

HPL Electric & Power Limited

CIN : L74899DL1992PLC048945 Corporate Office : Windsor Business Park, B-1D, Sector-10, Noida - 201301 (U.P.) | Tel.: +91-120-4656300 | Fax. +91-120-4656333 E-mail : hpl@hplindia.com | website: www.hplindia.com

28th September, 2018

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

25th Floor, New Trading Ring, Rotunda Building, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001 **Scrip Code: 540136**

Sub:- Voting Results of the 26th 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 26th Annual General Meeting (AGM) of the Company held on 27th September, 2018 alongwith the Consolidated Scrutinizers Report dated 28th September, 2018, 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 Secretary

Encl: As above

| Data of the ACM/Sone | HPL ELECTRIC & POWER LIMITED | |
|---|------------------------------|--|
| Date of the AGM/EGM | 27-09-2018 | |
| Total number of shareholders on record date | 48221 | |
| No. of shareholders present in the meeting either in person or through proxy: | 40221 | |
| Promoters and Promoter Group: | 10 | |
| Public: | 92 | |
| lo. of Shareholders attended the meeting through Video Conferencing | | |
| Promoters and Promoter Group: | | |
| Public: | Not Applicable | |
| i ubit. | Not Applicable | |

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| Resolution required: (Ordinary/ Special) | ORDINARY - To re Financial Year en | eceive, consider and ded 31st March, 20 | adopt the Audited 18 together with th | Financial Statemen | nts (including the Co | nsolidated Financia | al Statements) of the | e Company for the |
|---|---------------------------------------|--|--|---|---------------------------------|-------------------------------|---|---|
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | Auditors thereon. | | |
| Category | Mode of Voting | No. of shares held (1) | polled (2) | % 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 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| | E-Voting Poll | - | 46,391,699 | 100.0000 | 46,391,699 | | | |
| | Postal Ballot (if | 46,391,699 | 0 | 0.0000 | 0 | 0 | | 010000 |
| romoter and Promoter Group | applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | |
| | Total | 12111111111111111111111111111111111111 | 46,391,699 | 100.0000 | 46,391,699 | 0 | 100.0000 | 0.0000 |
| | E-Voting | | 3,877,376 | 88.6388 | 3,877,376 | 0 | 100.0000 | 0.0000 |
| | Poll | 4,374,353 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| ublic- Institutions | Postal Ballot (if applicable) | .,07 1,000 | 0 | 0.0000 | 0 | | | |
| | Total | | 3,877,376 | 88.6388 | 3,877,376 | 0 | 0.0000 | 0.0000 |
| | E-Voting | | 211,043 | 1.5593 | 211,043 | 0 | 100.0000 | 0.0000 |
| | Poll | 13,534,434 | 1,072 | 0.0079 | 1,072 | 0 | 100.0000 | 0.0000 |
| ublic- Non Institutions | Postal Ballot (if applicable) | 10,004,404 | 0 | 0.0000 | | 0 | | 0.0000 |
| | Total | | 212,115 | 1.5672 | 212,115 | 0 | 0.0000 | 0.0000 |
| | Total | 64,300,486 | 50,481,190 | 78.5083 | 50,481,190 | 0 | 100.0000 | 0.0000 |
| esolution No. | | | | | | U State | 100.0000 | 0.0000 |
| esolution required: (Ordinary/ Special) | 2 ORDINARY - To dec | lare final dividend o | f Re. 1.00 per equit | y share for the Fina | ncial Year ended | 31st Mai | rch, 2018. | 0.0000 0.0000 0.0000 0.0000 |

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| Whether promoter/ promoter group are | | | | | | | | |
|--------------------------------------|----------------------------------|---------------------------|----------------------------|---|------------|-------------------------------|--|---|
| interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| | E-Voting | | 46,391,699 | | | | 100.0000 | |
| | Poll | 46,391,699 | 0 | 0.0000 | | 0 | 0.0000 | |
| romoter and Promoter Group | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | |
| | Total | | 46,391,699 | 100.0000 | 46,391,699 | 0 | THE REAL PROPERTY OF THE PROPERTY OF THE REAL PROPE | |
| | E-Voting | | 3,877,376 | 88.6388 | | 0 | 100.0000 | |
| | Poll | 4,374,353 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| ublic- Institutions | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 3,877,376 | 88.6388 | 3,877,376 | 0 | 100.0000 | 0.0000 |
| | E-Voting Poll | - | 212,043 | 1.5667 | 212,043 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if | 13,534,434 | 1,072 | 0.0079 | 1,072 | 0 | 100.0000 | 0.0000 |
| ublic- Non Institutions | applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 213,115 | 1.5746 | 213,115 | 0 | 100.0000 | 0.0000 |
| | Total | 64,300,486 | 50,482,190 | 78.5098 | 50,482,190 | 0 | 100.0000 | 0.0000 |

