## **HPL Electric & Power Ltd**



Corporate Office: Windsor Business Park, B-1D, Sector-10. Noida, U.P. - 201301, INDIA. Tel.: +91-120-4656300

E-mail: hpl@hplindia.com CIN No.: U74899DL1992PLC048945

September 29, 2017

The Manager,
Listing Department,
National Stock Exchange of India Ltd.
"Exchange Plaza", C-1, Block G,
Bandra-Kurla Complex, Bandra (E),
Mumbai – 400 051
Symbol: HPL

**BSE** Limited

25<sup>th</sup> Floor, New Trading Ring, Rotunda Building, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001

Scrip Code: 540136

Sub:- Voting Results of the 25<sup>th</sup> Annual General Meeting alongwith the Consolidated Scrutinizers Report of HPL Electric & Power Limited

Dear Sir,

In reference with the captioned subject, we are submitting herewith the Voting Results of the 25<sup>th</sup> Annual General Meeting (AGM) of the Company held on September 28, 2017 alongwith the Consolidated Scrutinizers Report dated September 29, 2017, in terms of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your kind information and record.

Thanking You

Yours Faithfully

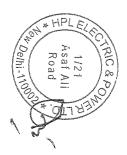
For HPL ELECTRIC & POWER LIMITED

Vivek Kumar

Company Secreta

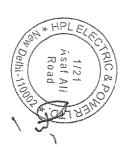
Encl: As above

0.0000	100,000	0	7417746	85,6768	37.00	51,0870	applicable)	Promoter and Promoter Group
			3		)		Postal Ballot (if	,
0.0000	0.0000	0	00	0.0000	0	46391699	Poll	
0.0000	100.0000	0	46391699	100.0000	46391699	46391699	E-Voting	
(7)=[(5)/(2)]*100	)/(2)]*100			)/(1)]* 100	justaji Kariji Kurie	<b>(1</b> )	Mode of Voting	Category
% of Votes against on votes polled	% of Votes in	No. of Votes -	No. of Votes – in	% of Votes Polled on outstanding shares		No. of shares held No. of votes	artisani Sartisani	
							No	Whether promoter/ promoter group are interested in the agenda/resolution?
		Aarch 31, 2017.	ORDINARY - To declare final dividend of Rs. 1.50 per equity share for the financial year ended March 31, 2017.	ty share for the fin	of Rs. 1.50 per equi	clare final dividend	ORDINARY - To de	Resolution required: (Ordinary/ Special)
0,0002	99.9998	100	51095056	79,4631	51095156	64300486	Total	
0.0000	0.0000	0		0.0000	0	12758917	Postal Ballot (if applicable)	Public- Non Institutions
0.0000	100.0000	0	40515	0.3175	40515	12758917	Poll	
0.2519	99.7480	100		0.3111	39696	12758917	E-Voting	
0.0000	0.0000	0		0.0000	0	5149870	Postal Ballot (if applicable)	Public- Institutions
0.0000	100.0000	0	211000	4.0972	211000	5149870	Poll	
0.0000	100.0000	0		85.6768	4412246	5149870	E-Voting	
0.0000	0.0000	0		0.0000	0	46391699	applicable)	Promoter and Promoter Group
0.0000	0.0000	0	·	0.0000	0	46391699	Poli	
	11		46391699	100.0000	46391699	46391699	E-Voting	
polled (7)=[(5)/(2)]*100	0	No. of Votes – against (5)	No. of Votes – in favour (4)	ŏ		No. of shares held No. of votes (1) polled (2)	Mode of Voting	Category
% of Votes against on votes	% of Votes in favour on votes			% of Votes Polled on outstanding				
							No	interested in the agenda/resolution?
								Whether promoter/ promoter group are
Company for	Consolidated Financial Statements of the Company for	nsolidated Financia		Financial Statemen	adopt the Audited	ORDINARY - To receive, consider and adopt the Audited Financial Statements (including the	ORDINARY - To re	Resolution required: (Ordinary/ Special)
						0	And the second s	Public:
	-					0		Promoters and Promoter Group:
				And the second s			h Video	No. of Shareholders attended the meeting through Video
						39		Public:
						10		Promoters and Promoter Group:
		-					r in person or	No. of shareholders present in the meeting either in person or
						47321		Total number of shareholders on record date
						28.09.2017		Date of the AGM/EGM
					DWER LIMITED	HPL ELECTRIC & POWER LIMITED		Company Name



E-Voting	Public- Institutions applicable)	Postal Ballot (if	Poll	E-Voting	Promoter and Promoter Group applicable)	Postal Ballot (if	Poll	E-Voting	Category Mode of Voting	是是"我们的人","我们们是一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个一				interested in the agenda/resolution?	Whether promoter/ promoter group are	Resolution required: (Ordinary/ Special) ORDINAR
	9	lot (if			e)	lot (if										Y - 10 ap
12758917	5149870		5149870	5149870	46391699		46391699	46391699	(1)	No. of shares held No. of votes						ORDINARY - To appoint w/s knarbanda Associates, chartered Accountants Firm kegistration No. 003456N/ as statutory Auditor of the Company and
39696	0		211000	4412246	0		0	46391699	polled (2)	No. of votes						la Associates, Char
0.3111	0.0000		4.0972	85.6768	0.0000		0.0000	100.0000	(3)=[(2)/(1)]* 100   favour (4)	shares	on outstanding	% of Votes Polled				tered Accountants
39586	00		211000	4412246	00		00	46391699	2.7	No. of Votes – in						(FIRM Registration
	<u></u>		2	5	0		O.	9	against (5)	No. of Votes -	180s1					NO. DUS456IN as :
110 99.7228	0.0000		0 100.0000	0 100.0000	0.0000		0.0000	0 100.0000	(6)=[(4)/(2)]*100	polled	favour on votes	% of Votes in				statutory Auditor of
8 0.2771	0.0000		0.0000	0.0000	0.0000		0.0000	0.0000	(6)=[(4)/(2)]*100  (7)=[(5)/(2)]*100	polled	against on votes	% of Votes				the company and

