



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

24th December, 2021

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 24th December, 2021, 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

Voting Results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Company Name	HPL ELECTRIC & POWER LIMITED
Date of the AGM/EGM	Postal Ballot
Total number of shareholders on record date	63,750
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group:	
Public:	

Resolution required: (Ordinary/ Special)	SPECIAL - Appointment of Mr. Dhruv Goyal (DIN: 06963262) as the Independent Director of the Company for the second term.							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
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	46718829	46597329	99.7399	46597329	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
Public- Institutions	E-Voting	845215	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
Public- Non Institutions	E-Voting	16736442	32695	0.1954	27606	5089	84.4349	15.5651
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	64300486	46630024	72.5189	46624935	5089	99.9891	0.0109

For HPL ELECTRIC & POWER LIMITED

Chairman

GUPTA VINOD & COMPANY
Company Secretaries

Flat No 107, C-240,
Pandav Nagar, Delhi-92
vinod.gupta.k@gmail.com
Tel 9312230937

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
CIN L74899DL1992PLC048945
1/20, Asaf Ali Road
New Delhi 110002

Dear Sir,

Subject : 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

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 10th November, 2021 for scrutinizing postal ballot which was conducted only through electronic means in respect of the resolution contained in the postal ballot notice dated 10th November, 2021 in a fair and transparent manner and for ascertaining the requisite majority for the resolution proposed to be passed in terms of 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 (as amended) and in terms of the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and General Circular No. 10/2021 dated June 23, 2021, in relation to "clarification on passing of ordinary and special resolutions by company under the Companies Act, 2013 and rules made thereunder on account of the threat posed by COVID-19" issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, ("Listing regulations") on the following resolution as set-out in the notice of Postal Ballot:



Resolution 1: Special Resolution

Appointment of Mr. Dhruv Goyal (Din: 06963262) as the Independent Director of the company for the second term

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV of the Companies Act, 2013 read with the Rules made thereunder and other applicable provisions, if any, provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company and on the recommendation of the Board, Mr. Dhruv Goyal (DIN: 06963262), who meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company for the further period of 5 consecutive years w.e.f. 12th November, 2021 and shall not be liable to retire by rotation.”

I submit my report as under:

1. The Management of the Company is responsible to ensure the compliance with the requirements of the Act, and Rules made thereunder including MCA General Circulars issued by the MCA in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, have advised the companies to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/e-voting in accordance with the provisions of the Companies Act 2013 and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue and SEBI Listing Regulation, relating to postal ballot process conducted through electronic means.
2. The Company has informed that on the basis of Register of Members/ list of Beneficial Owners as received from the Depositories, it has completed dispatch of Notice of Postal Ballot on Tuesday, November 23, 2021 by E-mail (who had registered their email ids). This is in compliance with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and General Circular No. 10/2021 dated June 23, 2021 ("General Circulars") issued by the Ministry of Corporate Affairs (the "MCA").
3. My responsibility as a Scrutinizer was to ensure that the e-voting process is conducted in a fair and transparent manner and render Scrutinizer's Report of the total votes cast in favour or against if any, to the Company Secretary on the above mentioned resolution
4. The Company has availed the services of KFin Technologies Private Limited, Registrar and Transfer Agents of the Company ("KFin" or "RTA"), to provide e-voting facilities to the members of the Company.



5. Voting rights was reckoned on the paid-up value of equity shares registered in the name of the Members as on the "cut-off date" i.e., Friday, November 19, 2021.
6. The E-Voting period remained open from Wednesday, November 24, 2021 at 9:00 A.M. (IST) to Thursday, December 23, 2021 at 5:00 P.M. (IST) at the e-voting platform on the designated website of Kfin i.e (<https://evoting.kfintech.com>) and e-voting facility was blocked forthwith thereafter.
7. I have monitored the process of e-voting through the scrutinizer's secured link provided by KFin on the designated website (<https://evoting.kfintech.com>).
8. Due to COVID-19 and provisions of MCA General Circulars mentioned above, physical ballot was not dispatched and in terms of the General Circulars, the Company has sent Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository / depository participants. This Postal Ballot has been conducted in compliance with the MCA General Circulars.
9. On completion of e-voting period, I have unblocked the electronic votes on December 23, 2021 around 5.05 P.M in the presence of two witnesses Ms. Akansha and Ms. Payal who are not in the employment of the Company.
10. The detail containing list of the shareholders who voted for or against the resolution that was put to vote was downloaded from the e-voting website of KFin (<https://evoting.kfintech.com>).
11. Since there was no voting by physical postal ballot forms, the question of keeping them under my safe custody before commencing the scrutiny does not arise.
12. I have scrutinized the vote cast through electronic means for the purpose of this report.
13. Based on the above-mentioned process, the scrutiny was completed and a summary of the votes casted through e-votes are given below:

Particulars	E-Voting		
	Nos of members voted through e-voting system	Nos of Votes cast through e-voting system	% of Total paid-up equity capital as on cut-off date
Total E-Votes received	190	46630844	72.520
Less : Invalid E-Votes	0	0	0
Net valid E-Votes	190	46630844	72.520



E-votes with assent for the resolution as a percentage of net valid e-votes	169	46624935	99.987
E-votes with dissent for the resolution as a percentage of net valid e-votes	17	5089	0.011
E-votes with abstain for the resolution as a percentage of net valid e-votes	4	820	0.002

14. I have emailed all the e-register and records relating to E-Voting for the safe custody to Company Secretary.

15. **Result:** Based on the above e-voting, I confirm that the above resolution have been passed as Special Resolution with requisite majority. 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

UDIN F003648C001896671

Place: Delhi

Dated : 24th December, 2021