

# NOTICE

**NOTICE** is hereby given that the 28th Annual General Meeting of the Members of **HPL Electric & Power Limited** will be held on Wednesday, 30th September, 2020 at 11:00 A.M. through Video Conferencing (VC) or Other Audio Visual Means (OAVM) for which purpose the Registered Office of the Company situated at 1/20, Asaf Ali Road, New Delhi – 110002 shall be deemed as the venue for the Meeting and the proceedings of the AGM shall be deemed to be made thereat, to transact the following business:

## ORDINARY BUSINESS

- To receive, consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the Financial Year ended 31st March, 2020 together with the Reports of the Board of Directors and Auditors thereon.
- To declare final dividend of Rs. 0.15 per equity share for the financial year ended 31st March, 2020.
- To appoint a director in place of Mr. Rishi Seth (DIN:00203469), who retires by rotation and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS

### 4. Ratification of Remuneration of the Cost Auditors

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

**“RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2021, be paid the remuneration as set out in the Statement annexed to this Notice convening the Meeting.”

### 5. Appointment of Mr. Hargovind Sachdev (DIN: 08105319) as an Independent Director for the second term

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV of the Companies Act, 2013 (Act) read with the Rules made thereunder and other applicable provisions, if any, provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company and on the recommendation of the Board, Mr. Hargovind Sachdev (DIN: 08105319), who meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company for the further period of 5 consecutive years w.e.f. 13th April, 2020 and shall not be liable to retire

by rotation.”

### 6. Change in designation of Mr. Lalit Seth (DIN: 00312007) from Chairman and Managing Director to Chairman and Whole-time Director, effective from 14th February, 2020:

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

**“RESOLVED THAT** in partial modification of the earlier resolution approved by the shareholders on 17th March, 2019 vide Postal Ballot, Mr. Lalit Seth (DIN: 00312007), who was appointed as Chairman and Managing Director for a period of three years from 21st January, 2019 to 20th January, 2022, be and is hereby re-designated as Chairman and whole-time Director of the Company, effective from 14th February, 2020.

**RESOLVED FURTHER THAT** except for the change in designation mentioned above, all other terms and conditions of his appointment as approved by the shareholders remain unchanged.”

### 7. Change in designation of Mr. Rishi Seth (DIN: 00203469) from Joint Managing Director to Managing Director, effective from 14th February, 2020:

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

**“RESOLVED THAT** in partial modification of the earlier resolution approved by the shareholders on 17th March, 2019 vide Postal Ballot, Mr. Rishi Seth (DIN: 00203469), who was appointed as Joint Managing Director for a period of three years from 21st January, 2019 to 20th January, 2022, be and is hereby re-designated as Managing Director of the Company, effective from 14th February, 2020.

**RESOLVED FURTHER THAT** except for the change in designation mentioned above, all other terms and conditions of his appointment as approved by the shareholders remain unchanged.”