ial)	applicable) E-Voting Poll Postal Ballot (if applicable) Total ORDINARY - To ap	applicable)         5149870         0         0.0000         00         0.0000         0.0000           E-Voting         12758917         39696         0.3111         39596         100         99.7480           Poll         12758917         40515         0.3175         40515         0         100.0000           Postal Ballot (if applicable)         12758917         0         0.0000         00         0         0.0000           Total         12758917         0         0.0000         00         0         0.0000           Total         64300486         \$1095156         79.4631         \$1095056         100         99.9998           ORDINARY - To appoint a director in place of Mr. Gautam Seth (DIN: 00203405), who retires by rotation and being elligible, offers himself for re-         0         0.0000         0	39696 40515 0 0 1095156	0.3111 0.3175 0.3000 0.0000 79,4631	39596 40515 00 51095056	100 0 0 0 100 rotation and being	99.7480 99.7480 0.0000 0.0000 0.0000 99.9998 g eligible, offers hims
	RDINARY - To ap	point a director in p	blace of Mr. Gautan	n Seth (DIN: 002034	l05), who retires by	rotation and being	g eligible, offers him
				% of Votes Polled			% of Votes in
Category	Mode of Voting	No. of shares held No. of votes (1) polled (2)		shares No. of Vot (3)=[(2)/(1)]* 100   favour (4)	No. of Votes – in favour (4)	No. of Votes – against (5)	polled polled (6)=[(4)/(2)]*100 (7)=[(5)
	E-Voting	46391699	46391699	100.0000	46391699	0	
Pc	Poll	46391699	0	0.0000	00	0	
Promoter and Promoter Group ar	Postal Ballot (if applicable)	46391699	0	0.0000	00	0	0.0000
ŗ.	E-Voting	5149870	4412246	85.6768	4412246		
Post	Poll Postal Ballot (if	5149870	211000	4.0972	211000	0	100.0000
Public- Institutions ap	applicable)	5149870	0	0.0000	00	0	0.0000
- Im		12758917	39696		395	17	
Poll	E-Voting		40515	0.3175	40515	0	100.0000
Public- Non Institutions applicable)	E-Voting Poll Postal Ballot (if	12758917					



Whether promoter/ promoter group are interested in the agenda/resolution?		No. of s	No. of votes polled (2) 46391699	% of Votes Polled on outstanding shares [3]=[(2)/(1)]* 100 100000	3 8	No. of Votes against (5)	% of Votes favour on polled (6)=[(4)/(2	% of Vote against or polled (7)=[(5)/(2)
Promoter and Promoter Group	Poll  Postal Ballot (if applicable)  E-Voting	46391699 46391699 46391699 5149870			4639	0 0		
Public- Institutions	Poll Postal Ballot (if applicable) E-Voting	5149870 5149870 5149870 5149870 12758917	4412246 211000 0 39696	85.6768 4.0972 0.0000 0.3111	4412246 211000 00 39584	0 0 0 112	100.0000 100.0000 0.0000 99.7178	0.0000 0.0000 0.0000 0.0000 0.2821
Public- Non Institutions	E-Voting Poll Postal Ballot (if applicable)	12758917 12758917 12758917				112 0 0	1	
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are		Total         64300486         51095156         79,4631         51095           SPECIAL - Revision of Remuneration payable to Mr. Chandra Prakash Jain (DIN: 00311643),	51095156 ayable to Mr. Chan	79.4631 Idra Prakash Jain (D		044 112 99.9 Whole Time Director of the Company.	99,9998 f the Company.	
interested in the agenda/resolution?	No No Mode of Voting	No. of shares held No. of votes polled (2)	No. of votes	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes against (5)	% of Votes in favour on votes poiled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting Poll Postal Ballot (if	46391699 46391699 46391699		100.0000 0.0000 0.0000	46391699 00 00	0 0	100.0000 0.0000 0.0000	
Public- Institutions	E-Voting Poll Postal Ballot (if applicable)	5149870 5149870 5149870	44122/ 21100	8	4412; 2110	0 0	10	
Public- Non Institutions	E-Voting Poll Postal Ballot (if applicable)	12758917 12758917 12758917	39626 40515 0	0.3106 0.3175 0.0000	393 405	230	12	



