

February 13, 2022

The Department of Corporate Services BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai – 400 001 BSE STOCK CODE: 517271	The Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Bandra (East) Mumbai – 400 051 NSE CODE: HBLPOWER
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Dear sir / madam,

OUTCOME OF THE BOARD MEETING ON FEBRUARY 13, 2022


Pursuant to Regulations 34(2), 47(1) and 53 of SEBI (LODR) Regulations, 2015, we wish to inform you that at a meeting of the Board of Directors of the Company held on February 13, 2022, inter-alia approved the following:

1. Unaudited financial results (standalone and consolidated) for the quarter ended on December 31, 2022, prepared pursuant to SEBI (LODR) Regulations, 2015. We hereby declare that pursuant to para 4.1 of SEBI Circular No. CIR/CFD/CMD/56/2016 dated May 27, 2016 the limited review report of the auditors for the quarter was with unmodified opinion.
2. The proposal of investment not exceeding Rs.150 Crores (Rupees one hundred fifty crores) in Tonbo Imaging. A detailed note is appended.
3. Appointment of Mr. E. Sai Ram as Chief Financial Officer (KMP) of the Company with effect from March 31, 2023.
4. Appointment of Mr. G B S Naidu as General Manager (Finance) & Company Secretary (KMP) of the Company with effect from April 01, 2023 in place of Mr. MVSS Kumar who retires on March 31, 2023.

The meeting was commenced at 11:15 a.m. and ended at 01:25 p.m.

This is for your information and record.

Yours faithfully
For HBL Power Systems Limited


MVSS Kumar
Company Secretary



Regd. Office :

HBL Power Systems Limited
Road No.10, Banjara Hills, Hyderabad - 500 034.
Website : www.hbl.in

**HBL enlarges its presence in defence electronics manufacturing
with equity Investment in Tonbo Imaging**

" HBL has agreed to invest up to INR 150 cr in Tonbo Imaging India Pvt Ltd, a leading Electro-optic solutions provider for defence applications, in the form of CCPS. HBL will also make a nominal investment in Tonbo Singapore. This investment is subject to the execution of agreements, spread over 3 tranches, linked to fulfilment of customary conditions precedents as well as closing conditions and is expected to be concluded over the next 6 months. Depending on the various parameters applicable to the valuation conditions, on final conversion, HBL will own 35.96% at floor valuation and 34.46% at cap valuation".

Tonbo Imaging is an Indian company that indigenously designs and manufactures electro-optics and imaging systems for surveillance, reconnaissance and targeting. The ability to see better at night and over longer ranges to effectively engage targets, is a much needed and sought-after technology. Tonbo is recognized as a supplier of advanced electro-optics systems with field proven deployments in over 25 countries. It is also a supplier to the Indian Ministries of Defence and Home Affairs.

Electro-optics and imaging subsystems are "the eyes" and "the brain" of surveillance platforms and weapon systems. Tonbo Imaging has been a pioneer in computational imaging and machine learning- driven image acquisition. Tonbo's technology combines fundamental innovations in the image acquisition process along with powerful computer vision algorithms to support superior imaging and scene interpretation for a wide range of applications. Tonbo leverages the computing power of consumer electronics hardware to build systems that outperform existing technology in size, weight, power and cost.

"HBL sees in Tonbo the intellectual property strategy and development capabilities that we have been searching for in the area of defence electronics", said Dr. AJ Prasad the founder and Chairman of HBL. "Tonbo's vision to be an OEM, in a technologically challenging domain where much bigger Indian companies are satisfied with being systems integrators, resonates with HBL's vision and strengthens both companies by enlarging the product range offered to customers".

Over the last 10 years, Tonbo Imaging has built a large portfolio of products addressing the needs of land, air, and missile systems. It counts among its customers, global military forces, special forces and international Tier I defense manufacturers supplying them with products ranging from tactical thermal sights to precision stabilized surveillance payloads and missile seekers. Tonbo's growth has been driven by increased demand from both developed and emerging markets that are looking to modernize their military equipment. Tonbo's products offer these markets the sophistication they need for today's modern battlefield. Tonbo has amongst its backers a marquee group of deep technology investors – Artiman Ventures, Celesta, Qualcomm and Edelweiss.

