

FORM NO. MGT-9**Extract of Annual Return****as on the Financial Year ended 31st March, 2019***[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 |
| vii) | Name, Address and Contact details of Registrar and Transfer Agent, if any | Karvy Fintech Private Limited Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District - Nanakramguda, Hyderabad- 500 032, Telangana, India Toll Free no.: 1800-345-4001 / Fax: (+91 40) 23001135 E-mail: einward.ris@karvy.com Website: www.karisma.karvy.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 | 50.25 |
| 2 | Switchgear | 2710 | 20.59 |
| 3 | Lighting & Electronics | 2740 | 19.20 |
| 4 | Cables | 2732 | 9.96 |

* 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 01/04/2018 | | | | NO. OF SHARES HELD AT THE END OF THE YEAR 31/03/2019 | | | | % 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 | 14299676 | 0 | 14299676 | 22.24 | 14406176 | 0 | 14406176 | 22.40 | 0.16 |
| (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) : | 46391699 | 0 | 46391699 | 72.15 | 46498199 | 0 | 46498199 | 72.31 | 0.16 |
| (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) | 46391699 | 0 | 46391699 | 72.15 | 46498199 | 0 | 46498199 | 72.31 | 0.16 |
| (B) | PUBLIC SHAREHOLDING | | | | | | | | | |
| (1) | INSTITUTIONS | | | | | | | | | |
| (a) | Mutual Funds /UTI | 3985136 | 0 | 3985136 | 6.20 | 3877376 | 0 | 3877376 | 6.03 | -0.17 |
| (b) | Financial Institutions /Banks | 50269 | 0 | 50269 | 0.08 | 40798 | 0 | 40798 | 0.06 | -0.02 |
| (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 | 23726 | 0 | 23726 | 0.04 | 22251 | 0 | 22251 | 0.03 | -0.01 |
| (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 | | | | | | | | | |
| | ALTERNATIVE INVESTMENT FUND | 200000 | 0 | 200000 | 0.31 | 491191 | 0 | 491191 | 0.76 | 0.45 |
| | Sub-Total B(1) : | 4259131 | 0 | 4259131 | 6.63 | 4431616 | 0 | 4431616 | 6.89 | 0.26 |
| (2) | NON-INSTITUTIONS | | | | | | | | | |
| (a) | Bodies Corporate | 1935556 | 0 | 1935556 | 3.01 | 1359595 | 0 | 1359595 | 2.11 | -0.90 |
| (b) | Individuals | | | | | | | | | |
| | (i) Individuals holding nominal share capital upto Rs.1 lakh | 7366197 | 60 | 7366257 | 11.46 | 8174092 | 1 | 8174093 | 12.71 | 1.25 |
| | (ii) Individuals holding nominal share capital in excess of Rs.1 lakh | 2156819 | 0 | 2156819 | 3.35 | 1614479 | 0 | 1614479 | 2.51 | -0.84 |

| CATEGORY CODE | CATEGORY OF SHAREHOLDER | NO. OF SHARES HELD AT THE BEGINNING OF THE YEAR 01/04/2018 | | | | NO. OF SHARES HELD AT THE END OF THE YEAR 31/03/2019 | | | | % 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) |
| (c) | Others | | | | | | | | | |
| | CLEARING MEMBERS | 85308 | 0 | 85308 | 0.13 | 96973 | 0 | 96973 | 0.15 | 0.02 |
| | DIRECTORS | 37500 | 0 | 37500 | 0.06 | 37500 | 0 | 37500 | 0.06 | 0.00 |
| | NBFC | 28139 | 0 | 28139 | 0.04 | 55717 | 0 | 55717 | 0.09 | 0.05 |
| | NON RESIDENT INDIANS | 1548350 | 0 | 1548350 | 2.41 | 1541584 | 0 | 1541584 | 2.40 | -0.01 |
| | NRI NON-REPATRIATION | 491727 | 0 | 491727 | 0.76 | 490230 | 0 | 490230 | 0.76 | 0.00 |
| | TRUSTS | 0 | 0 | 0 | 0.00 | 500 | 0 | 500 | 0.00 | 0.00 |
| (d) | Qualified Foreign Investor | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| | Sub-Total B(2) : | 13649596 | 60 | 13649656 | 21.22 | 13370670 | 1 | 13370671 | 20.79 | 0.43 |
| | Total B=B(1)+B(2) : | 17908727 | 60 | 17908787 | 27.85 | 17802286 | 1 | 17802287 | 27.69 | 0.17 |
| | Total (A+B) : | 64300426 | 60 | 64300486 | 100.00 | 64300485 | 1 | 64300486 | 100.00 | |
| (C) | Shares held by custodians, against which | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| | Depository Receipts have been issued | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 |
| (1) | Promoter and Promoter Group | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 00.00 |
| (2) | Public | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| | GRAND TOTAL (A+B+C) : | 64300426 | 60 | 64300486 | 100.00 | 64300485 | 1 | 64300486 | 100.00 | |