tal Ballot (if 12758917) 0 0.0000 00	tal Ballot (if	10010 0010 0010	40515	E-Voting 12758917 39696 0.3111 39590 106	Public- Institutions applicable) 5149870 0 0.0000 00 0	Postal Ballot (if	Poll 5149870 211000 4.0972 211000 0	E-Voting 5149870 4412246 85.6768 4412246 0	Promoter and Promoter Group         applicable)         46391699         0         0.0000         00         0	Postal Ballot (if	Poll 46391699 0 0.0000 00 0	E-Voting 46391699 46391699 100.0000 46391699 0	Category Mode of Voting $(1)$ polled $(2)$ $(3)=[(2)/(1)]*100$ favour $(4)$ against $(5)$ $(6)=[(4)/(1)]*100$	No. of shares held No. of votes   shares   No. of Votes = in   No. of Votes =   pollec	on outstanding		,如果是一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个	interested in the agenda/resolution? No	Whether promoter/ promoter group are	Resolution required: (Ordinary/ Special) SPECIAL - Re-appointment of Mr. Jatinder Singh Sabharwal (DIN: 07364399) as an Independent Director of the Company for a second term.	Total 64300486 51095086 79.4630 51094856 230	Public- Non Institutions         applicable         12758917         0         0.0000         00         0	Postal Ballot (if
			0.3175 40515					,				46391699		No. of Votes – in	standing	f Votes Polled				DIN: 07364399) as an Independent Dire			
106	0.0000		0 100.0000		0.0000								against (5) (6)=[(4)/(2)]*100	No. of Votes -   polled		% of Votes in				Director of the Company for a secu		0.0000	
	0.0000		0.0000	0.2670	0.0000		0.0000	0.0000	0.0000		0.0000	0.0000	0 (7)=[(5)/(2)]*100	polled		% of Votes				and term.	995 0.0005	0.0000	

Resolution required: (Ordinary/ Special)
Whether promoter/ promoter group are

Total

interested in the agenda/resolution?

N<sub>O</sub>

SPECIAL - Revision of remuneration payable to Mr. Vinod Ratan Gupta (DIN: 07401017), Whole Time Director of the Company

230

99,9995

0.0005

Public-Institutions

E-Voting

12758917

5149870

12758917

39626 40515

0.0000 0.3106 0.3175

00 39396 40515

230

99,4195

0.0000

100.0000

0.0000 0.0000 0.0000 0.0000 0.0000 0.5804

Promoter and Promoter Group

E-Voting

46391699 5149870

4412246 211000

85.6768 4.0972

4412246 211000

100.0000

0.0000

00

0.0000

5149870

Postal Ballot (if

applicable)

E-Voting

46391699

46391699

46391699

100.0000

46391699

00

0.0000

% of Votes Polled on outstanding shares
(3)=[(2)/(1)]\* 100

No. of Votes – in favour (4)

No. of Votes – against (5)

% of Votes in favour on votes polled

(6)=[(4)/(2)]\*100

(7)=[(5)/(2)]\*100

against on votes polled

% of Votes

100.0000

0.0000

0.0000

Mode of Voting

No. of shares held No. of votes
(1) polled (2)

Postal Ballot (if

applicable)

Category

	0.0000	0.0000	0.2670	0.0000
Delhi-1100	Road	1/21 4000 11/21	TO SERVICE STATE OF THE SERVIC	RAIC & DO

Resolution required: (Ordinary/ Special)

SPECIAL - Re-appointment of Mr. Tarun Sehgal (DIN: 07384592), as an Independent Director of the Company for a second term.

interested in the	Resolution req	-1-1	Public- Non Institutions				Public- Institutions				Promoter and			Category				litterested III t	Whether pron	Resolution rec	E.	Public- Non Institutions				Public- Institutions		•	Promoter and				Category				
interested in the agenda/resolution?	Resolution required: (Ordinary/ Special)		stitutions				ions				Promoter and Promoter Group							litterested III the aBenda/resolution	Whether promoter/ promoter group are	Resolution required: (Ordinary/ Special)		stitutions				tions			Promoter and Promoter Group								
No	SPECIAL - Re-appo	Total	applicable)	Postal Ballot (if	Poll	E-Voting	applicable)	Postal Ballot (if	Poll L-Vouing	E-Voting	Postal Ballot (if applicable)	Poll	E-Voting	Mode of Voting				TVO	2	SPECIAL - Re-appo	Total	applicable)	Postal Ballot (if	Poll	E-Voting	Postal Ballot (if applicable)	Poll	E-Voting	applicable)	Postal Ballot (if	Poll	E-Voting	Mode of Voting				
	intment of Mrs. Ma	64300486	12758917		12758917	12758917	5149870	0+1001	5149870	51/10870	46391699	46391699	46391699	(1)	No. of shares held No. of votes					intment of Mr. Vire	64300486	12758917	****	12758917	12758917	5149870	5149870	5149870	46391699		46391699	46391699	(a)	No. of shares held No. of votes			
	adhu Bala Nath (Dir	51095156			40515	39696	0			77177	0	0	46391699	polled (2	No. of votes					ender Kumar Bajaj (	51095156	0			39696	0	211000	4412246	0				polled (2)	No. of votes			
	SPECIAL - Re-appointment of Mrs. Madhu Bala Nath (DIN: 01320110), as an Independent Di	79:4631			0.3175	0.3111	0.0000				0.0000	0.0000	100.0000	(3)=[(2)/(1)]* 100 favour (4)	shares	on outstanding	% of Votes Polled			DIN: 07401106), as	79,4631	0.0000				0.0000	4.0972	85.6768	0.0000				(3)=[(2)/(1)]* 100	shares	on outstanding	% of Votes Polled	
	Independent Direct	51094990				39.	00			4412	00	00	46391699		s I S		one L			SPECIAL - Re-appointment of Mr. Virender Kumar Bajaj (DIN: 07401106), as an Independent Director of the Company for a second term.	51095050	00	de de la constante de la const		39	00		4412246			00		favour (4)	No. of Votes - in			
	or of the Company	166	0		0	166	0				0	0	0	against (5)	ι Ι					ector of the Comp	901	0			106	0		0			0		against (5)	No. of Votes -			
	rector of the Company for a second term. (Special	99.9997			100.0000	99.5818	0.0000		100.0000		0.0000	0.0000	100.0000	(6)=[(4)/(2)]*100	polled	favour on votes	% of Votes in			any for a second te	5	0.0000			99.7329		100.0000	100.0000	0.0000				(6)=[(4)/(2)]*100	polled	favour on votes	% of Votes in	
	. (Special	0.0003			0.0000	0.4181	0.0000		0.0000		0.0000	0.0000	0.0000	(7)=[(5)/(2)]*100	polled	lagainst on votes	% of Votes			rm.	0.0002	0.0000				0.0000	0.0000	0.0000	0.0000			$\sim$	[(7)=[(5)/(2)]*100	polled	against on votes	% of Votes	

