



HPL Electric & Power Limited

CIN : L74899DL1992PLC048945

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

18th March, 2019

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

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

Sub:- Voting Results of the Postal Ballot along with the Consolidated Scrutinizers Report of HPL Electric & Power Limited

Dear Sir,

In reference with the captioned subject, we are submitting herewith the Voting Results of the Postal Ballot of the Company along with the Consolidated Scrutinizers Report dated 18th March, 2019, in terms of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your kind information and record.

Thanking You

Yours Faithfully
For HPL ELECTRIC & POWER LIMITED

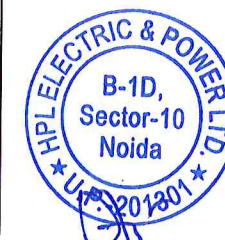
Vivek Kumar
Company Secretary

Encl: As above

Company Name	HPL ELECTRIC AND POWER LIMITED
Date of the AGM/EGM	
Total number of shareholders on record date	47860
No. of shareholders present in the meeting either in person or	
Promoters and Promoter Group:	NA
Public:	NA
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	0
Public:	0

Resolution required: (Ordinary/ Special)		SPECIAL - Special Resolution for the Re-appointment of Mr. Lalit Seth (DIN: 00312007) as the Chairman and Managing Director of the Company and to						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	46458199	46458199	100.0000	46458199	0	100.0000	0.0000
	Poll	46458199	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	46458199	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	4455113	3877376	87.0320	3877376	0	100.0000	0.0000
	Poll	4455113	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	4455113	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	13387174	12236	0.0914	4435	7801	36.2455	63.7544
	Poll	13387174	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	13387174	83	0.0006	83	0	100.0000	0.0000
Total		64300486	50347894	78.3010	50340093	7801	99.9845	0.0155

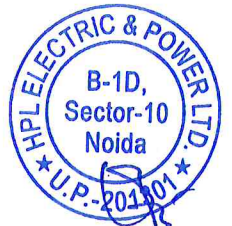
Resolution required: (Ordinary/ Special)		SPECIAL - Special Resolution for the Re-appointment of Mr. Rishi Seth (DIN: 00203469) as the Joint Managing Director of the Company and to fix his						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	46458199	46458199	100.0000	46458199	0	100.0000	0.0000
	Poll	46458199	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	46458199	0	0.0000	00	0	0.0000	0.0000



Public- Institutions	E-Voting	4455113	3877376	87.0320	3877376	0	100.0000	0.0000
	Poll	4455113	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	4455113	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	13387174	12281	0.0917	4432	7849	36.0882	63.9117
	Poll	13387174	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	13387174	83	0.0006	83	0	100.0000	0.0000
Total		64300486	50347939	78.3010	50340090	7849	99.9844	0.0156

Resolution required: (Ordinary/ Special)		SPECIAL - Special Resolution for the Re-appointment of Mr. Gautam Seth (DIN: 00203405) as the Joint Managing Director of the Company and to fix						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	46458199	46458199	100.0000	46458199	0	100.0000	0.0000
	Poll	46458199	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	46458199	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	4455113	3877376	87.0320	3877376	0	100.0000	0.0000
	Poll	4455113	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	4455113	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	13387174	12281	0.0917	4436	7845	36.1208	63.8791
	Poll	13387174	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	13387174	83	0.0006	13	70	15.6626	84.3373
Total		64300486	50347939	78.3010	50340024	7915	99.9843	0.0157

Resolution required: (Ordinary/ Special)		SPECIAL - Special Resolution for the Re-appointment of Mr. Chandra Prakash Jain (DIN: 00311643) as the Whole-time Director of the Company and to						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	46458199	46458199	100.0000	46458199	0	100.0000	0.0000
	Poll	46458199	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	46458199	0	0.0000	00	0	0.0000	0.0000



Public- Institutions	E-Voting	4455113	3877376	87.0320	3877376	0	100.0000	0.0000
	Poll	4455113	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	4455113	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	13387174	12351	0.0923	4515	7836	36.5557	63.4442
	Poll	13387174	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	13387174	83	0.0006	83	0	100.0000	0.0000
	Total	64300486	50348009	78.3011	50340173	7836	99.9844	0.0156

For HPL ELECTRIC & POWER LTD.