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 | 7703098 | 11.98 | 0 | 7809598 | 12.15 | 0 | 0.17 |
| 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 | 46391699 | 72.15 | 0 | 46498199 | 72.31 | 0 | 0.17 |

* Pursuant to the Scheme of Amalgamation duly approved by the Hon'ble National Company Law Tribunal (NCLT), Chandigarh Bench via its Order dated 3rd July, 2018, LK HPL private Limited, Amerex India Private Limited and HPL Projects Portfolio Private Limited (Transferor Companies) have got merged with HPL India Limited (Transferee Company). The Scheme became effective from the appointed date i.e. 1st April, 2016.

c) Change in Promoters' Shareholding

| Sr. No. | Promoter | Shareholding at the beginning of the Year as on 01.04.2018 | | Cumulative shareholding during the year (01.04.2018- 31.03.2019) | |
|---------|--|--|--------------------------------------|---|--------------------------------------|
| | | No. of Shares | % of the total shares of the Company | No. of Shares | % of the total shares of the Company |
| | At the beginning of the year | 46391699 | 72.15 | 46391699 | 72.15 |
| | 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 | 46498199 | 72.31 | 46498199 | 72.31 |

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 (01.04.2018- 31.03.2019) | |
|--------|----------------|---|----------------------------------|----------------------|------------------------------------|-----------------|--|--------------------------------------|
| | | No. of shares at the beginning (01.04.2018)/ end of the year (31.03.2019) | % of total shares of the company | | | | No. of Shares | % of the total shares of the Company |
| 1. | Mr. Lalit Seth | 7703098 | 11.98 | 01.04.2018 | | | 7703098 | 11.98 |
| | | | | 16.11.2018 | 56500 | Market purchase | 7759598 | 12.07 |
| | | | | 07.12.2018 | 10000 | Market purchase | 7769598 | 12.08 |
| | | | | 01.03.2019 | 40000 | Market purchase | 7809598 | 12.15 |
| | | 7809598 | 12.15 | 31.03.2019 | | | 7809598 | 12.15 |

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

| Slno | Name of the Share Holder | Shareholding at the beginning of the Year | | Date | Increase/ Decrease in share holding | Reason | Cumulative Shareholding during the Year | |
|------------|--|---|----------------------------------|------------|-------------------------------------|----------|---|----------------------------------|
| | | 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 | 01/04/2018 | | | 3877376 | 6.03 |
| | | | | 31/03/2019 | | | 3877376 | 6.03 |
| 2 | AJAY UPADHYAYA | 836000 | 1.30 | 01/04/2018 | | | 836000 | 1.30 |
| | | | | 25/05/2018 | -90000 | Sale | 746000 | 1.16 |
| | | | | 20/07/2018 | -120985 | Sale | 625015 | 0.97 |
| | | | | 27/07/2018 | -208039 | Sale | 416976 | 0.65 |
| | | | | 03/08/2018 | -16976 | Sale | 400000 | 0.62 |
| | | | | 24/08/2018 | -35404 | Sale | 364596 | 0.57 |
| | | | | 31/08/2018 | -21096 | Sale | 343500 | 0.53 |
| | | | | 14/09/2018 | -18639 | Sale | 324861 | 0.51 |
| | | | | 21/09/2018 | -46861 | Sale | 278000 | 0.43 |
| | | | | 28/09/2018 | -18245 | Sale | 259755 | 0.40 |
| | | | | 05/10/2018 | -17274 | Sale | 242481 | 0.38 |
| | | | | 12/10/2018 | -8431 | Sale | 234050 | 0.36 |
| | | | | 02/11/2018 | -42211 | Sale | 191839 | 0.30 |
| | | | | 09/11/2018 | -7073 | Sale | 184766 | 0.29 |
| | | | | 16/11/2018 | 234 | Purchase | 185000 | 0.29 |
| | | | | 30/11/2018 | -4823 | Sale | 180177 | 0.28 |
| | | | | 07/12/2018 | -12480 | Sale | 167697 | 0.26 |
| 14/12/2018 | -14672 | Sale | 153025 | 0.24 | | | | |
| 21/12/2018 | -32299 | Sale | 120726 | 0.19 | | | | |
| 28/12/2018 | -33000 | Sale | 87726 | 0.14 | | | | |
| 04/01/2019 | -11200 | Sale | 76526 | 0.12 | | | | |
| 11/01/2019 | -20234 | Sale | 56292 | 0.09 | | | | |
| 15/02/2019 | -17614 | Sale | 38678 | 0.06 | | | | |
| 22/02/2019 | -38678 | Sale | 0 | 0.00 | | | | |
| | | | 0 | 0.00 | | | | |
| | | | 31/03/2019 | | | | 0 | 0.00 |

