

ANNEXURE-II

FORM NO. MGT-9

Extract of Annual Return

as on the Financial Year ended 31st March, 2020*[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]*

I. Registration and other details:

i)	CIN	L74899DL1992PLC048945
ii)	Registration Date	28-05-1992
iii)	Name of the Company	HPL Electric & Power Limited
iv)	Category of the Company	Public Limited Company
v)	Sub-Category of the Company	Limited By Shares
vi)	Address of the Registered office and contact details	1/20 Asaf Ali Road, New Delhi-110002, Phone No-011-23234411 Fax: 011-23232639 Email: hpl@hplindia.com Website: www.hplindia.com
vii)	Whether listed company	Yes
viii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	KFin Technologies Private Limited Selenium Tower B, Plot 31-32, Gachibowli, Financial District - Nanakramguda, Hyderabad- 500 032, Telangana, India Phone no.: +91 40 67161526 / Fax: (+91 40) 23001135 E-mail: einward.ris@karvy.com Website: www.kfintech.com

II. Principal business activities of the company

(All the business activities contributing 10% or more of the total turnover of the company shall be stated)

SN	Name and Description of main products / services	NIC Code of the Product/service*	% to total turnover of the company
1	Metering	2651	49.72
2	Switchgear	2710	20.49
3	Lighting & Electronics	2740	22.67
4	Cables	2732	7.12

* As per NIC Code 2008.

III. Particulars of holding, subsidiary and associate companies:

S. No	Name and address of the company	CIN/GLN	Holding/ subsidiary / associate	% age of shares held	Applicable section
1.	Himachal Energy Private Limited	U31909HP2003PTC027983	Subsidiary	97.15	Section 2(87) of Companies Act, 2013
2.	HPL Electric & Power Private Limited – Shriji Designs (JV)	NA	Joint Venture	Nil#	NA
3.	HPL Electric & Power Private Limited – Shriji Designs – Trimurthi Hitech Company Private Limited (JV)	NA	Joint Venture	Nil#	NA

The Company has Two Joint Ventures in form of Association of Person (AOP) under the names of Joint Ventures of M/s HPL Electric & Power Private Limited – Shriji Designs (JV) & HPL Electric & Power Private Limited – Shriji Designs – Trimurthi Hitech Company Private Limited (JV) w.e.f. October 30, 2010 & June 22, 2011 which were subsequently amended on September 24, 2011. Your company is the Lead Partner in both the Joint Ventures and having entitlement of 97% & 94% of profits earned respectively.