By order of the board  
For **HPL Electric & Power Limited**

**Date** : 3rd September, 2020  
**Place** : Noida

**Regd. Office:** 1/20, Asaf Ali Road  
New Delhi – 110002

## NOTES:

- In view of the Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA

- Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing or other audio visual means (VC / OAVM). In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and aforementioned MCA Circulars, the AGM of the Company is being held through VC / OAVM.**
2. **Pursuant to the provisions of Section 105 of the Act, a proxy is allowed to attend and vote at a general meeting on behalf of a Member who is not able to attend personally. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
  3. The Company has enabled VC / OAVM facility for participation of members in the AGM. Instructions for participation in the AGM through VC / OAVM are provided in para II of the 'instructions to members' section given in the Notice.
  4. The business set out in the Notice will be transacted through electronic voting (e-voting) system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are provided in para I of the 'instructions to members' section given in the Notice.
  5. Corporate members intending to attend the AGM through their authorised representatives are requested to send a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the AGM through e-mail to [deepak.kukreja@dmkassociates.in](mailto:deepak.kukreja@dmkassociates.in) or [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)
  6. An explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of all Special business specified above is annexed hereto.
  7. Information required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') in respect of appointment / re-appointment of directors is furnished in this Notice.
  8. In terms of MCA and SEBI notifications, Notice of the 28th AGM along with the Annual Report 2019-20 are being sent only by electronic mode to those members whose email addresses are registered with the Company/ Depository participants ('DPs'). Members who have not yet registered their email addresses are requested to follow the procedure provided in para III of the 'instructions to members' section given in the Notice.
  9. The Register of Members and Share Transfer Books will remain closed from 24th September, 2020 to 30th September, 2020 (both days inclusive) in connection with Annual General Meeting and for the purpose of payment of dividend, if declared at the meeting.
  10. The dividend on the equity shares, if declared at the Annual General Meeting, will be payable subject to deduction of tax at source within 30 days from the date of the Annual General Meeting to those members:
    - a) Whose names appear as member in the register of members of the company on 23rd September, 2020; and
    - b) Whose names appear as Beneficial Owners in the list of Beneficial Owners on 23rd September, 2020 furnished by National Security Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.
  11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act, the Register of Contacts or arrangements in which the directors are interested under section 189 of the Act and all other documents referred in the notice will be available for inspection. Members who wish to inspect the documents can send an email to [hppls@hplindia.com](mailto:hppls@hplindia.com).
  12. All correspondence relating to change of address, change in the e-mail address already registered with the company, transfer / transmission of shares, issue of duplicate share certificates, bank mandates and all other matters relating to the shareholding in the company may be made to KFin Technologies Private Limited (KFin), the Registrar and Share Transfer agent ('RTA') of the Company at [einward.ris@karvy.com](mailto:ris@karvy.com). Members holding shares in dematerialised form may send such communication to their respective DPs.
  13. Members who are holding shares in physical form are advised to submit complete particulars of their bank account to our RTA at [einward.ris@karvy.com](mailto:einward.ris@karvy.com), to facilitate electronic remittance of dividend. This would help avoiding fraudulent encashment of the warrants.
  14. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Act. Members desiring to avail this facility may send their nomination in the prescribed Form no. SH-13, duly filled in, to the RTA. The prescribed form can be obtained from the RTA or the secretarial department of the Company.
  15. Members may note that pursuant to the amendments introduced by the Finance Act, 2020, w.e.f. April 1, 2020, the Company will be required to deduct tax at the applicable rates on the dividend declared and paid to the members. Therefore, members who have not furnished their Permanent Account Number (PAN) are requested to submit a copy of the same immediately to the Company / RTA or to the depository participants, as the case may be, to avoid deduction of tax at a higher rate. Members seeking non-deduction of tax on their dividends may submit Form 15G/15H as applicable, to the RTA at <https://ris.kfintech.com/form15/>.
  16. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form, are therefore requested to

submit their PAN to their DPs. Members holding shares in physical form may submit their details to RTA.

17. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to KFin, for consolidation into a single folio.
18. As per regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019. In view of this requirement members holding shares in physical form are requested to consider converting their holdings to dematerialised form.
19. To promote green initiative, members are requested to register their e-mail address to receive all communication and documents including annual reports from time to time in electronic form. Members holding shares in dematerialised form may send such communication to their respective DPs and those holding shares in physical form may send such communication to the RTA.
20. Since the 28th AGM is being held in an electronic mode through VC / OAVM, the route map is not provided.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### ITEM NO. 4

M/s. Bikram Jain & Associates, Cost Accountants, (Firm Registration No. 101610) were re-appointed as Cost Auditors of the Company by the Board in their meeting held on 3<sup>rd</sup> September, 2020, on the recommendation of the Audit Committee, to conduct the audit of the cost records maintained by the Company in connection with manufacture of Switch Gears, Cables and Lights for the Financial Year ending 31<sup>st</sup> March, 2021 at a remuneration of Rs. 50,000/- (Rupees Fifty Thousand Only) plus Goods & Service Tax as applicable thereon and reimbursement of out-of-pocket expenses in connection with the audit of the company.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the remuneration payable to the Cost Auditors as approved by the Board of Directors on the recommendation of Audit Committee, is required to be ratified by the members of the Company. Accordingly, consent of the shareholders is sought for ratification of remuneration amounting to Rs. 50,000, payable to the Cost Auditors for conducting audit of the Cost Records of Company for the Financial Year ending 31<sup>st</sup> March, 2021.

Accordingly, consent of the members is being sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending 31<sup>st</sup> March, 2021.