| Slno | Name of the Share Holder | Shareholding at the beginning of the Year | | Date | Increase/ Decrease in share holding | Reason | Cumulative Shareholding during the Year | |
|------------|---|---|----------------------------------|------------|---|----------|---|----------------------------------|
| | | No of Shares | % of total shares of the company | | | | No of Shares | % of total shares of the company |
| 3 | ELSAMMA JOSEPH | 344000 | 0.53 | 01/04/2018 | | | 344000 | 0.53 |
| | | | | 31/03/2019 | | | 344000 | 0.53 |
| 4 | ABHINANDAN LEASING AND FINANCE PVT LTD | 300000 | 0.47 | 01/04/2018 | | | 300000 | 0.47 |
| | | | | 06/04/2018 | -40000 | Sale | 260000 | 0.40 |
| | | | | 20/04/2018 | -134623 | Sale | 125377 | 0.19 |
| | | | | 27/04/2018 | -125377 | Sale | 0 | 0.00 |
| | | | | 31/03/2019 | | | 0 | 0.00 |
| 5 | TRANSPARENT SHARES & SECURITIES PVT LTD | 290166 | 0.45 | 01/04/2018 | | | 290166 | 0.45 |
| | | | | 06/04/2018 | 5926 | Purchase | 296092 | 0.46 |
| | | | | 06/04/2018 | -51192 | Sale | 244900 | 0.38 |
| | | | | 13/04/2018 | -30935 | Sale | 213965 | 0.33 |
| | | | | 04/05/2018 | -200 | Sale | 213765 | 0.33 |
| | | | | 11/05/2018 | 200 | Purchase | 213965 | 0.33 |
| | | | | 11/05/2018 | -50217 | Sale | 163748 | 0.25 |
| | | | | 18/05/2018 | -200 | Sale | 163548 | 0.25 |
| | | | | 25/05/2018 | -22561 | Sale | 140987 | 0.22 |
| | | | | 01/06/2018 | 1147 | Purchase | 142134 | 0.22 |
| | | | | 01/06/2018 | -115778 | Sale | 26356 | 0.04 |
| | | | | 08/06/2018 | -4782 | Sale | 21574 | 0.03 |
| | | | | 15/06/2018 | -1869 | Sale | 19705 | 0.03 |
| | | | | 22/06/2018 | -1000 | Sale | 18705 | 0.03 |
| | | | | 29/06/2018 | -8115 | Sale | 10590 | 0.02 |
| | | | | 06/07/2018 | -1500 | Sale | 9090 | 0.01 |
| | | | | 10/08/2018 | -100 | Sale | 8990 | 0.01 |
| | | | | 31/08/2018 | -100 | Sale | 8890 | 0.01 |
| | | | | 28/09/2018 | -2000 | Sale | 6890 | 0.01 |
| | | | | 05/10/2018 | -1000 | Sale | 5890 | 0.01 |
| 12/10/2018 | -2350 | Sale | 3540 | 0.01 | | | | |
| 23/11/2018 | -40 | Sale | 3500 | 0.01 | | | | |
| 18/01/2019 | -1000 | Sale | 2500 | 0.00 | | | | |
| 08/03/2019 | -200 | Sale | 2300 | 0.00 | | | | |
| 29/03/2019 | -1000 | Sale | 1300 | 0.00 | | | | |
| | | | | 31/03/2019 | | | 1300 | 0.00 |
| 6 | BHARAT TAPARIA | 258000 | 0.40 | 01/04/2018 | | | 258000 | 0.40 |
| | | | | 31/03/2019 | | | 258000 | 0.40 |