| Resolution No. | 3 | | | | | | | |
|--|------------------------------|---------------------------|----------------------|--|---------------------------------|---------------------|---|---|
| Resolution required: (Ordinary/ Special) | ORDINARY - To a appointment. | ppoint a director in | place of Mr. Vinod I | Ratan Gupta (DIN: 0 | 7401017), who reti | res by rotation and | being eligible, offer | rs himself for re- |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | 44- | | | | |
| Category | Mode of Voting E-Voting | No. of shares held (1) | | (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| | Poll Postal Ballot (if | 46,391,699 | 0 | 100.0000 0.0000 | | 0 | 100.0000 0.0000 | |
| Promoter and Promoter Group | applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total E-Voting | | 46,391,699 | the second s | | | 100.0000 | |
| | L Voting | 1 | 3,877,376 | 88.6388 | 3,877,376 | 0 | 100.0000 | 0.00000 |

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B-1D, Sector-10 Noida

| | Poll Postal Ballot (if | 4,374,353 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
|-------------------------|---------------------------|------------|------------|---------|------------|-------|----------|-----------------------|
| Public- Institutions | applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | |
| | Total | | 3,877,376 | 88.6388 | 3,877,376 | 0 | 0.0000 | 0.0000 |
| | E-Voting Poll | | 212,043 | 1.5667 | 204,568 | 7,475 | 96.4747 | 0.0000 |
| | Postal Ballot (if | 13,534,434 | 1,072 | 0.0079 | 1,072 | 0 | 100.0000 | 0.0000 |
| ublic- Non Institutions | applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | and the second second |
| | Total | | 213,115 | 1.5746 | 205,640 | 7,475 | 96.4925 | 0.0000 |
| | Total | 64,300,486 | 50,482,190 | 78.5098 | 50,474,715 | 7,475 | 99.9852 | 3.5075 0.0148 |

| Resolution No. | 4 | | | | | | 53.383. | 2] 0.014 | | | | | |
|--|----------------------------------|--|------------|---|---------------------------------|-------------------------------|---|--|--|--|--|--|--|
| Resolution required: (Ordinary/ Special) | ORDINARY - Rati | fication of Demu | | | | | | and a second | | | | | |
| Whether promoter/ promoter group are | ONDINART - Rati | ORDINARY - Ratification of Remuneration of the Cost Auditors | | | | | | | | | | | |
| interested in the agenda/resolution? | No | | | | | | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | polled (2) | % 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 | % of Votes against on votes polled | | | | | |
| | E-Voting Poll | _ | 46,391,699 | 100.0000 | 46,391,699 | | 100.0000 | | | | | | |
| romoter and Promoter Group | Postal Ballot (if | 46,391,699 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.000 | | | | | |
| | applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.000 | | | | | |
| | Total | | 46,391,699 | 100.0000 | 46,391,699 | 0 | 100.0000 | 0.0000 | | | | | |
| | E-Voting | | 3,877,376 | 88.6388 | 3,877,376 | 0 | 100.0000 | 0.0000 | | | | | |
| | Poll | 4,374,353 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | | | | | |
| ublic- Institutions | Postal Ballot (if applicable) | 1,574,555 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 | | | | | |
| | Total | State of the state of the | 3,877,376 | 88.6388 | 3,877,376 | 0 | 100.0000 | 0.0000 | | | | | |
| | E-Voting | | 211,043 | 1.5593 | 204,568 | 6,475 | 96.9319 | 0.0000 | | | | | |
| | Poll | 13,534,434 | 1,072 | 0.0079 | 1,072 | 0 | 100.0000 | 3.0680 | | | | | |
| lic- Non Institutions | Postal Ballot (if applicable) | | 0 | 0.0000 | | 0 | 0.0000 | 0.0000 | | | | | |
| | Total | | 212,115 | 1.5672 | 205,640 | 6,475 | | 0.0000 | | | | | |
| | Total | 64,300,486 | 50,481,190 | 78.5083 | 50,474,715 | 6,475 | 96.9474 99.9872 | 3.0526 0.0128 | | | | | |

| Resolution No. | 5 | |
|--|--|-------------------------------|
| Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution? | ORDINARY - Appointment of Mr. Hargovind Sachdev (DIN: 08105319) as an Independent Director | B-1D, W Sector-10 Noida |