None of the Directors/ Key Managerial Personnel of the Company /their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

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

### Item No. 5

#### Appointment of Mr. Hargovind Sachdev (DIN: 08105319) as an Independent Director for the second term

Mr. Hargovind Sachdev (DIN: 08105319) was appointed as an Independent Director on the Board of Directors of the Company in the Annual General Meeting (AGM) held on 27th September, 2018 to hold office for a period of 2 (Two) consecutive years w.e.f. 13<sup>th</sup> April, 2018. Therefore, his first term of office as Non-executive Independent Director completed effective 12<sup>th</sup> April, 2020.

In terms of Section 149 of the Companies Act, 2013, an Independent Director is eligible for re-appointment on passing of Special Resolution.

Mr. Hargovind Sachdev being eligible and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for a Second Term of 5 (Five) consecutive years w.e.f. 13<sup>th</sup> April, 2020.

In the opinion of the Board, Mr. Hargovind Sachdev fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and the SEBI Listing Regulations for his re-appointment as an Independent Director of the Company and is independent of the Management.

Based on the Performance Evaluation conducted by the Board of Directors, the performance of Mr. Hargovind Sachdev was evaluated satisfactory in the efficient discharge of his role and responsibilities as an Independent Director of the Company. The Board and its allied Committees have benefitted from his relevant specialization and expertise.

Mr. Hargovind Sachdev is a member of the Audit Committee and Chairman of Stakeholder's Relationship Committee of the Company.

The Board upon the recommendation of the Nomination and Remuneration Committee, in its Meeting held on 14th February, 2020, has approved the re-appointment of Mr. Hargovind Sachdev as an Independent Director and recommends the same for the approval by the Shareholders of the Company by way of Special Resolution.

Copy of the letter of appointment of Mr. Hargovind Sachdev as an Independent Director, setting out the terms and conditions of appointment is available for inspection.

Save and except, Mr. Hargovind Sachdev and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

Disclosure u/r 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other details as required under ICSI Secretarial Standard on General Meetings (SS-2) are set out in the annexure to the Explanatory Statement.

The Board recommends the Resolution set forth at Item No. 5 of the Notice for approval of the members as a Special Resolution.

**Item No. 6**

**Change in designation of Mr. Lalit Seth (DIN: 00312007) from Chairman and Managing Director to Chairman and Whole-time Director, effective from 14<sup>th</sup> February, 2020:**

The shareholders vide special resolution passed through Postal Ballot on 17<sup>th</sup> March, 2019 approved the re-appointment of Mr. Lalit Seth as Chairman and Managing Director of the Company for a period of three years w.e.f. 21<sup>st</sup> January, 2019 to 20<sup>th</sup> January, 2022. The terms and conditions of his re-appointment, including remuneration were approved by the shareholders in accordance with the provisions contained in Sections 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013.

The Board of Directors at their meeting held on 14<sup>th</sup> February, 2020 noted the request received from Mr. Lalit Seth about his desire to step down as the Managing Director of the Company, due to certain personal reasons.

Pursuant to the recommendation by the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 14<sup>th</sup> February, 2020, has re-designated Mr. Lalit Seth as the Chairman and Whole-time Director of the Company w.e.f. 14<sup>th</sup> February, 2020. Since, the designation of Mr. Lalit Seth was specifically mentioned as Chairman and Managing Director in the earlier resolution dated 17<sup>th</sup> March, 2019 approved by the shareholders, this resolution is being proposed to partially modify the same. Except for the change in designation, all other terms and conditions as approved by the shareholders on 17<sup>th</sup> March, 2019 remain unaltered.

Save and except, Mr. Lalit Seth to whom the resolution relates alongwith his relatives including Mr. Rishi Seth and Mr. Gautam Seth, none of the Directors/ Key Managerial Personnel of the Company/their relatives is in any way, financially or otherwise, concerned or interested in this Resolution.

The Board recommends the Resolution set forth at Item No. 6 of the Notice for approval of the members as a Special Resolution.

**Item No. 7**

**Change in designation of Mr. Rishi Seth (DIN: 00203469) from Joint Managing Director to Managing Director, effective from 14<sup>th</sup> February, 2020:**

The shareholders vide special resolution passed through Postal Ballot on 17<sup>th</sup> March, 2019 approved the re-appointment of Mr. Rishi Seth as Joint Managing Director of the Company for a period of three years w.e.f. 21<sup>st</sup> January, 2019 to 20<sup>th</sup> January, 2022. The terms and conditions of his re-appointment, including remuneration were approved by the shareholders in accordance with the provisions contained in Sections 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013.