| Slno | Name of the Share Holder | Shareholding at the beginning of the Year | | Date | Increase/ Decrease in share holding | Reason | Cumulative Shareholding during the Year | |
|------|--------------------------|---|--|------------|---|----------|---|--|
| | | No of Shares | % of total shares of the company | | | | No of Shares | % of total shares of the company |
| 7 | MY MONEY SECURITIES LTD | 251000 | 0.39 | 01/04/2018 | | | 251000 | 0.39 |
| | | | | 06/04/2018 | 39056 | Purchase | 290056 | 0.45 |
| | | | | 13/04/2018 | 13500 | Purchase | 303556 | 0.47 |
| | | | | 20/04/2018 | 12016 | Purchase | 315572 | 0.49 |
| | | | | 27/04/2018 | -15000 | Sale | 300572 | 0.47 |
| | | | | 18/05/2018 | 5000 | Purchase | 305572 | 0.48 |
| | | | | 18/05/2018 | -10000 | Sale | 295572 | 0.46 |
| | | | | 25/05/2018 | 1000 | Purchase | 296572 | 0.46 |
| | | | | 08/06/2018 | 5000 | Purchase | 301572 | 0.47 |
| | | | | 29/06/2018 | 5828 | Purchase | 307400 | 0.48 |
| | | | | 13/07/2018 | -5000 | Sale | 302400 | 0.47 |
| | | | | 20/07/2018 | 4000 | Purchase | 306400 | 0.48 |
| | | | | 27/07/2018 | 3500 | Purchase | 309900 | 0.48 |
| | | | | 03/08/2018 | 37500 | Purchase | 347400 | 0.54 |
| | | | | 10/08/2018 | -500 | Sale | 346900 | 0.54 |
| | | | | 24/08/2018 | 5000 | Purchase | 351900 | 0.55 |
| | | | | 31/08/2018 | -34000 | Sale | 317900 | 0.49 |
| | | | | 29/09/2018 | -16500 | Sale | 301400 | 0.47 |
| | | | | 09/11/2018 | 25000 | Purchase | 326400 | 0.51 |
| | | | | 16/11/2018 | -25000 | Sale | 301400 | 0.47 |
| | | | | 23/11/2018 | 11836 | Purchase | 313236 | 0.49 |
| | | | | 30/11/2018 | -1836 | Sale | 311400 | 0.48 |
| | | | | 07/12/2018 | -9900 | Sale | 301500 | 0.47 |
| | | 01/02/2019 | 216 | Purchase | 301716 | 0.47 | | |
| | | 08/02/2019 | 375 | Purchase | 302091 | 0.47 | | |
| | | 01/03/2019 | -8691 | Sale | 293400 | 0.46 | | |
| | | 08/03/2019 | 10000 | Purchase | 303400 | 0.47 | | |
| | | 15/03/2019 | 12000 | Purchase | 315400 | 0.49 | | |
| | | 15/03/2019 | -10000 | Sale | 305400 | 0.47 | | |
| | | 22/03/2019 | 8000 | Purchase | 313400 | 0.49 | | |
| | | 29/03/2019 | 30070 | Purchase | 343470 | 0.53 | | |
| | | 31/03/2019 | | | 343470 | 0.53 | | |
| 8 | GANESH SRINIVASAN | 206750 | 0.32 | 01/04/2018 | | | 206750 | 0.32 |
| | | | | 01/06/2018 | 20250 | Purchase | 227000 | 0.35 |
| | | | | 27/07/2018 | 72000 | Purchase | 299000 | 0.47 |
| | | | | 31/03/2019 | | | 299000 | 0.47 |
| 9 | EQ INDIA FUND | 200000 | 0.31 | 01/04/2018 | | | 200000 | 0.31 |
| | | | | 01/06/2018 | 140000 | Purchase | 340000 | 0.53 |
| | | | | 10/08/2018 | 68000 | Purchase | 408000 | 0.63 |
| | | | | 17/08/2018 | 25000 | Purchase | 433000 | 0.67 |
| | | | | 31/03/2019 | | | 433000 | 0.67 |
| 10 | NITIN TANDON | 159000 | 0.25 | 01/04/2018 | | | 159000 | 0.25 |
| | | | | 31/03/2019 | | | 159000 | 0.25 |