Whether promoter/ promoter group are interested in the agenda/resolution?

No



Resolution required: (Ordinary/ Special)	SPECIAL - Re-appo	SPECIAL - Re-appointment of Mr. Jainul Haque (DIN: 00004762), as an Independent Director of the Company for a second term.	ul Haque (DIN: 000)	)4762), as an Indep	endent Director of	the Company for a	second term.	
Whether promoter/ promoter group are								
interested in the agenda/resolution?	No							
				% of Votes Polled on outstanding			% of Votes in favour on votes	% of Votes against on votes
		No. of shares held No. of votes		shares	No. of Votes – in	No, of Votes –		polled
Category	Mode of Voting	<b>(1)</b>	polled (2)	(3)=[(2)/(1)]* 100   favour (4)		against (5)	(6)=[(4)/(2)]*100 [(7)=[(5)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting	46391699	46391699	100.0000	46391699	0	100.0000	0.0000
	Poll	46391699	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if							
Promoter and Promoter Group	applicable)	46391699	0	0.0000	00	0	0.0000	0.0000
	E-Voting	5149870	4412246	85.6768	4412246	0	100.0000	0.0000
	Poli	5149870	211000	4.0972	211000	0	100.0000	0.0000
	Postal Ballot (if	-	•					
Public- Institutions	applicable)	5149870	0	0.0000	00	0	0.0000	0.0000
	E-Voting	12758917	39626	0.3106	39520	106	99.7324	0.2675
	Poll	12758917	40515	0.3175	40515	0	100.0000	0.0000
	Postal Ballot (if							
Public- Non Institutions	applicable)	12758917	0	0.0000	00	0	0.0000	0.0000
	Total	64300486	51095086	79.4630	51094980	106	99.9998	0.0002

Category

% of Votes Polled on outstanding

% of Votes in favour on votes

% of Votes against on votes

Public- Non Institutions Public-Institutions Promoter and Promoter Group Total E-Voting E-Voting Poll applicable) Postal Ballot (if applicable) Postal Ballot (if applicable) Postal Ballot (if E-Voting Mode of Voting No. of shares held No. of votes
(1) polled (2) 64300486 46391699 5149870 46391699 12758917 12758917 12758917 5149870 46391699 5149870 51095156 46391699 4412246 211000 40515 39696 (3)=[(2)/(1)]\* 100 | favour (4) shares 0.0000 79.4631 85.6768 0.0000 0.3175 0.0000 4.0972 0.0000 No. of Votes – in No. of Votes – 51094985 46391699 4412246 211000 40515 39525 8 8 8 against (5) 171 171 (6)=[(4)/(2)]\*100 (7)=[(5)/(2)]\*100polled 100.0000 100.0000 99.9997 100.0000 0.0000 99.5692 100.0000 0.0000 0.0000 0.0000 polled 0.0003 0.0000 0.0000 0.4307 0.0000 0.0000 0.0000 0.0000 0.0000 0.0000 18|8|8 888 8 | 2 | 8 |

FOR HPL ELECTRIC & POWER LTD.

**AUTHORISED SIGNATORY** 



# COMBINED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING & VOTING THORUGH BALLOT PAPER FOR M/s HPL ELECTRIC & POWER LIMITED

To,

The Chairman, HPL ELECTRIC & POWER LIMITED 1/21 Asaf Ali Road New Delhi 110002

Sub: Combined Scrutinizer's Report in respect of passing of Resolution(s) through Remote e-voting and Voting through Ballot Paper conducted at the 25th Annual General Meeting of HPL Electric & Power Limited (the Company) held on 28th day of September, 2017

Dear Sir,

The Board of Directors of the Company at its meeting held on Monday the August 14, 2017 appointed Mr. Deepak Kukreja, Partner DMK Associates as Scrutinizer and Mrs. Monika Kohli as Alternate Scrutinizer, pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and all other provisions as applicable, to scrutinize the remote e-voting and voting through ballot paper conducted at the 25th Annual General Meeting of the Company held on September 28, 2017, in fair and transparent manner.

