

**HPL Electric & Power Ltd**

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E-mail : hpl@hplindia.com

CIN No. : U74899DL1992PLC048945

September 28, 2017

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

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

Sub:- Proceedings of the 25th Annual General Meeting of HPL Electric & Power Limited


Dear Sir,

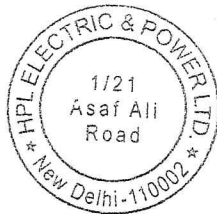
In reference with the captioned subject, we are submitting herewith the Gist of the Proceedings of the 25th Annual General Meeting (AGM) of the Company held on September 28, 2017, in terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your kind information and record.

Thanking You

Yours Faithfully
For HPL ELECTRIC & POWER LIMITED


Vivek Kumar
Company Secretary



Encl: As above

GIST OF THE PROCEEDINGS OF THE 25TH ANNUAL GENERAL MEETING

DATE, TIME AND VENUE OF THE MEETING:

The 25th Annual General Meeting (AGM) of the Members of HPL Electric & Power Limited ('the Company') was held on **Thursday, September 28, 2017 at 10.00 A.M.** at Palm Green Resort, 21/30, Bakoli, GT Karnal Road, Alipur, New Delhi- 110036, to transact the Ordinary and Special Business, as mentioned in the Notice dated August 14, 2017 of the 25th AGM.

Total 49 Members attended the meeting as per record of attendance.

BRIEF DETAILS OF DELIBERATIONS AT THE MEETING:

Mr. Lalit Seth, Chairman and Managing Director, chaired the Meeting and declared that the requisite quorum was present and called the Meeting to order. He introduced the Directors present at the dias. Thereafter, the Joint Managing Director delivered the speech on behalf of the Chairman.

With the consent of the members, the Notice convening the Annual General Meeting was taken as read. For the information of the members present in the meeting, the Chairman informed that the Register of Directors' and Key Managerial Personnel and their shareholding in terms of Section 170 read with Section 171 of the Companies Act, 2013, the Registers of Contracts in terms of Section 189 of Companies Act, 2013, the Directors' report with the annexures thereto for the financial year ended March 31, 2017 and the Auditors' Report for the year ended on that date, were made available for their inspection till the conclusion of the meeting.

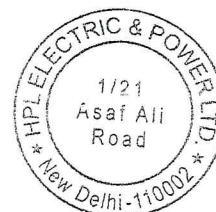
It was further informed that the Board of Directors had appointed Mr. Deepak Kukreja (FCS No. 4140) Partner DMK Associates as the Scrutinizer and Mrs. Monika Kohli (FCS No. 5480) Partner DMK Associates as the Alternate Scrutinizer, to scrutinize the remote e -voting and voting through ballot paper, in a fair and transparent manner.

The Chairman chaired, conducted and informed the objectives and implications of the below-mentioned matters as set out in the Notice of the 25th AGM. Thereafter, the business items as set out in the in the notice of 25th Annual General Meeting were put to vote through polling process and Scrutinizer was asked to conduct the voting through ballot paper .

The Authorised representatives of Scrutinizer have shown the empty Ballot boxes to the members and locked the same in the presence of witnesses of shareholders. Thereafter voting process commenced on the below mentioned 12 (twelve) resolutions as set out in the in the 25th Annual General Meeting.

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the Financial Year ended on March 31, 2017 together with the reports of the Board of Directors and the Auditors thereon. (Ordinary Resolution)
2. To declare final dividend of Rs. 1.50 per equity share for the Financial year ended March 31, 2017. (Ordinary Resolution)
3. To appoint a director in place of Mr. Gautam Seth (DIN: 00203405), who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)



4. To appoint M/s Kharbanda Associates, Chartered Accountants (Firm Registration No. 003456N) as Statutory Auditor of the Company and to fix their remuneration. (Ordinary Resolution)

Special Business:

5. Ratification of Remuneration to the Cost Auditors for the financial year 2017-18. (Ordinary Resolution)
6. Revision of Remuneration payable to Mr. Chandra Prakash Jain (DIN: 00311643), Whole Time Director of the Company. (Special Resolution)
7. Revision of remuneration payable to Mr. Vinod Ratan Gupta (DIN: 07401017), Whole Time Director of the Company. (Special Resolution)
8. Re-appointment of Mr. Jatinder Singh Sabharwal (DIN: 07364399) as an Independent Director of the Company for a second term. (Special Resolution)
9. Re-appointment of Mr. Tarun Sehgal (DIN: 07384592), as an Independent Director of the Company for a second term. (Special Resolution)
10. Re-appointment of Mr. Virender Kumar Bajaj (DIN: 07401106), as an Independent Director of the Company for a second term (Special Resolution)
11. Re-appointment of Mrs. Madhu Bala Nath (DIN: 01320110), as an Independent Director of the Company for a second term. (Special Resolution)
12. Re-appointment of Mr. Jainul Haque (DIN: 00004762), as an Independent Director of the Company for a second term. (Special Resolution)

The Chairman provided a fair opportunity to the members present to seek clarifications and/or offer their comments on the items. The queries raised by the members present, about the Company's business as well as on the resolutions, were duly replied by the Chairman and other Directors.

The details of voting procedure were explained to the members. It was informed that the Company had provided remote e-voting facility to the members which commenced at 10.00 A.M. on September 25, 2017 and ended at 5.00 P.M. on September 27, 2017 and that voting through ballot paper will be carried out at the Meeting. It was also informed that those shareholders who had already cast their votes through remote e-voting should not cast their vote again, otherwise their votes would be treated as invalid.

The members then cast their votes (who have not voted so far by remote e-voting) on the ballot papers and deposited the same in the ballot boxes placed at the meeting hall. The Chairman informed the members that the consolidated results for the remote e-voting and ballot voting would be announced within 48 hours and be intimated to the Stock Exchanges and posted on the website of the Company and Karvy Computershare Private Limited.

The Chairman thanked the members present and concluded the meeting at around 11:00 AM.

For HPL Electric & Power Limited



(Lalit Seth)

Chairman and Managing Director
DIN: 00312007