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 (01.04.2018 to 31.03.2019) | |
|---------------|--------------------------------|---------------|-------------|----------------|-------|-----------------|---------------------------------------|-----------------|--|----------------------------------|
| | | No. of Shares | | | | | | | No. of Shares | % of total Shares of the Company |
| | | April 1, 2018 | | March 31, 2019 | | | | | | |
| No. of Shares | % of Shares | No. of Shares | % of Shares | | | | | | | |
| 1 | Mr. Lalit Seth | 7703098 | 11.98 | 7809598 | 12.15 | 16.11.2018 | 56500 | Market purchase | 7809598 | 12.15 |
| | | | | | | 07.12.2018 | 10000 | Market purchase | | |
| | | | | | | 01.03.2019 | 40000 | Market purchase | | |
| 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. Vinod Ratan Gupta* | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| 6. | Mr. Jatinder Singh Sabharwal | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| 7. | Mrs. Madhu Bala Nath | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| 8. | Mr. Tarun Sehgal | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| 9. | Mr. Jainul Haque | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| 10. | Mr. Hargovind Sachdev | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| 11. | Mr. Vivek Kumar | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| 12. | Mr. Sudhir Barik | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |

* Mr. Vinod Ratan Gupta ceased to be the Whole-time Director/Director of the Company w.e.f. 21st January, 2019.

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

(Amt. in Rs.)

| Sl. No | Particulars | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|-----------|---|----------------------------------|------------------------|----------|----------------------|
| A) | Indebtedness at the beginning of the financial year (as on 01.04.2018) | | | | |
| | i) Principal Amount | 3,376,066,176 | 1,000,000,000 | - | 4,376,066,176 |
| | ii) Interest due but not paid | - | - | - | - |
| | iii) Interest accrued but not due | - | - | - | - |
| | Total (i+ii+iii) | 3,376,066,176 | 1,000,000,000 | - | 4,376,066,176 |
| B) | Change in Indebtedness during the financial year (2018-19) | | | | |
| | Addition (B1) | 1,440,008,611 | - | - | 1,440,008,611 |
| | Reduction (B2) | - | (1,000,000,000) | - | (1,000,000,000) |
| | Net Change (B1-B2) | 1,440,008,611 | (1,000,000,000) | - | 440,008,611 |
| C) | Indebtedness at the end of the financial year (as on 31.03.2019) | | | | |
| | 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 |

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 | Mr. Vinod Ratan Gupta* | |
| | | Chairman and Managing Director | Jt. Managing Director | Jt. Managing Director | Whole-time Director | Whole-time Director | |
| 1 | Gross salary | | | | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 375.07 | 156.32 | 156.32 | 151.27 | 103.54 | 942.52 |
| | (b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961 | 0.40 | 0.40 | 0.40 | 0.40 | 0.37 | 1.97 |
| | (c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961 | - | - | - | - | - | - |
| 2 | Stock Option | - | - | - | - | - | - |
| 3 | Sweat Equity | - | - | - | - | - | - |
| | Commission | - | - | - | - | - | - |
| 4 | - as % of profit | - | - | - | - | - | - |
| | - others, specify... | - | - | - | - | - | - |
| 5 | Others | - | - | - | - | - | - |
| | Total (A) | 375.47 | 156.72 | 156.72 | 151.67 | 103.91 | 944.49 |

*Mr. Vinod Ratan Gupta ceased to be the Whole-time Director/Director of the Company w.e.f. 21st January, 2019.**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 | 2.90 | 4.30 | 3.70 | 3.10 | 3.70 | 17.70 |
| | Commission | - | - | - | - | - | - |
| | Others, please specify | - | - | - | - | - | - |
| | Total (1) | 2.90 | 4.30 | 3.70 | 3.10 | 3.70 | 17.70 |
| 2 | Other Non-Executive Directors | | | | | | |
| | Fee for attending board committee meetings | - | - | - | - | - | - |
| | Commission | - | - | - | - | - | - |
| | Others, please specify | - | - | - | - | - | - |
| | Total (2) | - | - | - | - | - | - |
| | Total (B)=(1+2) | 2.90 | 4.30 | 3.70 | 3.10 | 3.70 | 17.70 |
| | Total Managerial Remuneration (A + B) | | | | | | 962.19 |

* Mr. Hargovind Sachdev has been appointed as the Independent Director of the Company w.e.f. 13th April, 2018.

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 CFO | Mr. Vivek Kumar CS | |
| 1 | Gross salary | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 30.24 | 16.43 | 46.67 |
| | (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 | 30.24 | 16.43 | 46.67 |

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 and Managing Director
DIN: 00312007

Date: 12th August, 2019
Place: Noida