IV. Share Holding Pattern (Equity Share Capital Breakup as Percentage of Total Equity)

a) Category-wise Share Holding

CATEGORY CODE	CATEGORY OF SHAREHOLDER	NO. OF SHARES HELD AT THE BEGINNING OF THE YEAR 01/04/2019				NO. OF SHARES HELD AT THE END OF THE YEAR 31/03/2020				% CHANGE DURING THE YEAR
		DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	DEMAT	PHYSICAL	TOTAL	% OF TOTAL SHARES	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)
(A)	PROMOTER AND PROMOTER GROUP									
(1)	INDIAN									
(a)	Individual /HUF	14406176	0	14406176	22.40	14421176	0	14421176	22.43	0.03
(b)	Central Government/State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Bodies Corporate	32092023	0	32092023	49.91	32092023	0	32092023	49.91	0.00
(d)	Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total A(1) :	46498199	0	46498199	72.31	46513199	0	46513199	72.34	0.03
(2)	FOREIGN									
(a)	Individuals (NRIs/Foreign Individuals)	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Institutions	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total A(2) :	0	0	0	0.00	0	0	0	0.00	0.00
	Total A=A(1)+A(2)	46498199	0	46498199	72.31	46513199	0	46513199	72.34	0.03
(B)	PUBLIC SHAREHOLDING									
(1)	INSTITUTIONS									
(a)	Mutual Funds /UTI	3877376	0	3877376	6.03	3876523	0	3876523	6.03	0.00
(b)	Financial Institutions /Banks	40798	0	40798	0.06	10	0	10	0.00	-0.06
(c)	Central Government / State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
(f)	Foreign Institutional Investors	22251	0	22251	0.03	14	0	14	0.00	-0.03
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
(h)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(i)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	Alternate Investment Fund	491191	0	491191	0.76	760000	0	760000	1.18	0.42
	Sub-Total B(1) :	4431616	0	4431616	6.89	4636547	0	4636547	7.21	0.33
(2)	NON-INSTITUTIONS									
(a)	Bodies Corporate	1359595	0	1359595	2.11	925749	0	925749	1.44	-0.67
(b)	Individuals									
	(i) Individuals holding nominal share capital upto Rs.1 lakh	8174092	1	8174093	12.71	8720709	1	8720710	13.56	0.85
	(ii) Individuals holding nominal share capital in excess of Rs.1 lakh	1614479	0	1614479	2.51	1904877	0	1904877	2.96	0.45
(c)	Others									
	CLEARING MEMBERS	96973	0	96973	0.15	50790	0	50790	0.08	-0.07
	DIRECTORS	37500	0	37500	0.06	37500	0	37500	0.06	0.00
	NBFC	55717	0	55717	0.09	0	0	0	0.00	-0.09
	NON RESIDENT INDIANS	1541584	0	1541584	2.40	1107565	0	1107565	1.72	-0.68
	NRI NON-REPATRIATION	490230	0	490230	0.76	403549	0	403549	0.63	-0.13
	TRUSTS	500	0	500	0.00	0	0	0	0.00	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total B(2) :	13370670	1	13370671	20.79	13150739	1	13150740	20.45	-0.34
	Total B=B(1)+B(2) :	17802286	1	17802287	27.69	17787286	1	17787287	27.66	-0.02
	Total (A+B) :	64300485	1	64300486	100.00	64300485	1	64300486	100.00	0.00
(C)	Shares held by custodians, against which Depository Receipts have been issued									
(1)	Promoter and Promoter Group	0	0	0	0	0	0	0	0	0
(2)	Public	0	0	0	0.00	0	0	0	0.00	0.00
	GRAND TOTAL (A+B+C) :	64300485	1	64300486	100.00	64300485	1	64300486	100.00	0.00

b) Shareholding of Promoter:

S. No	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Mr. Lalit Seth	7809598	12.15	0	7824598	12.17	0	0.03
2	Mrs. Praveen Seth	2133098	3.32	0	2133098	3.32	0	0
3	Mr. Rishi Seth	2231740	3.47	0	2231740	3.47	0	0
4	Mr. Gautam Seth	2231740	3.47	0	2231740	3.47	0	0
5	HPL India Limited	17573238	27.33	0	17573238	27.33	0	0
6	Jesons Impex Private Limited	24000	0.04	0	24000	0.04	0	0
7	Havell's Private Limited	2842655	4.42	0	2842655	4.42	0	0
8	Havells Electronics Private Limited	11652130	18.12	0	11652130	18.12	0	0
	Total	46498199	72.31	0	46513199	72.34	0	0.03

c) Change in Promoters' Shareholding

Sr. No.	Shareholding	Cumulative shareholding during the year (01.04.2019- 31.03.2020)	
		No. of Shares	% of the total shares of the Company
	Promoter	No. of Shares	% of the total shares of the Company
	At the beginning of the year	46498199	72.31
	Date wise Increase/ Decrease in promoters Share holding during the year Specifying the reasons for increase/ decrease (allotment/ transfer/ bonus/ sweat etc.)*		There is a change in the holding of Mr. Lalit Seth, promoter which is as per Note – I below
	At the end of the year	46513199	72.34

NOTE-I Details of Increase and Decrease in Promoters Shareholding

Sl. No	Name	Shareholding		Date of debit/ credit	Increase/ Decrease in shareholding	Reason	Cumulative shareholding during the year (01.04.2019- 31.03.2020)	
		No. of shares at the beginning (01.04.2019)/ end of the year (31.03.2020)	% of total shares of the company				No. of Shares	% of the total shares of the Company
1.	Mr. Lalit Seth	7809598	12.15	01.04.2019			7809598	12.15
				03.05.2019	15000	Market purchase	7824598	12.17
		7824598	12.17	31.03.2020			7824598	12.17

d) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):

Sl no	Name of the Share Holder	Shareholding at the beginning of the Year (01.04.2019)		Date	Increase/ Decrease in share holding	Reason	Cumulative Shareholding during the Year (01.04.2019 to 31.03.2020)	
		No of Shares	% of total shares of the company				No of Shares	% of total shares of the company
1	HDFC TRUSTEE CO LTD A/C HDFC HOUSING OPPORTUNITIES	3877376	6.03	01/04/2019			3877376	6.03
				20/03/2020	-853	Sale	3876523	6.03
				31/03/2020			3876523	6.03
2	EQ INDIA FUND	433000	0.67	01/04/2019			433000	0.67
				12/04/2019	327000	Purchase	760000	1.18