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| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | | | % of Votes in favour on votes polled | % of Votes against on votes polled |
|-----------------------------|---|---------------------------|----------------------------|---|--|---|--|--|
| | E-Voting | | 46,391,699 | | the second s | | (6)=[(4)/(2)]*100 100.0000 | (7)=[(5)/(2)]*100 |
| | Poll | 46,391,699 | 0 | 0.0000 | | 0 | | 0.000 |
| Promoter and Promoter Group | Postal Ballot (if applicable) Total | +0,551,055 | 0 | 0.0000 | 0 | 0 | 0.0000 | |
| | | | 46,391,699 | 100.0000 | 46,391,699 | 0 | 100.0000 | 0.000 |
| | E-Voting Poll | - | 3,877,376 | 88.6388 | 3,877,376 | 0 | 100.0000 | |
| | and the second se | 4,374,353 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.000 |
| ublic- Institutions | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.000 |
| | Total | | 3,877,376 | 88.6388 | 3,877,376 | 0 | 100.0000 | 0.0000 |
| | E-Voting Poll | | 212,043 | 1.5667 | 212,043 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if | 13,534,434 | 1,072 | 0.0079 | 1,072 | 0 | 100.0000 | 0.0000 |
| blic- Non Institutions | applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 213,115 | 1.5746 | 213,115 | 0 | 100.0000 | 0.0000 |
| | Total | 64,300,486 | 50,482,190 | 78.5098 | 50,482,190 | 0 | 100.0000 | 0.0000 |

| Resolution No. | 6 | | | | | | | |
|--|-------------------|--------------------|---------------------|---|-------------------|---------------------|---------------------------------------|--------------------------------|
| Resolution required: (Ordinary/ Special) | SPECIAL - Revisio | n of Remuneration | payable to Mr. Char | ndra Prakash Jain (C | NN: 00311642) W/b | | (i) | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | lole- time Director | of the Company. | |
| | | 1 | | | | | | |
| Category | | No. of shares held | No. of votes | % of Votes Polled on outstanding shares | No. of Votes – in | No. of Votes – | | % of Votes against on votes |
| | Mode of Voting | (1) | polled (2) | (3)=[(2)/(1)]* 100 | | against (5) | · · · · · · · · · · · · · · · · · · · | polled (7)=[(5)/(2)]*100 |
| | E-Voting Poll | - | 46,391,699 | 100.0000 | 46,391,699 | | 100.0000 | |
| | Postal Ballot (if | 46,391,699 | 0 | 0.0000 | 0 | 0 | 0.0000 | |
| romoter and Promoter Group | applicable) | | 0 | 0.0000 | . 0 | C | 0.0000 | 0.0000 |
| | | | 46,391,699 | | 46,391,699 | C | 100.0000 | |
| | E-Voting Poll | - | 3,877,376 | 88.6388 | 3,877,376 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if | 4,374,353 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| ublic- Institutions | applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | 14 |

| | Total | | 3,877,376 | 88.6388 | 2 077 270 | | | |
|--------------------------|-------------------------------|--|------------|---------|------------|-------|----------|--------|
| | E-Voting | | | | 3,877,376 | 0 | 100.0000 | 0.0000 |
| | | | 211,043 | 1.5593 | 203,934 | 7,109 | 96.6314 | 3.3685 |
| | Poll | 13,534,434 | 1,072 | 0.0079 | 1,072 | 0 | 100.0000 | 0.0000 |
| Public- Non Institutions | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | | |
| | Total | State of the second | 212.115 | | | 0 | 0.0000 | 0.0000 |
| | | A CONTRACTOR OF THE OWNER OF THE | 212,115 | 1.5672 | 205,006 | 7,109 | 96.6485 | 3.3515 |
| | Total | 64,300,486 | 50,481,190 | 78.5083 | 50,474,081 | 7,109 | 99.9859 | 0.0141 |