The Company has engaged the services of Karvy Computershare Private Limited, for extending the facility of remote e-voting to the shareholders of the Company. The remote e-voting process was commenced on Monday, the 25th day of September, 2017 from 10:00 A.M. to Wednesday, the 27th day of September, 2017 upto 5:00 P.M. The remote e-voting results were unblocked by us on 28<sup>th</sup> September, 2017 at 11:20 A.M. in the presence of two witnesses.



31/36, Basement, Old Rajinder Nagar, New Delhi-110060 Telephone: 91-011-42432721 Mob.: 9871315000, 9810480983 E-mail: deepak.kukreja@dmkassociates.in Website: www.dmkassociates.in At the 25<sup>th</sup> Annual General Meeting of the Company held on 28<sup>th</sup> September, 2017, the facility of voting through ballot paper was conducted for the members present in the meeting who could not cast their vote through remote e-voting.

As on 21<sup>st</sup> September, 2017, the cut-off date, there were 47321 shareholders of the Company which were entitled to vote on the resolutions placed for the approval of the shareholders through remote e- voting as well as voting through ballot paper conducted at the 25th Annual General Meeting of the Company. The Paid up Share Capital of the Company as on cut-off date was Rs. 643.004.860/- divided into 64,300.486 equity shares of Rs. 10/- each.

The result of the remote e- voting together with that of the voting through ballot papers is as under:

#### ORDINARY BUSINESS

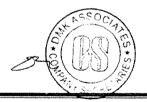
## **RESOLUTION NO. 1 – ORDINARY RESOLUTION**

To receive, consider and adopt the Audited Financial Statement (including the Consolidated Financial Statements) of the Company for the financial year ended March 31, 2017 together with the reports of the Board of Directors and Auditors thereon:

# (1) VOTED IN FAVOR OF THE RESOLUTION:

No. of Member s voted in E- voting	No. of votes Cast (Shares)-E voting	No. of Members/P roxies voted – Ballot Paper	No. of votes cast (Shares) – Ballot Paper	Total no. of votes cast(shares) through E- voting and Ballot Paper	% of total number of valid votes cast	% age of paid - up shares of the Company
38	50843541	12	251515	51095056	99.9998	79.4629

#### (II) VOTED AGAINST THE RESOLUTION:



Combined Scrutinizer's Report - HPL Electric & Power Ltd

***************************************	No. of Member s voted in E- voting	No. of votes Cast (Shares)-E voting	No. of Members/P roxies voted – Ballot Paper	No. of votes cast (Shares) – Ballot Paper	Total no. of votes cast(shares) through E- voting and Ballot Paper	% of total number of valid votes cast	% age of paid - up shares of the Company
	1	100	0	0	100	0.0002	0.0156

# (III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E voting	No. of Members/Proxi es voted – Ballot Paper	No. of votes cast (Shares) – Ballot Paper	Total no. of votes cast through E- voting and Ballot Paper
0	0	4	5003	5003

### RESULT

As the number of votes cast in favor of the resolution were more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed in favor of the resolution with requisite majority.

# **RESOLUTION NO. 2 – ORDINARY RESOLUTION**

To declare final dividend of Rs. 1.50 per equity share for the financial year ended March 31, 2017:

# (1) VOTED IN FAVOR OF THE RESOLUTION:

No. of Member s voted in E- voting	No. of votes Cast (Shares)-E voting	No. of Members/P roxies voted — Ballot Paper	No. of votes cast (Shares) – Ballot Paper	Total no. of votes cast(shares) through E- voting and Ballot Paper	% of total number of valid votes cast	% age of paid - up shares of the Company
38	50843541	12	251515	51095056	99.9998	79.4629

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## (II) VOTED AGAINST THE RESOLUTION:

No. of Member s voted in E- voting	No. of votes Cast (Shares)-E voting	No. of Members/P roxies voted— Ballot Paper	No. of votes cast (Shares)– Ballot Paper	Total no. of votes cast(shares) through E- voting and Ballot Paper	% of total number of valid votes cast	% age of paid - up shares of the Company
1	100	0	0	100	0.0002	0.0156

## (III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E voting	No. of Members/Proxi es voted-Ballot Paper	No. of votes cast (Shares)–Ballot Paper	Total no. of votes cast through E- voting and Ballot Paper
0	0	4	5003	5003

#### RESULT

As the number of votes cast in favor of the resolution were more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed in favor of the resolution with requisite majority.

# RESOLUTION NO. 3-ORDINARY RESOLUTION

To appoint a director in place of Mr. Gautam Seth (DIN 00203405), who retires by rotation and being eligible, offers himself for re-appointment:

# (1) VOTED IN FAVOR OF THE RESOLUTION:



No. of Member s voted in E- voting	No. of votes Cast (Shares)-E voting	No. of Members/P roxies voted – Ballot Paper	No. of votes cast (Shares) – Ballot Paper	Total no. of votes cast(shares) through E- voting and Ballot Paper	% of total number of valid votes cast	% age of paid - up shares of the Company
3.7	50843471	12	251515	51094986	100	79.4631

# (II) VOTED AGAINST THE RESOLUTION:

No. of Member s voted in E- voting	No. of votes Cast (Shares)-E voting	No. of Members/P roxies voted – Ballot Paper	No. of votes cast (Shares) – Ballot Paper	Total no. of votes cast(shares) through E- voting and Ballot Paper	% of total number of valid votes cast	% age of paid - up shares of the Company
2	170	O	0	170	0.0003	0.0264

### (III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E voting	No. of Members/Proxi es voted – Ballot Paper	No. of votes east (Shares) – Ballot Paper	Total no. of votes cast through E- voting and Ballot Paper
0	0	4	5003	5003

# RESULT

As the number of votes cast in favor of the resolution were more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed in favor of the resolution with requisite majority.

