



HPL Electric & Power Ltd

CIN: L74899DL1992PLC048945

Registered Office: 1/20, ASAF ALI ROAD, NEW DELHI – 110002

Phone No: 91-11-23234411; Fax No: 91-11-23232639

E-mail : hpl@hplindia.com Website: www.hplindia.com

POSTAL BALLOT FORM

(please read the instruction printed overleaf carefully before completing this form)

S.No.

Name and Registered Address of the Member(s)	:	
Name of the Joint Holder(s), if any	:	
Registered Folio No./ DP ID and Client ID No.	:	
Number of shares held	:	

I/we hereby exercise my/our vote in respect of the following Special Resolutions to be passed through Postal ballot for the special business stated in the Postal Ballot Notice of the Company by sending my/our assent or dissent to the said resolution by placing the tick mark (✓) in the appropriate box below:

SPECIAL BUSINESS		No. of shares held by me	Assent (FOR)	Dissent (AGAINST)
1	Special Resolution for the Re-appointment of Mr. Lalit Seth (DIN: 00312007) as the Chairman and Managing Director of the Company and to fix his remuneration			
2	Special Resolution for the Re-appointment of Mr. Rishi Seth (DIN: 00203469) as the Joint Managing Director of the Company and to fix his remuneration			
3	Special Resolution for the Re-appointment of Mr. Gautam Seth (DIN: 00203405) as the Joint Managing Director of the Company and to fix his remuneration			
4	Special Resolution for the Re-appointment of Mr. Chandra Prakash Jain (DIN: 00311643) as the Whole-time Director of the Company and to fix his remuneration			

Place:

Date:

(Signature of the shareholder)

ELECTRONIC VOTING PARTICULARS

The e-voting facility is available at the link <https://evoting.karvy.com>. The electronic voting particulars are as follows:

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN

Notes:

- Please read the instructions printed overleaf carefully before filling this form. For e-voting, please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
- The last date for the receipt of Postal Ballot forms by the Scrutinizer is Sunday, 17th March, 2019 upto 5:00 PM (IST).

General Instructions For Voting through Physical Postal Ballot Form:

- a) A member desiring to exercise his vote by postal ballot may complete the Postal Ballot Form and send it to the Scrutinizer in the attached self addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier at the expenses of the registered member will also be accepted.
- b) Please convey your assent/ dissent in this Postal Ballot Form. The assent/ dissent received in any other form shall not be considered valid.
- c) The votes should be cast in favour of or against the resolution by putting the tick mark (√) in the column provided for assent or dissent. Postal Ballot Form bearing (√) in both the column will render the form invalid.
- d) The Postal Ballot Form should be completed and signed by the member. In case of joint holding, the Postal Ballot Form should be completed and signed (as per specimen signature registered with the company) by the first named member and in his absence, by the next named member.
- e) The Postal Ballot Form shall not be exercised by a Proxy.
- f) In case of shares are held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority of the Shareholder.
- g) Incomplete, unsigned or incorrectly ticked Postal Ballot Form shall be rejected.
- h) In case the number of shares is not mentioned against the resolutions, it will be deemed that the member has exercised his votes for the entire shares held by him.
- i) In addition to the reasons as mentioned above for rejection, Postal Ballot Form/Votes will be considered invalid on the following grounds:
 - 1. If a form other than the one issued by the company has been used.
 - 2. If the Postal Ballot Form has not been signed by or on behalf of the member.
 - 3. If the shareholders' signature does not match with the specimen signature registered with the Company.
 - 4. If it is not possible to determine without any doubt the assent or dissent of the member.
 - 5. If assent or dissent is not mentioned
 - 6. If assent or dissent is given subject to some amendment to the resolution or condition.
 - 7. If any competent authority has given direction in writing to the company to freeze the voting rights of a member
 - 8. If the envelope containing the Postal Ballot Form is received after the last date and time prescribed.
 - 9. If the postal Ballot form is signed by a representative of a member and is not accompanied by a certified copy of the specific authority.
 - 10. If the Postal Ballot Form is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the shareholder or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or one or more of the grounds.
- j) In terms of the provisions of Rule 22 of the Companies (Management and Administration) Rules, 2014, Mr. Vinod Kumar Gupta, Proprietor, M/s Gupta Vinod & Company, Practicing Company Secretary, New Delhi has been appointed as Scrutinizer for conducting the postal ballot. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 PM on Sunday, 17th March, 2019 which has to be addressed to Mr. Vinod Kumar Gupta, Scrutinizer, Windsor Business Park, B-1D, Sector-10 Noida- 201301. All Postal Ballot Forms received after the last date will be strictly treated as if the reply from such a member has not been received.
- k) Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
- l) A member is neither required to cast all his/her votes nor he/she is required to vote in the same manner.
- m) There shall be one Postal Ballot Form for every Folio/ Client ID, irrespective of the number of Joint holders. In case two forms are received for a Folio/ Client ID, then the Postal Ballot Form received first alone shall be considered.
- n) In case members cast their vote both via physical ballot and e-voting, then voting through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.
- o) Members receiving the Postal Ballot notice by email may request for a duplicate Postal Ballot Form, by writing to the Company at its registered office or download the Postal Ballot Form from the Company's website www.hplindia.com or from the website of Karvy i.e. <https://evoting.karvy.com>. However, the duplicate Postal Ballot forms should reach the Scrutinizer not later than the date specified in (j) above.
- p) Members who have received Postal Ballot Form and are desirous of casting their votes by e-voting may follow e-voting procedure given in the Postal Ballot Notice.
- q) The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.