The Board of Directors at their meeting held on 14<sup>th</sup> February, 2020 noted the request received from Mr. Lalit Seth about his desire to step down as the Managing Director of the Company, due to certain personal reasons. Mr. Lalit Seth will continue to be a Chairman and Whole-time Director of the Company.

Pursuant to the recommendation by the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 14<sup>th</sup> February, 2020, has re-designated Mr. Rishi Seth as the Managing Director of the Company w.e.f. 14<sup>th</sup> February, 2020. Since, the designation of Mr. Rishi Seth was specifically mentioned as Joint Managing Director in the earlier resolution dated 17<sup>th</sup> March, 2019 approved by the shareholders, this resolution is being proposed to partially modify the same. Except for the change in designation, all other terms and conditions as approved by the shareholders on 17<sup>th</sup> March, 2019 remain unaltered.

Save and except, Mr. Rishi Seth to whom the resolution relates alongwith his relatives including Mr. Lalit Seth and Mr. Gautam Seth, none of the Directors/ Key Managerial Personnel of the Company/their relatives is in any way, financially or otherwise, concerned or interested in this Resolution.

The Board recommends the Resolution set forth at Item No. 7 of the Notice for approval of the members as a Special Resolution.

By order of the board  
For **HPL Electric & Power Limited**

**Vivek Kumar**  
Company Secretary  
M. No. A18491

**Date** : 3rd September, 2020  
**Place** : Noida

**Regd. Office:** 1/20, Asaf Ali Road  
New Delhi – 110002

## ANNEXURE

**DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ISSUED BY ICSI**

Name of the Director	Mr. Rishi Seth	Mr. Hargovind Sachdev
Date of Birth (Age)	21st December, 1970 (48 years)	24th July, 1957 (63 years)
Qualification	MBA in Finance	B.Sc Botany (Honours) and a postgraduate in English
Experience	25 years	38 years
Date of first Appointment on the Board	29th September, 2000	13th April, 2018
Expertise in Specific functional area/ Brief Profile	An MBA in Finance with more than 25 years of experience, Mr. Rishi Seth is a man of sharp vision. He has been instrumental in HPL Group's organic growth and is responsible for shaping the strategic perspective that has led to the diversification and expansion of HPL into new avenues including EPC projects. He looks after the Institutional and Government business in addition to a few manufacturing facilities. He has also been instrumental in the Company's foray into green projects. His major achievement includes HPL's growth into utility segment, making the Group stand tall as the largest Electronic Energy Meter manufacturer in India and among the largest in the world.	He worked with State Bank of Travancore, State Bank of Patiala & State Bank of India where he was posted at Frankfurt Germany from 2006 to 2011 as Head of Credit. He had also worked as Chief Vigilance Officer (CVO) in UCO Bank. He travelled across 15 countries in Europe for 7 Credit & Foreign Exchange at Asian Institute of Management, Manila, Philippines & Euro Money, London
Terms & Conditions of re-appointment	As per Explanatory Statement	As per Explanatory Statement
Relationship with other Directors/ Managers and other Key Managerial Personnel	Mr. Rishi Seth is not related to any other director of the Company except Mr. Lalit Seth and Mr. Gautam Seth. Mr. Lalit Seth is a father of Mr. Rishi Seth and Mr. Gautam Seth is a brother of Mr. Rishi Seth.	Not Related
Directorship held in other companies	1. Himachal Energy Private Limited 2. HPL India Limited 3. Havell's Private Limited 4. Havells Electronics Private Limited 5. Jesons Impex Private Limited 6. HPL Power Corporation Limited	NIL
Chairman/Member of the committee of the Board of Director in other Companies	Member of CSR Committee of Himachal Energy Private Limited	Not Applicable
Number of Board Meetings attended during the year 2019-20	4	4
Detail of remuneration last drawn	As per Corporate Governance Report	Not Applicable
Shareholding in the Company	3.47%	NIL

**INSTRUCTIONS TO MEMBERS****I. FOR ELECTRONIC VOTING [E-Voting]**

Pursuant to the provisions of section 108 of the Act read with rule 20 of the Companies (Management and Administration) Rules, 2014 and the Listing Regulations as amended from time to time, the Company is pleased to offer e-voting facility to members to exercise their votes electronically on all resolutions set forth in the notice convening the 28th Annual General Meeting (AGM) scheduled to be held at 11:00 AM on Wednesday, 30th September, 2020.