AUTHORISED SIGNATORY

GUPTA VINOD & COMPANY
Company Secretaries

Flat No 107, C-240,
Pandav Nagar, Delhi-92
vinod.gupta.k@gmail.com

REPORT OF SCRUTINIZER ON REMOTE E-VOTING & POSTAL BALLOT PROCESS
(Pursuant to section 108 & 110 of the Companies Act, 2013 and rule 20 & 22 of the
Companies (Management and Administration) Rules, 2014)

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

Dear Sir,

Subject : Consolidated Scrutinizer Report on Remote E-Voting and Postal Ballot process conducted pursuant to the provisions of section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014

The Board of Directors of HPL Electric & Power Limited ('the Company') have vide resolution passed on 13th February, 2019, decided to provide to the members of the Company, a facility to exercise their voting right on the resolution for:

1. Re-appointment of Mr. Lalit Seth (DIN: 00312007) as the Chairman and Managing Director of the Company and to fix his remuneration
2. Re-appointment of Mr. Rishi Seth (DIN: 00203469) as the Joint Managing Director of the Company and to fix his remuneration
3. Re-appointment of Mr. Gautam Seth (DIN: 00203405) as the Joint Managing Director of the Company and to fix his remuneration
4. Re-appointment of Mr. Chandra Prakash Jain (DIN: 00311643) as the Whole-time Director of the Company and to fix his remuneration

pursuant to the provisions of section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.

I, Vinod Kumar Gupta, Company Secretary in Practice, having membership no FCS 3648 and proprietor of M/s Gupta Vinod & Company, Company Secretaries, Delhi has been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on 13th February, 2019 as required under section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the remote e-voting and postal ballot process in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as aforesaid.

The Company had appointed Karvy Fintech Private Limited ("Karvy") as the service provider, for executing the facility of electronic voting to the shareholders of the Company.

The Management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and rules in relation to Remote e-Voting and Postal Ballot on the



resolutions mention above. My responsibilities as a scrutinizer is restricted to ensure that for Remote e-Voting and Postal Ballot process is conducted in a fair and transparent manner and make Scrutinizer's Report of the Votes cast "in favour" or "against" the resolutions state above, based on the postal ballots received and reports generated from the E-voting system provided by Karvy.

The Notice dated 13th February, 2019 was sent to the shareholders of the Company along with statement setting of material facts under section 102 of the Companies Act 2013.

The members of the Company holding shares on the cut off date i.e. 8th February, 2019 were entitled to vote on the resolutions proposed and as set out in the Postal Ballot Notice.

In this regard, I submit my report as under:

1. The E-Voting period remained open from Saturday, 16th February, 2019 (10.00 AM) to Sunday, 17th March, 2019 (5.00 P.M.).
2. At the end of the e-voting period, I have unblocked the electronic votes on 17th March, 2019 around 5.15 P.M in the presence of two witness Mr. Pushpit Bansal and Ms. Akansha, who are not in the employment of the Company.
3. The detail containing list of the shareholders who voted for or against each of the resolutions that were put to vote were downloaded from the e-voting website of karvy (<https://evoting.karvy.com>).
4. The Company dispatched postal ballot forms along with postage prepaid business reply envelope to its members whose name(s) appeared on the Register of Members / list of beneficiaries as on 8th February, 2019 to whose email IDs were not registered with Company.
5. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
6. The Postal Ballot box was opened on Monday, 18th March, 2019 at 10.30 A.M. in my presence.
7. The Postal Ballot forms were duly opened in my presence and scrutinized and the shareholding were matched / confirmed with the Register of Members of the Company / list of beneficiaries as on 8th February, 2019 being the cut-off date for dispatch of postal ballot notice.
8. All postal ballot forms received upto the close of working hours i.e. 5.00 P.M. on Sunday, 17th March, 2019, the last date and time fixed by the company for receipt of the forms, were considered for my scrutiny.
9. Envelopes containing postal ballot forms received after 17th March, 2019 were not considered for my scrutiny. Till the date of my report, I have not received any envelope after 5:00 PM on Sunday, 17th March, 2019.
10. I did not find any defaced or mutilated ballot paper.



11. I have scrutinized the vote cast through electronic means and through postal ballot process for the purpose of this report.

12. The particulars of all the votes cast by postal ballots as well as through e-voting process have been recorded in a register separately maintained for the purpose.