				29/11/2019	760000	Purchase	1520000	2.36
				29/11/2019	-760000	Sale	760000	1.18
				31/03/2020			760000	1.18
3	ELSAMMA JOSEPH.	344000	0.53	01/04/2019			344000	0.53
				05/04/2019	-12000	Sale	332000	0.52
				12/04/2019	-318000	Sale	14000	0.02
				23/08/2019	-14000	Sale	0	0.00
				31/03/2020			0	0.00
4	MY MONEY SECURITIES LTD.	343470	0.53	01/04/2019			343470	0.53
				05/04/2019	29000	Purchase	372470	0.58
				12/04/2019	-6000	Sale	366470	0.57
				19/04/2019	-500	Sale	365970	0.57
				26/04/2019	-20000	Sale	345970	0.54
				10/05/2019	10000	Purchase	355970	0.55
				24/05/2019	5000	Purchase	360970	0.56
				24/05/2019	-4000	Sale	356970	0.56
				31/05/2019	-13000	Sale	343970	0.53
				14/06/2019	2000	Purchase	345970	0.54
				21/06/2019	4000	Purchase	349970	0.54
				28/06/2019	-2000	Sale	347970	0.54
				12/07/2019	2000	Purchase	349970	0.54
				12/07/2019	-36000	Sale	313970	0.49
				02/08/2019	5000	Purchase	318970	0.50
				16/08/2019	-2000	Sale	316970	0.49
				23/08/2019	10000	Purchase	326970	0.51
				30/08/2019	-20692	Sale	306278	0.48
				06/09/2019	-4000	Sale	302278	0.47
				31/03/2020			302278	0.47
5	GANESH SRINIVASAN	299000	0.47	01/04/2019			299000	0.47
				31/03/2020			299000	0.47
6	BHARAT TAPARIA	258000	0.40	01/04/2019			258000	0.40
				31/03/2020			258000	0.40
7	NITIN KAPIL TANDON	159000	0.25	01/04/2019			159000	0.25
				31/03/2020			159000	0.25
8	EQUITY INTELLIGENCE INDIA PRIVATE LIMITED	75085	0.12	01/04/2019			75085	0.12
				05/04/2019	11665	Purchase	86750	0.13
				05/04/2019	-1750	Sale	85000	0.13
				14/06/2019	8700	Purchase	93700	0.15
				21/06/2019	-8700	Sale	85000	0.13
				12/07/2019	3042	Purchase	88042	0.14
				19/07/2019	1958	Purchase	90000	0.14
				26/07/2019	500	Purchase	90500	0.14
				02/08/2019	-4000	Sale	86500	0.13
				09/08/2019	-1500	Sale	85000	0.13
				06/09/2019	3000	Purchase	88000	0.14
				13/09/2019	-1250	Sale	86750	0.13
				20/09/2019	-1750	Sale	85000	0.13
				31/03/2020			85000	0.13
9	BHARAT KUNVERJI KENIA	0	0.00	01/04/2019			0	0.00
				31/05/2019	25000	Purchase	25000	0.04
				07/06/2019	32999	Purchase	57999	0.09
				14/06/2019	12001	Purchase	70000	0.11
				31/03/2020			70000	0.11
10	MEHAK INFRACON PRIVATE LIMITED	63000	0.10	01/04/2019			63000	0.10
				26/04/2019	10000	Purchase	73000	0.11
				12/07/2019	36000	Purchase	109000	0.17
				30/08/2019	15000	Purchase	124000	0.19
				06/09/2019	4000	Purchase	128000	0.20
				13/03/2020	-60000	Sale	68000	0.11
				27/03/2020	80000	Purchase	148000	0.23
				31/03/2020			148000	0.23

e) Shareholding of Directors and Key Managerial Personnel:

S.No.	Name of the Directors and KMPs	Shareholding				Date of change*	Increase/ (Decrease) in shareholding*	Reason	Cumulative Shareholding during the year (01.04.2019 to 31.03.2020)	
		No. of Shares		No. of Shares					No. of Shares	% of total Shares of the Company
		01.04.2019	31.03.2020	No. of Shares	% of Shares					
1.	Mr. Lalit Seth	7809598	12.15	7824598	12.17	03.05.2019	15000	Market purchase	7824598	12.17
2.	Mr. Rishi Seth	2231740	3.47	2231740	3.47	-	-	-	2231740	3.47
3.	Mr. Gautam Seth	2231740	3.47	2231740	3.47	-	-	-	2231740	3.47
4.	Mr. Chandra Prakash Jain	37500	0.06	37500	0.06	-	-	-	37500	0.06
5.	Mr. Jatinder Singh Sabharwal	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
6.	Mrs. Madhu Bala Nath	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
7.	Mr. Tarun Sehgal	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
8.	Mr. Jainul Haque	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
9.	Mr. Hargovind Sachdev	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
10.	Mr. Vivek Kumar	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
11.	Mr. Sudhir Barik	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

V) Indebtedness of the company including interest outstanding/ accrued but not due for payment

Sl. No	Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	(Amt. in Rs.)
					Total Indebtedness
A)	Indebtedness at the beginning of the financial year (as on 01.04.2019)				
i)	Principal Amount	4,816,074,787	-	-	4,816,074,787
ii)	Interest due but not paid	-	-	-	-
iii)	Interest accrued but not due	-	-	-	-
	Total (i+ii+iii)	4,816,074,787	-	-	4,816,074,787
B)	Change in Indebtedness during the financial year (2019-20)				
	Addition (B1)	640,280,347	-	-	640,280,347
	Reduction (B2)	-	-	-	-
	Net Change (B1-B2)	640,280,347	-	-	640,280,347
C)	Indebtedness at the end of the financial year (as on 31.03.2020)				
i)	Principal Amount	5,456,355,134	-	-	5,456,355,134
ii)	Interest due but not paid	-	-	-	-
iii)	Interest accrued but not due	-	-	-	-
	Total (i+ii+iii)	5,456,355,134	-	-	5,456,355,134

VI. Remuneration of directors and key managerial personnel

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Rs. In lakhs)

S. No.	Particulars of Remuneration	Name of MD/WTD/Manager				Total
		Mr. Lalit Seth	Mr. Rishi Seth	Mr. Gautam Seth	Mr. Chandra Prakash Jain	
		Chairman and Whole-time Director	Managing Director	Jt. Managing Director	Whole-time Director	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	381.36	158.94	158.94	150.77	850.01
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	0.40	0.40	0.40	0.40	1.60
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission	-	-	-	-	-
	- as % of profit	-	-	-	-	-
	- others, specify...	-	-	-	-	-
5	Others	-	-	-	-	-
	Total (A)	381.76	159.34	159.34	151.17	851.61

B. Remuneration to other Directors:

(Rs. In Lakhs)

SN.	Particulars of Remuneration	Name of Directors					Total Amount
		Mr. Tarun Sehgal	Mr. Jatinder Singh Sabharwal	Mrs. Madhu Bala Nath	Mr. Jainul Haque	Mr. Hargovind Sachdev	
1	Independent Directors						
	Fee for attending board/committee meetings	0.80	3.50	2.90	2.30	3.50	13.00
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	Total (1)	0.80	3.50	2.90	2.30	3.50	13.00
2	Other Non-Executive Directors	NA	NA	NA	NA	NA	
	Fee for attending board committee meetings	-	-	-	-	-	-
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	Total (2)	-	-	-	-	-	-
	Total (B)=(1+2)	0.80	3.50	2.90	2.30	3.50	13.00

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

(Rs. In Lakhs)

S. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Mr. Sudhir Barik	Mr. Vivek Kumar	
		CFO	CS	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	31.81	20.30	52.11
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	others, specify...	-	-	-
5	Others	-	-	-
	Total	31.81	20.30	52.11

VII. Penalties/ punishment/ compounding of offences: Nil [No penalties/punishment/compounding of offences were levied under the Companies Act, 2013.]

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. Company					
Penalty	NIL				
Punishment	NIL				
Compounding	NIL				
B. Directors					
Penalty	NIL				
Punishment	NIL				
Compounding	NIL				
C. Other officers in default					
Penalty	NIL				
Punishment	NIL				
Compounding	NIL				

For and on Behalf of the Board
For **HPL Electric & Power Limited****Lalit Seth**
Chairman
DIN: 00312007Date : 3rd September, 2020
Place : Noida