,55,000 shares (2.14 %)

Directorship in the other Entities	1. HV Connecting Infra (India) Private Limited Private Limited
Membership/Chairmanship in Committees (Other than HP Telecom India Limited)	Nil
Listed entities from which the person has resigned in the past three years	Nil
Relationship with other Director(s), Manager and KMP	Mr. Vijay Lalsingh Yadav is brother of Mr. Bharatlal Lalsingh Singh and Mrs. Seemabahen Vijay Yadav is sister in law of Mr. Bharatlal Lalsingh Singh. Other than that, he 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: 25/06/2026

REGISTERED OFFICE:-

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

Email Id: cs@hvciipl.com

Mob No.: 9327481169

Website: www.hptil.com

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 15th ANNUAL GENERAL MEETING of the Company held on Wednesday, the July 22, 2026 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:

1. 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.
2. Remote e-voting facility is available during the period:

Commencement of Remote e-voting	End of Remote e-voting
July 19, 2026	July 21, 2026

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)
139876

**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 15th Annual General Meeting of the Company to be held on Wednesday, the July 22, 2026 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 _____ 2026

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 Audited Financial Statements for the financial year ended March 31, 2026
2	Appointment of Mr. Bharatlal Lalsingh Singh (DIN: 02379760) as a Non-Executive Director liable to retire by rotation
	Special Business
3	Approval of Material Related Party Transaction with HV Connecting Infra (India) Private Limited
4	Approval of Material Related Party Transaction with Telecom Merchant
5	Approval of Material Related Party Transaction with Communication Merchants
6	Approval of Material Related Party Transaction with RP Distributors
7	Increasing the overall Borrowing Limits under Section 180 of the Companies Act, 2013
8	To increase and approve limit of managerial remuneration of Mr. Vijay Lalsingh Yadav (DIN: 01990164), Managing Director of the Company
9	To increase and approve limit of managerial remuneration of Mrs. Seemabahen Vijay Yadav (DIN: 02008064), Whole Time Director of the Company

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@hvcipl.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 ₹ 10/- each

I/We hereby exercise my/our vote in respect of the Resolution as set out in the Notice of 15th Annual General Meeting of the Company scheduled to be held on Wednesday, the July 22, 2026 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 March 31, 2026			
2	Appointment of Mr. Bharatlal Lalsingh Singh (DIN: 02379760) as a Non-Executive Director liable to retire by rotation			
SPECIAL BUSINESS				
3	Approval of Material Related Party Transaction with HV Connecting Infra (India) Private Limited			
4	Approval of Material Related Party Transaction with Telecom Merchant			
5	Approval of Material Related Party Transaction with Communication Merchants			
6	Approval of Material Related Party Transaction with RP Distributors			
7	Increasing the overall Borrowing Limits under Section 180 of the Companies Act, 2013			

8	To increase and approve limit of managerial remuneration of Mr. Vijay Lalsingh Yadav (DIN: 01990164), Managing Director of the Company			
9	To increase and approve limit of managerial remuneration of Mrs. Seemabahen Vijay Yadav (DIN: 02008064), Whole Time Director of the Company			

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.