13. A summary of the E-Voting and Postal Ballot Process is given below:

S No	Particulars	No of Postal Ballot forms / E-voting options for Resolution No				Nos of Shares for Resolution Nos			
		1	2	3	4	1	2	3	4
1	Total Postal Ballot Forms received	13	13	13	13	83	83	83	83
2	Less Invalid Postal Ballot forms	-	-	-	-	-	-	-	-
3	Total Valid Postal Ballot forms received	13	13	13	13	83	83	83	83
4	Total E-Voting options received	63	64	64	64	50347883	50347928	50347928	50347928
5	Less Invalid/Abstain E-Voting	2	2	2	1	72	72	72	2
6	Total Valid E-voting option received	61	62	62	63	50347811	50347856	50347856	50347926
7	Total (1+2) Total Valid Votes received	74	75	75	76	50347894	50347939	50347939	50348009

14. The Result of E-Voting is given below:

S. No	Particulars of Resolution	Type of Resolution	Votes in favour	Votes in favour (in %)	Votes casted against	Vaotes casted against (%)
1	Re-appointment of Mr. Lalit Seth (DIN: 00312007) as the Chairman and Managing Director of the Company and to fix his remuneration	Special	50340010	99.985	7801	0.015
2	Re-appointment of Mr. Rishi Seth (DIN: 00203469) as the Joint Managing Director of the Company and to fix his remuneration.	Special	50340007	99.984	7849	0.016



3	Re-appointment of Mr. Gautam Seth (DIN: 00203405) as the Joint Managing Director of the Company and to fix his remuneration.	Special	50340011	99.984	7845	0.016
4	Re-appointment of Mr. Chandra Prakash Jain (DIN: 00311643) as the Whole-time Director of the Company and to fix his remuneration	Special	50340090	99.984	7836	0.016

15. The result of the Physical Postal Ballot Process is given below:

S. No	Particulars of Resolution	Type of Resolution	Votes in favour	Votes in favour (in %)	Votes casted against	Vaotes casted against (%)
1	Re-appointment of Mr. Lalit Seth (DIN: 00312007) as the Chairman and Managing Director of the Company and to fix his remuneration	Special	83	100	0	0
2	Re-appointment of Mr. Rishi Seth (DIN: 00203469) as the Joint Managing Director of the Company and to fix his remuneration.	Special	83	100	0	0
3	Re-appointment of Mr. Gautam Seth (DIN: 00203405) as the Joint Managing Director of the Company and to fix his remuneration.	Special	13	15.662	70	84.338
4	Re-appointment of Mr. Chandra Prakash Jain (DIN: 00311643) as the Whole-time Director of the Company and to fix his remuneration	Special	83	100	0	0

16. The Combined Result of E-Voting and Physical Postal Ballot Process is given below:

S. No	Particulars of Resolution	Type of Resolution	Votes in favour	Votes in favour (in %)	Votes casted against	Vaotes casted against (%)
1	Re-appointment of Mr. Lalit Seth (DIN: 00312007) as the Chairman and Managing Director of the Company and to fix his remuneration	Special	50340093	99.985	7801	0.015



2	Re-appointment of Mr. Rishi Seth (DIN: 00203469) as the Joint Managing Director of the Company and to fix his remuneration.	Special	50340090	99.984	7849	0.016
3	Re-appointment of Mr. Gautam Seth (DIN: 00203405) as the Joint Managing Director of the Company and to fix his remuneration.	Special	50340024	99.984	7915	0.016
4	Re-appointment of Mr. Chandra Prakash Jain (DIN: 00311643) as the Whole-time Director of the Company and to fix his remuneration	Special	50340173	99.984	7836	0.016

17. The Postal Ballot and all other papers relating to postal ballot including voting by electronic means shall remain in my custody till the chairman consider, approve and signs the minutes of the Postal Ballot process and the same will be handed over to the Company Secretary / Director authorized by the Board for safe keeping.

18. Result: All the resolutions have secured requisite majority of votes, the respective resolutions may be considered to have been passed. The Chairman / any other persons authorized by chairman may accordingly declare the result of voting

Thanking You

Yours Faithfully



(VINOD KUMAR GUPTA)

Scrutinizer

Company Secretary in Practice

Membership No FCS-3648, CP No 2148

Place: Noida

Dated : 18th March, 2019