FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return

(other than OPCs and Small Companies)

| Form language | English | ○ Hindi |
|--------------------|---------------------------|---------------|
| Refer the instruct | tion kit for fil | ing the form. |

| DECISED | ATION | VIID | OTUED | DETAIL | C |
|---------|--------------|------|--------------|--------|---|

| (i) * Corporate Identification Number (CIN) of the company | | | L74899 | 9DL1992PLC048945 | Pre-fill |
|--------------------------------------------------------------|------------------|-------------------------|--------|-----------------------|-----------------|
| Global Location Number (GLN) of the company | | | | | |
| * Permanent Accoun | t Number (PAN) | of the company | AAACH | H0165J | |
| (ii) (a) Name of the con | npany | | HPL EL | ECTRIC & POWER LIMITE | |
| (b) Registered office | address | | | | |
| 1/20 ASAF ALI ROAD NEW DELHI Central Delhi Delhi | | | | | |
| (c) *e-mail ID of the | company | | hplcs@ | hplindia.com | |
| (d) *Telephone num | ber with STD cod | de | 01123 | 234411 | |
| (e) Website | | | | | |
| (iii) Date of Incorpora | ation | | 28/05/ | /1992 | |
| iv) Type of the Cor | mpany | Category of the Company | | Sub-category of the | Company |
| Public Company Company limited by sh | | | | Indian Non-Gov | ernment company |
| v) Whether company is | having share cap | pital | Yes | O No | |
| vi) *Whether shares listo | ed on recognized | I Stock Exchange(s) | Yes | O No | |

*Number of business activities

| S. No. | Stock Exchange Name | Code |
|--------|------------------------------------------|-------|
| 1 | NATIONAL STOCK EXCHANGE OF INDIA LIMITED | 1,024 |
| 2 | BSE LIMITED | 1 |

| (b) CIN of the Registrar and Transfer Agent | L72400TG2017PLC117649 | Pre-fill |
|----------------------------------------------------------------------------------------|---------------------------------|-------------|
| Name of the Registrar and Transfer Agent | | |
| KFIN TECHNOLOGIES LIMITED | | |
| Registered office address of the Registrar and | Transfer Agents | _ |
| Selenium, Tower B, Plot No- 31 & 32, Financial Dis anakramguda, Serili ngampally NA | strict, N |] |
| (vii) *Financial year From date 01/04/2022 | (DD/MM/YYYY) To date 31/03/2023 | (DD/MM/YYYY |
| (viii) *Whether Annual general meeting (AGM) held | Yes No | _ |
| (a) If yes, date of AGM 30/09/2023 | | |
| (b) Due date of AGM 30/09/2023 | | |
| (c) Whether any extension for AGM granted II. PRINCIPAL BUSINESS ACTIVITIES OF | ○ Yes ● No F THE COMPANY | |

| | Main Activity group code | | Business Activity Code | | % of turnover of the company |
|---|--------------------------------|---------------|------------------------------|----------------------------------------------------------------------------------|------------------------------|
| 1 | С | Manufacturing | C10 | Electrical equipment, General Purpose and Special purpose Machinery & equipment, | 99.74 |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

| *No. of Companies for which information is to be given | 1 | Pre-fill All |
|--------------------------------------------------------|---|--------------|

| S.No | Name of the company | CIN / FCRN | Holding/ Subsidiary/Associate/ Joint Venture | % of shares he l d |
|------|---------------------------|-----------------------|-------------------------------------------------|---------------------------|
| 1 | HIMACHAL ENERGY PRIVATE L | U31909HP2003PTC027983 | Subsidiary | 97.15 |

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

| Particulars | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|-------------------------------------------|--------------------|-------------------|-----------------------|-----------------|
| Total number of equity shares | 70,000,000 | 64,300,486 | 64,300,486 | 64,300,486 |
| Total amount of equity shares (in Rupees) | 700,000,000 | 643,004,860 | 643,004,860 | 643,004,860 |