The company has engaged the services of KFin Technologies Private Limited (KFin) to provide remote e-voting facility for members to cast their votes in a secure manner. Mr. Deepak Kukreja and Mrs. Monika Kohli, Partners, DMK Associates, Company Secretaries will act as the scrutinizer and alternate scrutinizer respectively, to scrutinise remote e-voting and the voting process at the AGM in a fair and transparent manner. In terms of the requirements of the Act and the Rules made there under, the Company has fixed Wednesday, 23rd September, 2020 as the cut-off date. The remote e-voting / voting rights of the members / beneficial owners shall be reckoned on the equity shares held by them as on cut-off date, i.e. 23rd

September, 2020.

The remote e-voting facility begins on Sunday, 27th September, 2020 (9:00 a.m. IST) and ends on Tuesday, 29th September, 2020 (5:00 p.m. IST). During this period, the members of the company, holding shares either in physical form or in dematerialised form, as on the cut-off date of 23rd September, 2020, are entitled to avail the facility to cast their vote electronically / voting in the general meeting, as the case may be. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting facility shall be disabled by KFin upon expiry of the aforesaid period. Once the vote on a resolution is cast by a member, he / she shall not be allowed to change it subsequently or cast the vote again.

A. For members receiving an e-mail from KFin, e-voting service provider [for members whose e-mail addresses are registered with the company /DP(s)]:

Open your web browser during the voting period and navigate to <https://evoting.karvy.com>.

- (i) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be E-Voting Event Number (EVEN) followed by folio number. In case of demat account, UserID will be your DPID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your vote.
- (ii) After entering these details appropriately, click on "LOGIN".
- (iii) You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A - Z), one lower case (a-z), one numeric value(0-9) and a special character(@,#,\$,etc.).The system will prompt you to change your password and update your contact details like mobile number, e-mail ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- (iv) You need to login again with the new credentials.
- (v) On successful login, the system will prompt you to select the E-Voting event.
- (vi) Select the EVEN of "HPL Electric & Power Limited" and click on "SUBMIT".
- (vii) Now you are ready for e-voting as "Cast Vote" page opens.

(viii) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together not exceeding your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

(ix) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.

(x) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.

(xi) You may then cast your vote by selecting an appropriate option and click on "SUBMIT".

(xii) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the resolution(s).

(xiii) Corporate / institutional members (i.e. other than Individuals, HUF, NRI etc.,) are also required to upload in the e-voting portal, the scanned certified true copy (PDF Format) of the board resolution/authority letter etc., together with attested specimen signature(s) of the duly authorised representative(s) or alternatively to e-mail, to the scrutiniser at e-mail, deepak.kukreja@dmkassociates.in with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above mentioned documents should be in the naming format "HPL – 28th AGM".

B. Members whose e-mail addresses are not registered with the Company/DPs [including members holding shares in physical form]:

Members may follow the procedure for registration of e-mail address and obtaining User ID and Password provided under section (III) below and then follow all steps from sl. no. (i) to sl. no. (xiii) above to cast your vote by electronic means.

C. Voting during the AGM:

Members participating in the AGM and who have not cast their vote through remote e-voting are eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. Members may click on the voting icon ( ) on the left side of the screen to cast their votes.

#### D. Other Instructions

- (i) In case of any queries, you may refer Help & FAQ section of KFin at <https://evoting.karvy.com/public/Faq.aspx> or call KFin on 040-67162222 & Toll-free No. 1800 3454001.
- (ii) 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).
- (iii) 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 23rd September, 2020.
- (iv) Any person who acquires shares of the company and becomes a member of the company after sending of the notice to the members and holding shares as on the cut-off date of 23rd September, 2020, may obtain the User ID and password by sending a request through email to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). However, if you are already registered with KFin for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot user details / Password" option available on <https://evoting.karvy.com>.
- (v) Members who have cast their votes through remote e-voting may also attend the AGM. However, those members are not entitled to cast their vote again during the AGM.
- (vi) A member can opt for only one mode of voting i.e., either through remote e-voting or evoting during the AGM. Thus, voting facility at the AGM shall be used only by those who have not exercised their right to vote through remote e-voting.
- (vii) The Scrutiniser shall immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutiniser'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 counter sign the same and declare the results of the voting forthwith.
- (viii) The voting results declared along with the scrutiniser's report will be placed on the company's website [www.hplindia.com](http://www.hplindia.com) and on the website of KFin at <https://evoting.karvy.com/public/Downloads.aspx> 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(s).