# RESOLUTION NO. 4 - ORDINARY RESOLUTION

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To appoint M/s. Kharbanda Associates, Chartered Accountants (Firm Reg. No. 003456N) as Statutory Auditors of the Company in place of retiring Auditors M/s. Sahni Mehra & Co., Chartered Accountants (Firm Reg. No. 000609N) to hold office from the conclusion of this Annual General Meetings till the conclusion of the thirtieth AGM of the company to be held in year 2022 (subject to ratification by members in every Annual General Meeting) at such remuneration as may be mutually agreed by the Board of Directors of the Company and the Statutory Auditors.

## (1) VOTED IN FAVOR OF THE RESOLUTION:

No. of Member s voted in E- voting	No. of votes Cast (Shares)-E voting	No. of Members/P roxies voted – Ballot Paper	No. of votes cast (Shares) – Ballot Paper	Total no. of votes cast(shares) through E- voting and Ballot Paper	% of total number of valid votes cast	% age of paid - up shares of the Company
38	50843531	12	251515	51095046	99.9998	79.4629

# (II) VOTED AGAINST THE RESOLUTION:

No. of Member s voted in E- voting	No. of votes Cast (Shares)-E voting	No. of Members/P roxies voted — Ballot Paper	No. of votes cast (Shares) – Ballot Paper	Total no. of votes cast(shares) through E- voting and Ballot Paper	% of total number of valid votes cast	% age of paid - up shares of the Company
	110	0	0	110	0.0002	0.0171

## (III) INVALID VOTES OF THE RESOLUTION:

Ballot Paper  Ballot Paper	Members voted (	No. of votes Cast (Shares)-E voting	No. of Members/Proxi es voted – Ballot Paper	No. of votes cast (Shares) – Ballot Paper	Total no. of votes cast through E- voting and Ballot Paper
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\*One member holding 12 shares voted in favor of the resolution for 2 shares and against the resolution for 10 shares.

#### RESULT

As the number of votes cast in favor of the resolution were more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed in favor of the resolution with requisite majority.

## SPECIAL BUSINESS

## RESOLUTION NO. 5 – ORDINARY RESOLUTION

Ratification of Remuneration of M/s Bikram Jain & Associates, Cost Accountants (Firm Registration No. 101610), Cost Auditors of the Company for the financial year 2017-18.

## (1) VOTED IN FAVOR OF THE RESOLUTION:

No. of Member s voted in E- voting	No. of votes Cast (Shares)-E voting	No. of Members/P roxies voted – Ballot Paper	No. of votes cast (Shares) – Ballot Paper	Total no. of votes cast(shares) through E- voting and Ballot Paper	% of total number of valid votes cast	% age of paid - up shares of the Company
37	50843529	12	251515.00	51095044	99.9998	79.4629

# (II) VOTED AGAINST THE RESOLUTION:

No. of Member s voted in E- voting	No. of votes Cast (Shares)-E voting	No. of Members/P roxies voted – Ballot Paper	No. of votes cast (Shares) – Ballot Paper	Total no. of votes cast(shares) through E- voting and Ballot Paper	% of total number of valid votes cast	% age of paid - up shares of the Company
	112	0	0	112	0.0002	0.0174

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## (III) INVALID VOTES OF THE RESOLUTION:

	No. of votes Cast (Shares)-E voting	No. of Members/Proxi es voted – Ballot Paper	No. of votes cast (Shares) – Ballot Paper	Total no. of votes cast through E- voting and Ballot Paper
0	0	4	5003	5003

## RESULT

As the number of votes cast in favor of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed in favor of the resolution with requisite majority.

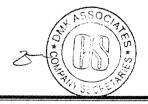
# **RESOLUTION NO. 6 - SPECIAL RESOLUTION**

Revision of Remuneration payable to Mr. Chandra Prakash Jain (DIN: 00311643), Whole Time Director of the Company.

#### (I) VOTED IN FAVOR OF THE RESOLUTION:

No. of Member s voted in E- voting	No. of votes Cast (Shares)-E voting	No. of Members/P roxies voted – Ballot Paper	No. of votes cast (Shares) – Ballot Paper	Total no. of votes cast(shares) through E- voting and Ballot Paper	% of total number of valid votes cast	% age of paid - up shares of the Company
36	50843341	12	251515.00	51094856	99.9995	79.4626

# (II) VOTED AGAINST THE RESOLUTION:



No. of Member s voted in E- voting	No. of votes Cast (Shares)-E voting	No. of Members/P roxies voted — Ballot Paper	No. of votes east (Shares) – Ballot Paper	Total no. of votes cast(shares) through E- voting and Ballot Paper	% of total number of valid votes cast	% age of paid - up shares of the Company
2	230	0	0	230	0.0005	0.0358

### (III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E voting	No. of Members/Proxi es voted – Ballot Paper	No. of votes cast (Shares) – Ballot Paper	Total no. of votes cast through E- voting and Ballot Paper
	70	4	5003	5073

<sup>\*</sup>One member holding 12 shares voted in favor of the resolution for 6 shares and against the resolution for 6 shares.