Number of classes 1

| | Authoricad | icabilai | Subscribed capital | Paid up capital |
|-------------------------------------------|-------------|-------------|--------------------|-----------------|
| Number of equity shares | 70,000,000 | 64,300,486 | 64,300,486 | 64,300,486 |
| Nominal value per share (in rupees) | 10 | 10 | 10 | 10 |
| Total amount of equity shares (in rupees) | 700,000,000 | 643,004,860 | 643,004,860 | 643,004,860 |

(b) Preference share capital

| Particulars | Authorised capital | Issued capital | Subscribed capital | Paid-up capital |
|-----------------------------------------------|--------------------|-------------------|-----------------------|-----------------|
| Total number of preference shares | 0 | 0 | 0 | 0 |
| Total amount of preference shares (in rupees) | 0 | 0 | 0 | 0 |

Number of classes 0

| Class of shares | A t | Issued capital | Subscribed capital | Paid up capital |
|-----------------------------------------------|-----|-------------------|--------------------|-----------------|
| Number of preference shares | | | | |
| Nominal value per share (in rupees) | | | | |
| Total amount of preference shares (in rupees) | | | | |

(c) Unclassified share capital

| Particulars | Authorised Capital |
|-------------------------------------|--------------------|
| Total amount of unclassified shares | 0 |

(d) Break-up of paid-up share capital

| Class of shares | Number of shares | | | Total nominal amount | Total Paid-up amount | Total premium |
|------------------------------|------------------|------------|----------|----------------------------|----------------------------|------------------|
| Equity shares | Physical | DEMAT | Total | | | |
| At the beginning of the year | 1 | 64,300,485 | 64300486 | 643,004,860 | 643,004,86 | |

| Increase during the year | 0 | 1 | 1 | 10 | 10 | 0 |
|-----------------------------------------------|---|------------|----------|-------------|------------|---|
| i. Pubic Issues | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Rights issue | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Bonus issue | 0 | 0 | 0 | 0 | 0 | 0 |
| iv. Private Placement/ Preferential allotment | 0 | 0 | 0 | 0 | 0 | 0 |
| v. ESOPs | 0 | 0 | 0 | 0 | 0 | 0 |
| vi. Sweat equity shares allotted | 0 | 0 | 0 | 0 | 0 | 0 |
| vii. Conversion of Preference share | 0 | 0 | 0 | 0 | 0 | 0 |
| viii. Conversion of Debentures | 0 | 0 | 0 | 0 | 0 | 0 |
| ix. GDRs/ADRs | 0 | 0 | 0 | 0 | 0 | 0 |
| x. Others, specify | 0 | 1 | 1 | 10 | 10 | |
| Dematerialisation Decrease during the year | | | | | | |
| | 1 | 0 | 1 | 10 | 10 | 0 |
| i. Buy-back of shares | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Shares forfeited | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Reduction of share capital | 0 | 0 | 0 | 0 | 0 | 0 |
| iv. Others, specify | 1 | 0 | 1 | 10 | 10 | |
| Decrease due to Dematerialisation | 1 | 0 | 1 | 10 | 10 | |
| At the end of the year | 0 | 64,300,486 | 64300486 | 643,004,860 | 643,004,86 | |
| Preference shares | | | | | | |
| At the beginning of the year | 0 | 0 | 0 | 0 | 0 | |
| Increase during the year | 0 | 0 | 0 | 0 | 0 | 0 |
| i. Issues of shares | 0 | 0 | 0 | 0 | 0 | 0 |
| ii. Re-issue of forfeited shares | 0 | 0 | 0 | 0 | 0 | 0 |
| iii. Others, specify | | | | | | |
| Decrease during the year | 0 | 0 | 0 | 0 | 0 | 0 |
| i. Redemption of shares | 0 | 0 | 0 | 0 | 0 | 0 |