| Resolution No. | 7 | | and the second second second second | | | | | |
|--|-------------------------------|---------------------------|-------------------------------------|---|---------------------------------|---|---|---|
| Resolution required: (Ordinary/ Special) | SPECIAL - Revisio | n of remuneration p | avable to Mr. Vino | d Ratan Gunta (DIN | · 07401017) Whole | time Directory of th | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | e Company | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % 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 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| | E-Voting | | 46,391,699 | | | | NUTRACING CONTRACTOR | |
| | Poll | 46,391,699 | 0 | 0.0000 | | 0 | 0.0000 | |
| Promoter and Promoter Group | Postal Ballot (if applicable) | | 0 | 0.0000 | 0 | 0 | 0.0000 | |
| | Total | | 46,391,699 | | | 0 | | |
| | E-Voting | | 3,877,376 | | .0,00 1,000 | and the second se | 100.0000 | |
| | Poll | 4 374 353 | 0 | | 0 | 0 | | 0.0000 |
| Public- Institutions | Postal Ballot (if applicable) | 4,374,353 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| | Total | | 3,877,376 | 88.6388 | 3,877,376 | 0 | 100.0000 | 0.0000 |
| | E-Voting | | 212,043 | 1.5667 | 204,934 | 7,109 | 96.6473 | And the second se |
| | Poll | 13,534,434 | 1,072 | 0.0079 | 1,072 | ,105 | 100.0000 | 3.3526 |
| ublic- Non Institutions | Postal Ballot (if applicable) | 13,354,434 | 0 | 0.0000 | | 0 | 0.0000 | |
| | Total | St. Standard | 213,115 | 1.5746 | 206,006 | 7,109 | 96.6642 | 0.0000 |
| | Total | 64,300,486 | 50,482,190 | 78.5098 | 50,475,081 | 7,109 | 99.9859 | 3.3358 |

For HPL ELECTRIC & POWER LTD.

DMK ASSOCIATES

CONSOLIDATED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING & VOTING THROUGH BALLOT PAPER FOR HPL ELECTRIC & POWER LIMITED

To,

The Chairman, HPL ELECTRIC & POWER LIMITED 1/20, Asaf Ali Road , New Delhi -110002

Sub: <u>Consolidated Scrutinizer's Report in respect of passing of Resolution(s) through</u> <u>Remote e-voting and voting through ballot paper conducted at the 26th Annual</u> <u>General Meeting of HPL Electric & Power Limited (the Company) held on 27th day</u> <u>of September, 2018</u>

Dear Sir,

The Board of Directors of the Company at its meeting held on Thursday, the August 2, 2018 had appointed Mr. Deepak Kukreja and Ms. Monika Kohli, Partners, DMK Associates as the Scrutinizer, pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and all other provisions as applicable, to scrutinize the remote e-voting and voting through ballot paper conducted at its 26th Annual General Meeting of the Company held on September 27, 2018 in a fair and transparent manner.

The Company had engaged Karvy Computershare Private Limited as the service provider, for extending the facility of remote e-voting to the shareholders of the Company. The remote e-voting process was commenced on Monday, the 24th day of September, 2018 from 10:00 A.M. till Wednesday, the 26th day of September, 2018 upto 5:00 P.M. The remote e-voting results were unblocked by us on 27th September, 2018. in the presence of two witnesses, not in employment of the company.



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 26th Annual General Meeting of the Company held on September 27, 2018, 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 September 20, 2018, the cut-off date there were 48221 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 26th 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 paper is as under:

ORDINARY BUSINESS

RESOLUTION NO. 1 – ORDINARY RESOLUTION

To receive, consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2018 together with the reports of the Board of Directors and Auditors thereon:

(I) VOTED IN FAVOUR 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 |
|--|--|---|---|---|--|--|
| 30 | 50480118 | 27 | 1072 | 50481190 | 100 | 78.51 |



Combined Scrutinizer's Report - HPL Electric & Power Ltd

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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 |
|--|--|---|---|---|--|--|
| 0 | 0 | 0 | 0 | 0 | 0 | 0 |

(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 | 1000 | 1 | 70 | 1070 |

RESULT

As the number of votes cast in favour 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. 1.00 per equity share for the Financial Year ended 31st March, 2018:

(I) VOTED IN FAVOUR 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 |
|--|--|---|---|---|--|--|
|--|--|---|---|---|--|--|

Combined Scrutinizer's Report - HPL Electric & Power Ltd



| | 31 | 50481118 | 27 | | | | | |
|---|----|----------|---|---|----------|-----|-------|--|
| | 51 | 50481118 | 27 | 1072 | 50482190 | 100 | 78.51 | |
| - | | 1 | | | | 1 | | |
| | | | Anone and a second se | Common de Carlos de C | | 1 1 | 1 | |

(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 |
|--|--|---|---|---|--|--|
| 0 | 0 | 0 | 0 | 0 | 0 | - |

(III) INVALID VOTES OF THE RESOLUTION:

| No. of Members voted in E-voting | No. of votes Cast (Shares)-E Voting | No. of Members/ Proxies voted – Ballot Paper | No. of votes cast (Shares) – Ballot Paper | Total no. of votes cast through E- voting and Ballot Paper |
|--|---|---|---|--|
| 0 | 0 |] | 70 | 70 |

RESULT

As the number of votes cast in favour 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 favour of the resolution with requisite majority.

RESOLUTION NO. 3 - ORDINARY RESOLUTION

To appoint a director in place of Mr. Vinod Ratan Gupta (DIN:07401017), who retires by rotation and being eligible, offers himself for re-appointment:



Combined Scrutinizer's Report – HPL Electric & Power Ltd

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(I) VOTED IN FAVOUR OF THE RESOLUTION:

| No. of Member s voted in E- voting | No. of votes Cast (Shares)-E Voting | No. of Members/ Proxies 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 |
|--|--|---|---|--|--|--|
| 27 | 50473643 | 27 | 1072 | 50474715 | 99.99 | 78.50 |

(II) VOTED AGAINST THE RESOLUTION:

| No. of Member s voted in E- voting | No. of votes Cast (Shares)-E Voting | No. of Members/ Proxies 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 share capital of the Company |
|--|--|---|---|---|--|--|
| 4 | 7475 | 0 | 0 | 7475 | 0.01 | 0.01 |

(III) INVALID VOTES OF THE RESOLUTION:

| No. of Members voted in E-voting | No. of votes Cast (Shares)-E Voting | No. of Members/ Proxies voted – Ballot Paper | No. of votes cast (Shares) – Ballot Paper | Total no. of votes cast through E- voting and Ballot Paper |
|--|---|---|---|--|
| 0 🖉 | 0 | 1 | 70 | 70 |

RESULT

As the number of votes cast in favour 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 favour of the resolution with requisite majority.

Combined Scrutinizer's Report – HPL Electric & Power Ltd

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SPECIAL BUSINESS

RESOLUTION NO. 4 – ORDINARY RESOLUTION

Ratification of Remuneration of Cost Auditors.

(I) VOTED IN FAVOUR OF THE RESOLUTION:

| No. of Member s voted in E- voting | No. of votes Cast (Shares)-E Voting | No. of Members/ Proxies 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 |
|--|--|---|---|---|--|--|
| 27 | 50473643 | 27 | 1072 | 50474715 | 99.99 | 78.50 |

(II) VOTED AGAINST THE RESOLUTION:

| No. of Member s voted in E- voting | No. of votes Cast (Shares)-E Voting | No. of Members/ Proxies 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 share capital of the Company |
|--|--|---|---|---|--|--|
| 3 | 6475 | 0 | 0 | 6475 | 0.01 | 0.01 |

(III) INVALID VOTES OF THE RESOLUTION:

| No. of Members voted in E-voting No. of votes (Shares)-E Voting | | . of votes cast pares) – Ballot per Ballot Total no. of votes cast through E- voting and Ballot Paper |
|--|--|---|
|--|--|---|

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| 1 | 1000 | 1 | 70 | 1070 | |
|---|------|---|----|------|--|
| | | | 70 | 1070 | |
| | | | | | |

RESULT

As the number of votes cast in favour 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 favour of the resolution with requisite majority.

RESOLUTION NO. 5 - ORDINARY RESOLUTION

Appointment of Mr. Hargovind Sachdev (DIN:08105319) as an Independent Director.