## RESULT

As the number of votes cast in favor of the resolution were three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 6 as set out in the Notice of the AGM is passed in favor of the resolution with requisite majority.

# RESOLUTION NO. 7 - SPECIAL RESOLUTION

Revision of Remuneration payable to Mr. Vinod Ratan Gupta (DIN: 07401017), Whole Time Director of the Company.

### (I) VOTED IN FAVOR OF THE RESOLUTION:



No. of Member s voted in E- voting	No. of votes Cast (Shares)-E voting	No. of Members/P roxies voted – Ballot Paper	No. of votes cast (Shares) – Ballot Paper	Total no. of votes cast(shares) through E- voting and Ballot Paper	% of total number of valid votes cast	% age of paid - up shares of the Company
36	50843341	12	251515	51094856	99.9995	79.4626

# (II) VOTED AGAINST THE RESOLUTION:

No. of Member s voted in E- voting	No. of votes Cast (Shares)-E voting	No. of Members/P roxies voted – Ballot Paper	No. of votes cast (Shares) – Ballot Paper	Total no. of votes cast(shares) through E- voting and Ballot Paper	% of total number of valid votes cast	% age of paid - up shares of the Company
2	230	O	0	230	0.0005	0.0358

## (III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E voting	No. of Members/Proxi es voted – Ballot Paper	No. of votes cast (Shares) – Ballot Paper	Total no, of votes cast through E- voting and Ballot Paper
1	70	4	5003	5073

<sup>\*</sup>One member holding 12 shares voted in favor of the resolution for 6 shares and against the resolution for 6 shares.

## RESULT

As the number of votes cast in favor of the resolution was three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 7 as set out in the Notice of the AGM is passed in favor of the resolution with requisite majority.

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# RESOLUTION NO. 8 – SPECIAL RESOLUTION

Re-appointment of Mr. Jatinder Singh Sabharwal (DIN: 07364399) as an Independent Director of the Company for a second term for a period of three years from January 14, 2018 until January 13, 2021.

## (I) VOTED IN FAVOR OF THE RESOLUTION:

No. of Member s voted in E- voting	No. of votes Cast (Shares)-E voting	No. of Members/P roxies voted – Ballot Paper	No. of votes cast (Shares) – Ballot Paper	Total no. of votes cast(shares) through E- voting and Ballot Paper	% of total number of valid votes cast	% age of paid - up shares of the Company
38	50843535	12	251515	51095050	99.9998	79.4629

## (II) VOTED AGAINST THE RESOLUTION:

No. of Member s voted in E- voting	No. of votes Cast (Shares)-E voting	No. of Members/P roxies voted – Ballot Paper	No. of votes cast (Shares) – Ballot Paper	Total no. of votes cast(shares) through E- voting and Ballot Paper	% of total number of valid votes cast	% age of paid - up shares of the Company
	106	0	0	106	0.0002	0.0165

# (III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E voting	No. of Members/Proxi es voted – Ballot Paper	No. of votes cast (Shares) – Ballot Paper	Total no. of votes cast through E- voting and Ballot Paper
()	0	4	5003	5003

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\*One member holding 12 shares voted in favor of the resolution for 6 shares and against the resolution for 6 shares.

#### RESULT

As the number of votes cast in favor of the resolution was three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 8 as set out in the Notice of the AGM is passed in favor of the resolution with requisite majority.

# **RESOLUTION NO. 9 – SPECIAL RESOLUTION**

Re-appointment of Mr. Tarun Sehgal (DIN: 07384592), as an Independent Director of the Company for a second term for a period of three years from January 14, 2018 until January 13, 2021.

## (1) VOTED IN FAVOR OF THE RESOLUTION:

No. of Member s voted in E- voting	No. of votes Cast (Shares)-E voting	No. of Members/P roxies voted – Ballot Paper	No. of votes cast (Shares) – Ballot Paper	Total no. of votes cast(shares) through E- voting and Ballot Paper	% of total number of valid votes cast	% age of paid - up shares of the Company
38	50843535	12	251515	51095050	99.9998	79.4629

# (II) VOTED AGAINST THE RESOLUTION:

No. of Member s voted in E- voting	No. of votes Cast (Shares)-E voting	No. of Members/P roxies voted – Ballot Paper	No. of votes cast (Shares) – Ballot Paper	Total no. of votes cast(shares) through E- voting and Ballot Paper	% of total number of valid votes cast	% age of paid - up shares of the Company
1	106	0	0	106	0.0002	0.0165

## (III) INVALID VOTES OF THE RESOLUTION:

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No. of Members voted in E-voting	No. of votes Cast (Shares)-E voting	No. of Members/Proxi es voted – Ballot Paper	No. of votes cast (Shares) – Ballot Paper	Total no. of votes cast through E- voting and Ballot Paper
i ()	0	4	5003	5003

<sup>\*</sup>One member holding 12 shares voted in favor of the resolution for 6 shares and against the resolution for 6 shares.

#### RESULT

As the number of votes cast in favor of the resolution was three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 9 as set out in the Notice of the AGM is passed in favor of the resolution with requisite majority.