| ii. Shares forfeited | | 0 | 0 | 0 | 0 | 0 | 0 |
|---------------------------------------------------|--------------------------------------------------|----------------|---------------|----------------------------|-------------|-------------|--------------|
| iii. Reduction of share capital | | 0 | 0 | 0 | 0 | 0 | 0 |
| iv. Others, specify | | | | | | | |
| At the end of the year | | 0 | 0 | 0 | 0 | 0 | |
| | | " | | | | | |
| SIN of the equity shares | of the company | | | | INE49 | 95S01016 | |
| (ii) Details of stock spl | it/consolidation during th | e year (for ea | ch class of | shares) | 0 | | |
| Class o | f shares | (i) | | (ii) | | (i | ii) |
| Before split / | Number of shares | | | | | | |
| Consolidation | Face value per share | | | | | | |
| After split / | Number of shares | | | | | | |
| Consolidation | Face value per share | | | | | | |
| ⊠ Nil | it any time since the vided in a CD/Digital Medi | - | | company) Yes 🔾 | * No C |) Not App | licable |
| Separate sheet at | tached for details of transf | ers | | Yes 🔘 | No | | |
| Note: In case list of tran Media may be shown. | sfer exceeds 10, option fo | r submission a | as a separate | e sheet attach | ment or sub | mission in | a CD/Digital |
| Date of the previous | s annual general meetin | g | | | | | |
| Date of registration | of transfer (Date Month | Year) | | | | | |
| Type of transfe | er | 1 - Equity, | 2- Preferen | ce Shares,3 | - Debentu | res, 4 - St | ock |
| Number of Shares/ Units Transferred | Debentures/ | 1 | | er Share/ e/Unit (in Rs |) | | |

| Ledger Folio of Transferor | | | | | | | |
|--------------------------------------------------------------|-----------------------------|----------------------------------------------|-------------------------|--|--|--|--|
| Transferor's Name | | | | | | | |
| | Surname | middle name | first name | | | | |
| Ledger Folio of Trans | sferee | | | | | | |
| Transferee's Name | | | | | | | |
| | Surname | middle name | first name | | | | |
| Date of registration o | f transfer (Date Month Year | | | | | | |
| Type of transfer | 1 - 1 | Equity, 2- Preference Shares,3 - | - Debentures, 4 - Stock | | | | |
| Number of Shares/ D Units Transferred | Debentures/ | Amount per Share/ Debenture/Unit (in Rs.) | | | | | |
| Ledger Folio of Trans | sferor | | | | | | |
| Transferor's Name | | | | | | | |
| | Surname | middle name | first name | | | | |
| Ledger Folio of Trans | sferee | | | | | | |
| Transferee's Name | | | | | | | |
| | Surname | middle name | first name | | | | |
| v) *Debentures (Outstanding as at the end of financial year) | | | | | | | |

| Particulars | Number of units | Nominal value per unit | Total value |
|-------------------------------|-----------------|------------------------|-------------|
| Non-convertible debentures | 0 | 0 | 0 |
| Partly convertible debentures | 0 | 0 | 0 |
| Fully convertible debentures | 0 | 0 | 0 |

| Particulars | Number of units | Nominal value per unit | Total value |
|-------------|-----------------|------------------------|-------------|
| Total | | | 0 |

Details of debentures

| Class of debentures | Outstanding as at the beginning of the year | _ | Decrease during the year | Outstanding as at the end of the year |
|-------------------------------|---------------------------------------------|---|--------------------------|---------------------------------------|
| Non-convertible debentures | 0 | 0 | 0 | 0 |
| Partly convertible debentures | 0 | 0 | 0 | 0 |
| Fully convertible debentures | 0 | 0 | 0 | 0 |

| (v) | Securities | (other than | shares | and | debentures |
|-----|------------|-------------|--------|-----|------------|
|-----|------------|-------------|--------|-----|------------|

| Type of Securities | Number of Securities | Nominal Value of each Unit | Paid up Value of each Unit | Total Paid up Value |
|-----------------------|-------------------------|----------------------------|----------------------------|---------------------|
| | | | | |
| | | | | |
| Total | | | | |