(I) VOTED IN FAVOUR OF THE RESOLUTION:

| No. of Member s voted in E- voting | No. of votes Cast (Shares)-E Voting | No. of Members/ Proxies 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 |
|--|--|---|---|---|--|--|
| 31 | 50481118 | 27 | 1072 | 50482190 | 100 | 78.51% |

(II) VOTED AGAINST THE RESOLUTION:

| No. of Member s voted in E- voting | (Shares)-E Voting | No. of Members/ Proxies 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 share capital of the Company |
|--|----------------------|---|---|---|--|--|
| 0 | 0 | 0 | 0 | 0 | 0 | 0 |



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(III) INVALID VOTES OF THE RESOLUTION:

| No. of Members voted in E-voting | No. of votes Cast (Shares)-E Voting | No. of Members/ Proxies voted – Ballot Paper | No. of votes cast (Shares) – Ballot Paper | Total no. of votes cast through E- voting and Ballot Paper |
|--|---|---|---|--|
| 0 | 0 | 1 | 70 | 70 |

RESULT

As the number of votes cast in favour of the resolution were 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 favour 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 FAVOUR OF THE RESOLUTION:

| No. of votes Cast (Shares)-E Voting | No. of Members/ Proxies 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 |
|--|---|--|---|---|--|
| 50473009 | 27 | 1072 | 50474081 | 99.99 | 78.50 |
| | Cast (Shares)-E Voting | Cast Members/ (Shares)-E Proxies Voting voted – Ballot Paper | Cast Members/ votes cast (Shares)-E Proxies (Shares) – Voting voted – Ballot Ballot Paper Paper | Cast (Shares)-EMembers/ Proxiesvotes cast (Shares) - voted - Ballotvotes cast cast(shares) through E- paper50473009271000 | Cast (Shares)-E VotingMembers/ Proxiesvotes cast (Shares)- Ballotrotal no. of rotal no. of votes% of total number of cast(shares) through E- voting and Ballot50473009274070 |

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(II) VOTED AGAINST THE RESOLUTION:

| No. of Member s voted in E- voting | (Shares)-E Voting | No. of Members/ Proxies 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 share capital of the Company |
|--|----------------------|---|---|---|--|--|
| 5 | 7109 | 0 | 0 | 7109 | 0.01 | 0.01 |

(III) INVALID VOTES OF THE RESOLUTION:

| No. of Members voted in E-voting | No. of votes Cast (Shares)-E Voting | No. of Members/ Proxies voted – Ballot Paper | No. of votes cast (Shares) – Ballot Paper | Total no. of votes cast through E- voting and Ballot Paper |
|--|---|---|---|--|
| 1 | 1000 | 1 | 70 | 1070 |

RESULT

As the number of votes cast in favour 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 favour 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.



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| No. of Member s voted in E- voting | No. of votes Cast (Shares)-E Voting | No. of Members/ Proxies 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 |
|--|--|---|---|---|--|--|
| 26 | 50474009 | 27 | 1072 | 50475081 | 99.99 | 78.50 |

(I) VOTED IN FAVOUR OF THE RESOLUTION:

(II) VOTED AGAINST THE RESOLUTION:

| No. of Member s voted in E- voting | No. of votes Cast (Shares)-E Voting | No. of Members/ Proxies 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 share capital of the Company |
|--|--|---|---|---|--|--|
| 5 | 7109 | 0 | 0 | 7109 | 0.01 | 0.01% |

(III) INVALID VOTES OF THE RESOLUTION:

| No. of Members voted in E-voting | No. of votes Cast (Shares)-E Voting | No. of Members/ Proxies voted – Ballot Paper | No. of votes cast (Shares) – Ballot Paper | Total no. of votes cast through E- voting and Ballot Paper |
|--|---|---|---|--|
| 0 | 0 | 1 | 70 | 70 |

RESULT

As the number of votes cast in favour 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. 7 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

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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.

Thanking you

Yours Sincerely

For DMK ASSOCIATES COMPANY SECRETARIES

DEEPAK KUKREJA (PARTNER) 31/36, Basement, Old Rajinder Delhi - 110060 FCS No: 4140

CP No: 8265 Date : 28th September 2018

Place : New Delhi

For HPL Electric & Power himited B-1D, Sector-10 Noida

(Authorized Representative of Chairman of the Meeting)

Date:28th September 2018 Place: New Delhi

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