## II. FOR ATTENDING THE AGM THROUGH VIDEO CONFERENCING (VC) OR OTHER AUDIO VISUAL MEANS (OAVM)

The company has engaged M/s KFin Technologies Private Limited (KFin) to provide VC/OAVM facility to conduct

the 28th AGM in an electronic manner. Procedure for participating in the AGM through VC / OAVM and the related matters are given below:

- (i) Members may attend the AGM through VC at <https://emeetings.kfintech.com> by using their remote e-voting credentials. The link for the AGM will be available in the shareholder/Members login where the "EVENT" and the "Name of the company" can be selected. Please note that the Members who have not registered their e-mail address or do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in this Notice.
- (ii) Members can join the AGM 15 minutes before the scheduled time of the commencement of the AGM by logging into <https://emeetings.kfintech.com> and clicking on the "Video Conference" icon. Upto 1000 members will be allowed to participate in the AGM on first come first serve basis. This restriction is not applicable for participation of large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.
- (iii) Members are encouraged to participate in the AGM through laptops or desktops using Google Chrome for better experience. Members are also required to allow camera and use internet with good speed to avoid any disturbance during the meeting. Members may further note that connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may face audio/video loss due to fluctuations in their respective networks. It is therefore recommended to use a stable Wi-Fi or LAN connection to avoid such issues.
- (iv) Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum for the meeting under Section 103 of the Act.
- (v) Posting of queries prior to AGM: Shareholders who would like to express their views/raise queries on the official business during the AGM, may please log into <https://emeetings.kfintech.com> and click on the tab 'Post Your Queries' to post their queries/views/questions in the window provided therein by mentioning their e-mail id and mobile number. The window for posting queries/questions/views will remain open from 9:00 AM (IST) 26th September, 2020 to 5:00 PM (IST) 27th September, 2020.
- (vi) Speaker Registration: Members who wish to speak at the AGM may log into <https://emeetings.kfintech.com> and click on the tab "Speaker Registration" by mentioning their e-mail id, mobile number and city. The speaker registration will commence at 9.00am (IST) on 26th September, 2020 to 5:00 PM (IST) 27th September, 2020.

Only members who have registered themselves as a speaker will be allowed to speak or ask questions during the AGM. Speakers are requested to submit their queries at the time of registration, to enable the Company to respond appropriately. The Company reserves the right to restrict the number of speakers asking questions depending on the availability of time.

- (vii) Members seeking any technical assistance or support are requested to contact KFin at toll free number 1-800-3454-001 or send a mail at [evoting@kfintech.com](mailto:evoting@kfintech.com).

### **III. FOR REGISTRATION OF E-MAIL ADDRESS AND TO OBTAIN NOTICE OF 28TH AGM AND THE ANNUAL REPORT FOR FY 2019-20**

- (i) Member who have registered/not registered their mail address and mobile number including address and bank account details are requested to validate/update their details with their DPs in case the shares are held in electronic form and with the Company's RTA, KFin Technologies Private Limited (KFin) in case the shares are held in physical form.
- (ii) Members who have not registered their mail address and in consequence the Annual Report for the financial year 2019-20 and Notice for 28th AGM

including the instructions for e-voting could not be serviced, may temporarily provide their email address and mobile number to KFin by sending an email to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

- (iii) Members can download the said documents available on the website of the Company at [www.hplindia.com](http://www.hplindia.com) and on the webpage of KFin at <https://evoting.karvy.com/public/Downloads.aspx>
- (iv) Alternatively, Shareholders may send an e-mail to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed request letter providing the e-mail address, mobile number, self-attested PAN copy and client master copy, in case of electronic folio and copy of share certificate, in case of physical folio for sending the Annual Report, Notice of 28th AGM and instructions for e-voting instructions in an electronic mode. Shareholders may also access the link [https://ris.kfintech.com/email\\_registration/](https://ris.kfintech.com/email_registration/) and directly register their e-mail address and mobile number for receiving a soft copy of the said documents relating to the AGM.

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