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

12,148,668,724

0

(ii) Net worth of the Company

7,874,626,498

VI. (a) *SHARE HOLDING PATTERN - Promoters

| S. No. | Category | Equ | ity | Preference | |
|--------|-----------------------------------------|------------------|------------|------------------|------------|
| | | Number of shares | Percentage | Number of shares | Percentage |
| 1. | Individual/Hindu Undivided Family | | | | |
| | (i) Indian | 14,626,806 | 22.75 | 0 | |
| | (ii) Non-resident Indian (NRI) | 0 | 0 | 0 | |
| | (iii) Foreign national (other than NRI) | 0 | 0 | 0 | |
| 2. | Government | | | | |
| | (i) Central Government | 0 | 0 | 0 | |
| | (ii) State Government | 0 | 0 | 0 | |
| | (iii) Government companies | 0 | 0 | 0 | |

| 3. | Insurance companies | 0 | 0 | 0 | |
|-----|-----------------------------------------|------------|-------|---|---|
| 4. | Banks | 0 | 0 | 0 | |
| 5. | Financial institutions | 0 | 0 | 0 | |
| 6. | Foreign institutional investors | 0 | 0 | 0 | |
| 7. | Mutual funds | 0 | 0 | 0 | |
| 8. | Venture capital | 0 | 0 | 0 | |
| 9. | Body corporate (not mentioned above) | 32,092,023 | 49.91 | 0 | |
| 10. | Others | 0 | 0 | 0 | |
| | Total | 46,718,829 | 72.66 | 0 | 0 |

Total number of shareholders (promoters)

| la | | | |
|----|--|--|--|
| ١ | | | |

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

| S. No. | Category | Equ | ity | Preference | |
|--------|-----------------------------------------|------------------|------------|------------------|------------|
| | | Number of shares | Percentage | Number of shares | Percentage |
| 1. | Individual/Hindu Undivided Family | | | | |
| | (i) Indian | 15,028,465 | 23.37 | 0 | |
| | (ii) Non-resident Indian (NRI) | 1,477,466 | 2.3 | 0 | |
| | (iii) Foreign national (other than NRI) | 0 | 0 | 0 | |
| 2. | Government | | | | |
| | (i) Central Government | 0 | 0 | 0 | |
| | (ii) State Government | 0 | 0 | 0 | |
| | (iii) Government companies | 0 | 0 | 0 | |
| 3. | Insurance companies | 0 | 0 | 0 | |
| 4. | Banks | 0 | 0 | 0 | |
| 5. | Financial institutions | 0 | 0 | 0 | |
| 6. | Foreign institutional investors | 12,040 | 0.02 | 0 | |
| 7. | Mutual funds | 0 | 0 | 0 | |

| 8. | Venture capital | 0 | 0 | 0 | |
|-----|-----------------------------------------|------------|-------|---|---|
| 9. | Body corporate (not mentioned above) | 765,308 | 1.19 | 0 | |
| 10. | Others ALTERNATIVE INVESTMENT | 298,378 | 0.46 | 0 | |
| | Total | 17,581,657 | 27.34 | 0 | 0 |

Total number of shareholders (other than promoters)

65,648

Total number of shareholders (Promoters+Public/ Other than promoters)

| 65,656 | | |
|--------|--|--|
| | | |

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

2

| Name of the FII | Address | J | Number of shares held | % of shares held |
|---------------------|---------|---|--------------------------|------------------|
| BNP PARIBAS ARBITRA | | | 14 | 0 |
| QUADRATURE CAPITA | | | 12,026 | 0.02 |

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS (Details, Promoters, Members (other than promoters), Debenture holders)

| Details | At the beginning of the year | At the end of the year |
|--------------------------------|------------------------------|------------------------|
| Promoters | 8 | 8 |
| Members (other than promoters) | 67,240 | 65,648 |
| Debenture holders | 0 | 0 |