# RESOLUTION NO. 10 - SPECIAL RESOLUTION

Re-appointment of Mr. Virender Kumar Bajaj (DIN: 07401106), as an Independent Director of the Company for a second term for a period of three years from January 14, 2018 until January 13, 2021.

# (I) VOTED IN FAVOR OF THE RESOLUTION:

No. of Member s voted in E- voting	No. of votes Cast (Shares)-E voting	No. of Members/P roxies voted – Ballot Paper	No. of votes cast (Shares) – Ballot Paper	Total no. of votes cast(shares) through E- voting and Ballot Paper	% of total number of valid votes cast	% age of paid - up shares of the Company
38	50843475	12	251515	51094990	99.9997	79.4628

### (II) VOTED AGAINST THE RESOLUTION:



No. of Member s voted in E- voting	No. of votes Cast (Shares)-E voting	No. of Members/P roxies voted – Ballot Paper	No. of votes cast (Shares) – Ballot Paper	Total no. of votes cast(shares) through E- voting and Ballot Paper	% of total number of valid votes cast	% age of paid - up shares of the Company
	166	0	0	166	0.0003	0.0258

# (III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E voting	No. of Members/Proxi es voted – Ballot Paper	No. of votes cast (Shares) – Ballot Paper	Total no. of votes cast through E- voting and Ballot Paper
0	0	4	5003	5003

<sup>\*</sup>Two members voted in part for their holding for and against the resolution.

#### RESULT

As the number of votes cast in favor of the resolution was three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 10 as set out in the Notice of the AGM is passed in favor of the resolution with requisite majority.

# RESOLUTION NO. 11 - SPECIAL RESOLUTION

To Re-appointment of Mrs. Madhu Bala Nath (DIN: 01320110), as an Independent Director of the Company for a Second term for a period of three years from January 14, 2018 until January 13, 2021.

# (I) VOTED IN FAVOR OF THE RESOLUTION:



No. of Member s voted in E- voting	No. of votes Cast (Shares)-E voting	No. of Members/P roxies voted – Ballot Paper	No. of votes cast (Shares) – Ballot Paper	Total no. of votes cast(shares) through E- voting and Ballot Paper	% of total number of valid votes cast	% age of paid - up shares of the Company
38	50843470	12	251515	51094985	99.9997	79.4628

### (II) VOTED AGAINST THE RESOLUTION:

No. of Member s voted in E- voting	No. of votes Cast (Shares)-E voting	No. of Members/P roxies voted – Ballot Paper	No. of votes cast (Shares) – Ballot Paper	Total no. of votes cast(shares) through E- voting and Ballot Paper	% of total number of valid votes cast	% age of paid - up shares of the Company
ì	171	0	0	171	0.0003	0.0266

### (III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E voting	No. of Members/Proxi es voted – Ballot Paper	No. of votes cast (Shares) – Ballot Paper	Total no. of votes cast through E- voting and Ballot Paper
0	0	4	5003	5003

<sup>\*</sup> Two members voted in part for their holding for and against the resolution.

## RESULT

As the number of votes cast in favor of the resolution was three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 11 as set out in the Notice of the AGM is passed in favor of the resolution with requisite majority.

# **RESOLUTION NO. 12 - SPECIAL RESOLUTION**

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Re-appointment of Mr. Jainul Haque (DIN: 00004762), as an Independent Director of the Company for a second term for a period of three years from January 14, 2018 until January 13, 2021.

## (I) VOTED IN FAVOR OF THE RESOLUTION:

No. of Member s voted in E- voting	No. of votes Cast (Shares)-E voting	No. of Members/P roxies voted – Ballot Paper	No. of votes cast (Shares) – Ballot Paper	Total no. of votes cast(shares) through E- voting and Ballot Paper	% of total number of valid votes cast	% age of paid - up shares of the Company
37	50843465	12	251515	51094980	99.9998	79.4628

# (11) VOTED AGAINST THE RESOLUTION:

No. of Member s voted in E- voting	No. of votes Cast (Shares)-E voting	No. of Members/P roxies voted — Ballot Paper	No. of votes cast (Shares) – Ballot Paper	Total no. of votes cast(shares) through E- voting and Ballot Paper	% of total number of valid votes cast	% age of paid - up shares of the Company
	106	0	0	106	0.0002	0.0165

## (III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E voting	No. of Members/Proxi es voted – Ballot Paper	No. of votes cast (Shares) – Ballot Paper	Total no. of votes cast through E- voting and Ballot Paper
1	70	4	5003	5073

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\*One member holding 12 shares voted in favor of the resolution for 6 shares and against the resolution for 6 shares.

## RESULT

As the number of votes cast in favor of the resolution was three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 12 as set out in the Notice of the AGM is passed in favor of the resolution with requisite majority.

The relevant records relating to remote e- voting and voting through ballot paper were sealed and shall remain in my safe custody until the Chairman consider, approves and signs the minutes of the Annual General Meeting and the same will be handed over to the Company Secretary/Director authorized by the Board for safe keeping.

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Thanking you

Yours Sincerely

For DMK ASSOCIATES COMPANY SECRETARIES

DEEPAK KUKREJA

(PARTNER)

31/36, Basement, Old Rajinder Nagar

Delhi - 110060 FCS No: 4140 CP No: 8265

For HPL Electric & Power limited

Mr. Gautam Seth

(Authorised Representative of Chairman of the Meeting)

Date: September 29, 2017

Place: New Delhi