Dr Arvind Lakshmikumar, founder and CEO of Tonbo said: "Tonbo provides the complete stack of sensing and processing solutions to enable autonomy in defence operations. Tonbo will use the investment from HBL to continue expanding its global reach in defense markets and accelerate product innovation in large-scale end-platforms. In addition to the equity investment, HBL brings to the partnership its comprehensive manufacturing infrastructure for electronics, mechanical systems, assembly and testing. This will help Tonbo to deliver products to match the rapid growth in our order book".



OTHER INFORMATION ON PROPOSED INVESTMENT:

1. Brief background about the entity:

Incorporation details :

Name of the Company (Target Company): Tonbo Imaging India Private Limited, incorporated on December 18, 2003 with CIN No. U74140KA2003PTC033043. The employee strength of the Company is 110.

History of turnover

Financial Year	Turnover (INR Crs)
2022-2023 (9 months)	36.90
2021-2022	21.00
2020-2021	23.50
2019-2020	54.70

2. Objects and effects of investment: HBL has a strong presence in defence through its product portfolio in batteries, fuzes and electronic systems. The investment in Tonbo allows HBL to expand its defense business with a larger portfolio of key technology components and products that are in high demand for military and homeland security upgradations in India and other emerging markets.
3. The proposed investment will be within the prescribed conditions of applicable regulations and therefore does not require specific approvals from any regulatory authority / government.
4. The proposed investment would not fall within the definition of related party transactions.
5. Investment in Tonbo will be completed within 6 months from the date of execution of agreements.
6. Cost of investment
The total investment by HBL is INR 150 cr. The consideration/swap will be in cash consideration only.
7. The Company does not have any shareholding in Tonbo.



SI No.2 and 3 of announcement - Details of Key Managerial Personnel**Chief Financial Officer**

Name of the appointee	Mr. E Sai Ram
Reason for change viz. appointment, resignation, removal, death or otherwise;	Post retirement of earlier CFO on September 30, 2022, the position was required to be filled-up within a period of six months as per the provisions of Section 203(4) of the Companies Act, 2013.
Date of appointment/cessation (as applicable) & term of appointment;	Date of appointment : March 31, 2023 Terms of appointment is to discharge the functions normally required to be executed by a CFO.
Brief profile (in case of appointment);	Mr. E Sai Ram is a qualified CPA (USA) from State Board of Accountancy, Arizona, USA, a Member of Institute of Company Secretaries of India (ICSI), Law graduate from Osmania University, Hyderabad; and a Chartered Accountant. He is having A dynamic and versatile leader with around 30 years of commendable contribution in areas of Financial Accounting & Reporting, implementation of various systems and automation of financial processes.
Disclosure of relationships between directors (in case of appointment of a director).	Mr.E Sai Ram is not related to any of the Directors of the Company.

Company Secretary

Name of the appointee	Mr. G B S Naidu
Reason for change viz. appointment, resignation, removal, death or otherwise;	Mr. MVSS Kumar would retire from services of the Company on March 31, 2023. From April 01, 2023, Mr. G B S Naidu would be occupying the position of Company Secretary.
Date of appointment/cessation (as applicable) & term of appointment;	April 01, 2023 Mr. G B S Naidu is presently designated as General Manager (Finance) in the Company. He has been holding the requisite qualification for occupying the position of Company Secretary and shall be responsible to discharge the functions normally required to be executed by a Company Secretary.
Brief profile (in case of appointment);	Mr. G B S Naidu is a Cost Accountant and Company Secretary having experience of more than 31 years in finance, accounts and secretarial matters in various manufacturing and infrastructure companies.
Disclosure of relationships between directors (in case of appointment of a director).	Mr. G B S Naidu is not related to any of the Directors of the Company.