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

| Category | Number of directors at the beginning of the year | | Number of directors at the end of the year | | Percentage of shares held by directors as at the end of year | |
|-----------------------------------|--------------------------------------------------|---------------|--------------------------------------------|---------------|--------------------------------------------------------------|---------------|
| | Executive | Non-executive | Executive | Non-executive | Executive | Non-executive |
| A. Promoter | 3 | 0 | 3 | 0 | 19.43 | 0 |
| B. Non-Promoter | 0 | 3 | 0 | 3 | 0 | 0 |
| (i) Non-Independent | 0 | 0 | 0 | 0 | 0 | 0 |
| (ii) Independent | 0 | 3 | 0 | 3 | 0 | 0 |
| C. Nominee Directors representing | 0 | 0 | 0 | 0 | 0 | 0 |

| (i) Banks & FIs | 0 | 0 | 0 | 0 | 0 | 0 |
|-----------------------------|---|---|---|---|-------|---|
| (ii) Investing institutions | 0 | 0 | 0 | 0 | 0 | 0 |
| (iii) Government | 0 | 0 | 0 | 0 | 0 | 0 |
| (iv) Small share holders | 0 | 0 | 0 | 0 | 0 | 0 |
| (v) Others | 0 | 0 | 0 | 0 | 0 | 0 |
| Total | 3 | 3 | 3 | 3 | 19.43 | 0 |

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

| _ |
|---|
| |
| |

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

| Name | DIN/PAN | Designation | Number of equity share(s) held | Date of cessation (after closure of financial year : If any) |
|------------------|------------|--------------------|--------------------------------|--------------------------------------------------------------|
| LALIT SETH | 00312007 | Whole-time directo | 8,030,228 | |
| RISHI SETH | 00203469 | Managing Director | 2,231,740 | |
| GAUTAM SETH | 00203405 | Managing Director | 2,231,740 | |
| HARGOVIND SACHDE | 08105319 | Director | 0 | |
| RASHMI VIJ | 01103219 | Director | 0 | |
| DHRUV GOYAL | 06963262 | Director | 0 | |
| VIVEK KUMAR | AOOPK6329Q | Company Secretar | 0 | |
| GAUTAM SETH | AATPS1285Q | CFO | 2,231,740 | |

(ii) Particulars of change in director(s) and Key managerial personnel during the year

| - 1 | | | |
|------|---|--|--|
| - 10 | 7 | | |

| Name | beginning / during | ichange in designation/ | Nature of change (Appointment/ Change in designation/ Cessation) |
|------|--------------------|-------------------------|---------------------------------------------------------------------|
| | | | |

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

| Δ | MEMBERS/CLAS | S /RFO | UUSITIONED | NCLT/COURT | CONVENED | MEETINGS |
|----|------------------|--------|------------|------------|----------|----------|
| л. | MICINIDEIXOLOGIA | ノハトロ | | NOL LOUDIN | CONVENED | |

| Number of meetings held 1 |
|---------------------------|
|---------------------------|

| Type of meeting | Date of meeting | | | ance % of total shareholding |
|----------------------|-----------------|--------|-----|------------------------------|
| ANNUAL GENERAL MEETI | 30/09/2022 | 66,825 | 114 | 73.96 |

B. BOARD MEETINGS

*Number of meetings held 5

| S. No. | Date of meeting | Total Number of directors associated as on the date | | | | |
|--------|-----------------|-----------------------------------------------------|------------------------------|-----------------|--|--|
| | | of meeting | Number of directors attended | % of attendance | | |
| 1 | 26/05/2022 | 6 | 5 | 83.33 | | |
| 2 | 09/08/2022 | 6 | 6 | 100 | | |
| 3 | 28/09/2022 | 6 | 4 | 66.67 | | |
| 4 | 11/11/2022 | 6 | 6 | 100 | | |
| 5 | 14/02/2023 | 6 | 6 | 100 | | |

C. COMMITTEE MEETINGS

Number of meetings held 17

| S. No. | Type of meeting | | Total Number of Members as | | ttendance | |
|--------|-----------------|-----------------|----------------------------|----------------------------|-----------------|--|
| | | Date of meeting | | Number of members attended | % of attendance | |
| 1 | AUDIT COMM | 26/05/2022 | 3 | 3 | 100 | |
| 2 | AUDIT COMM | 09/08/2022 | 3 | 3 | 100 | |
| 3 | AUDIT COMM | 28/09/2022 | 3 | 3 | 100 | |
| 4 | AUDIT COMM | 11/11/2022 | 3 | 3 | 100 | |
| 5 | AUDIT COMM | 14/02/2023 | 3 | 3 | 100 | |
| 6 | NOMINATION | 14/02/2023 | 3 | 3 | 100 | |
| 7 | CORPORATE | 26/05/2022 | 3 | 2 | 66.67 | |
| 8 | STAKEHOLDE | 14/02/2023 | 3 | 3 | 100 | |
| 9 | EXECUTIVE C | 05/05/2022 | 3 | 3 | 100 | |
| 10 | EXECUTIVE C | 27/06/2022 | 3 | 3 | 100 | |

D. *ATTENDANCE OF DIRECTORS

| | | | Board Meetings | | Co | Whether attended AGM | | |
|--------------------------------|------------|--------------------|----------------|-------------|-----------------------|----------------------|-----------------|------------------------|
| S. Name No. of the director | | | Meetings | % of | | Meetings | % of attendance | held on |
| | | entitled to attend | attended | atteridance | entitled to attend | attended | atteridance | 30/09/2023 (Y/N/NA) |
| | | | | | | | | (T/N/NA) |
| 1 | LALIT SETH | 5 | 5 | 100 | 10 | 10 | 100 | Yes |
| 2 | RISHI SETH | 5 | 3 | 60 | 11 | 10 | 90.91 | Yes |
| 3 | GAUTAM SET | 5 | 5 | 100 | 15 | 15 | 100 | Yes |
| 4 | HARGOVIND | 5 | 5 | 100 | 7 | 7 | 100 | Yes |
| 5 | RASHMI VIJ | 5 | 5 | 100 | 7 | 7 | 100 | Yes |
| 6 | DHRUV GOYA | 5 | 4 | 80 | 1 | 1 | 100 | Yes |

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

| ĺ | 1 | ĸι | : |
|---|---|----|---|
| | ı | I۷ | Ш |

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|-----------------------------|------------------------------|-----------------|--------------|------------|-------------------------------|--------|-----------------|
| 1 LALIT SETH Chairman and W | | 34,966,378 | 0 | 0 | 0 | 0 | |
| 2 | RISHI SETH | Managing Direct | 15,046,600 | 0 | 0 | 0 | 0 |
| 3 | 3 GAUTAM SETH Joint Managing | | 15,046,600 | 0 | 0 | 0 | 0 |
| | Total | | 65,059,578 | 0 | 0 | 0 | 0 |

Number of CEO, CFO and Company secretary whose remuneration details to be entered

1

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|-------------|-------------|--------------|------------|-------------------------------|--------|-----------------|
| 1 | VIVEK KUMAR | CS | 2,509,004 | 0 | 0 | 0 | 0 |
| | Total | | 2,509,004 | 0 | 0 | 0 | 0 |

Number of other directors whose remuneration details to be entered

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|----------------|-------------|--------------|------------|-------------------------------|---------|-----------------|
| 1 | HARGOVIND SACH | INDEPENDENT | 0 | 0 | 0 | 380,000 | 0 |
| 2 | RASHMI VIJ | INDEPENDENT | 0 | 0 | 0 | 380,000 | 0 |

| | I | | | | | | | C- | tock Option/ | | Total |
|--------------------------------|-----------------------------|--------------------------------------|-------------|-------------------|------------|----------------|-----------------------------------------------------|-----------------------|-----------------------------|------------------------------------|-----------------|
| S. No. | Nar | ne | Designat | ion | Gross Sa | alary | Commission | | tock Option/ weat equity | Others | Amount |
| 3 | DHRUV | GOYAL II | NDEPEND | DENT | 0 | | 0 | | 0 | 230,000 | 0 |
| | Total | | | | 0 | | 0 | | 0 | 990,000 | 0 |
| prov | ether the corvisions of the | e Companies | s Act, 2013 | liances during | and disclo | sures in | respect of app | olicable ₍ | • Yes | ○ No | |
| | LTY AND P | | | | | COMPAI | NY/DIRECTOR | RS /OFF | ICERS 🔀 | Nil | |
| Name of company officers | | Name of the concerned Authority | | Date of | Order | section | of the Act and under which ed / punished | Details punish | s of penalty/ ment | Details of appe including prese | |
| (B) DETA | AILS OF CO | MPOUNDIN | IG OF OFF | ENCES | 5 🛛 N | <u> </u> il | | | | | |
| Name of company officers | the y/ directors/ | Name of th concerned Authority | | Date of | Order | sectio | of the Act and n under which e committed | Parti offen | culars of ce | Amount of co Rupees) | ompounding (in |
| | | | | | | | | | | | |
| | ○ Ye | s No | | | | | as been enclo | | | nt | |
| In case o | of a listed co | mpany or a | company h | aving p | aid up sha | re capita | SE OF LISTED al of Ten Crore ne annual return | rupees | or more or tu | rnover of Fifty C | crore rupees or |
| Name | е | | VINOD | KUMA | R GUPTA | | | | | | |
| Wheth | her associat | e or fellow | | 0 | Associat | е 💿 | Fellow | | | | |

Certificate of practice number

I/We certify that: (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately. (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year. Declaration I am Authorised by the Board of Directors of the company vide resolution no. .. dated 09/08/2022 13 (DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been compiled with. I further declare that: Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company. 2. All the required attachments have been completely and legibly attached to this form. Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively. To be digitally signed by LALIT Director SETH DIN of the director 00312007 VIVEK Stagnas ugosod by PINTER ST. C. N. G. Parinson I. ST. J. A. C. A. G. Parinson I. ST. J. A. C. Parinson I. ST To be digitally signed by

| . o zo a.g.tany o.g.toa | KU | MAR Specific motion - 6/2/3/20/20/07/1-1-6/3-1-2/9/ | | | | |
|---------------------------------------------|--------------------|---------------------------------------------------------|------|---------------|--------------------|------------|
| Company Secretary | | | | | | |
| Ocompany secretary | in practice | | | | | |
| Membership number 18491 Certificate of p | | | | actice number | | |
| | | | | | | |
| Attachments | | | | | List of atta | chments |
| 1. List of share holders, debenture holders | | | | Attach | Point IX C.pdf | |
| 2. Approval letter for extension of AGM; | | | | Attach | HPL MGT 8 2023.pdf | |
| 3. Copy of MGT-8; | | | | Attach | | |
| 4. Optional At | tachement(s), if a | any | | Attach | | |
| | | | | | Remove a | attachment |
| | Modify | Check | Form | Prescrutiny | Sub | omit |

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

SINCE IN POINT IX C, THE PROVISION IS MADE ONLY FOR 10 COMMITTEE MEETINGS. HOWEVER, IN OUR COMPANY WE HAD 17 COMMITTEE MEETINGS. DETAILS OF THE REMAINING MEETINGS ARE AS UNDER:

C. COMMITTEE MEETINGS

Number of meetings held - 17

| S. | Type of Meeting | Date of Meeting | Total Number | Attendance | |
|-----|---------------------|-----------------|---------------------------------------------------|----------------------------------|--------------------------------|
| No. | | | of Members as on the date of the meeting | Number of members attended | As %age of total members |
| 11 | Executive Committee | 18.07.2022 | 3 | 3 | 100 |
| 12 | Executive Committee | 08.08.2022 | 3 | 3 | 100 |
| 13 | Executive Committee | 06.09.2022 | 3 | 3 | 100 |
| 14 | Executive Committee | 16.09.2022 | 3 | 3 | 100 |
| 15 | Executive Committee | 29.09.2022 | 3 | 3 | 100 |
| 16 | Executive Committee | 07.12.2022 | 3 | 3 | 100 |
| 17 | Executive Committee | 24.01.2023 | 3 | 3 | 100 |



Gupta Vinod & Co.

Company Secretaries

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **HPL ELECTRIC & POWER LIMITED** (CIN L74899DL1992PLC048945) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on 31st March, 2023. In our opinion and to the best of my information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents.

We certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:
- 1. Its status under the Act i.e. Listed Public Limited Company, Limited by shares;
- 2. Maintenance of registers/records & making entries therein within the time prescribed therefore;
- 3. During the period under report, the Company has generally filed the forms and returns with the Registrar of Companies within the time prescribed under the Act and rules made there under except few forms filed after the due date with additional fees, wherever necessitated.
- 4. Calling, convening and holding meetings of Board of Directors and its committees and the meetings of the members of the company on due dates as stated in the Annual Return in respect of which meetings, proper notices were given and proceedings including circular resolutions have been properly recorded in the Minutes Book and Registers maintained for the purpose and the same have been signed. Further the Company has not passed any resolution by postal ballot.
- 5. Closure of Register of Members/ security holders, as the case may be.
- 6. The company has not given any advance or loan to its directors and/or persons or firms or companies referred in Section 185 of the Act;

Gupta Vinod & Co.

Company Secretaries

- 7. The company has entered into contracts and arrangements with related parties which were in the ordinary course of business and on arm's length basis as specified in the provisions of Section 188 of the Act;
- 8. The share transfer of the company has been handled by the Registrar and Transfer Agent, Kfin Technologies Limited and the same has been certified by a practicing company secretary on yearly basis under Regulation 40 (9) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. Further as per the above reports transfers has been duly made in compliance of the law. No issue, allotment, transmission, buy back of securities/alteration or reduction of share capital/conversion of shares/ securities took place during the period under report;
- 9. There was no transaction necessitating the Company to keep in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer of shares;
- 10. The Company has declared the final dividend of Re. 1.00 per equity share (10%) during the year under report (for the financial year ended 31st March 2023). Further the Company was not required to transfer any amount to the Investor Education and Protection Fund in accordance with Section 125 of the Companies Act, 2013;
- 11. The Audited Financial Statements and the Boards' Report for the Financial Year 2022-23 have been duly signed as per the requirements of Section 134 of the Act;
- 12. As on 31st March, 2023, the Board of Directors comprised of six directors including one woman director, of which three are executive directors and three are independent directors.
 - None of the Directors / KMP of the Company is disqualified under any of the provisions of law. Disclosures of the Directors, and the remuneration paid to them has been done properly.
- 13. The appointment of Statutory Auditors M/s. Sakshi & Associates, Chartered Accountants (Firm Registration No: 025099N) made in the 30th AGM held on 30th September, 2022 for five year was in accordance with the provisions of Section 139 of the Act. Further no ratification or filling up of casual vacancies of auditors took place during the period under report.
- 14. No approval was required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act during the period under report;
- 15. The Company has not accepted or renewed or repaid any Fixed Deposits during the period under report.

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Company Secretaries

- 16. The Company has not borrowed any money from its members, public and others during the Financial Year 2022-23 except from the Banks/Financial Institutions and necessary charge has been filed w.r.t. creation, modification and satisfaction with the ROC. But in previous year company has borrowed money from its directors and entity in which directors are interested outstanding balance as on 31/03/2023 are directors Rs 40.27 lacs and Entities in which directors are interested Rs 88.07 Lacs
- 17. The company has not grant loans and investments or guarantees given or providing of securities to other body corporate or person falling under the provisions of the Section 186 of the Act during the year 2022-23.
- 18. During the period under report, the Company has not altered the provisions of the Memorandum and Articles of Association of the Company.

For Gupta Vinod & Co.

Company Secretaries

VINOD KUMAR

Super-positive priority and superior superiority and superiority

(Vinod Kumar Gupta)

C.P. No.: 2148 UDIN F003648E002338882

Place: Delhi

Date: 25th November, 2023