



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 NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013, Read With Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given that, pursuant to Section 110 and all other applicable provisions, if any, of the Companies Act, 2013, ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), including any statutory modification or re-enactment thereof for the time being in force, Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations as amended from time to time that the Special Resolutions appended below are proposed to be passed by Members by way of Postal Ballot including voting through electronic means ("Remote E-voting").

The Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the Resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto along with a Postal Ballot Form for your consideration. Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company ("the Board") in its meeting held on 13th February, 2019, has appointed Mr. Vinod Kumar Gupta, Proprietor, M/s. Gupta Vinod & Co., Practicing Company Secretaries as Scrutinizer, to conduct the Postal Ballot and Remote E-voting process in a fair and transparent manner.

The Members are requested to carefully read the instructions indicated in the Postal Ballot Notice and printed overleaf of the Postal Ballot Form and record their assent (for) or dissent (against) in the Postal Ballot Form and return the same, in original duly completed and signed, in the enclosed postage prepaid self-addressed business reply envelope, so as to reach the Scrutinizer, on or before 5.00 p.m. (IST) on 17th March, 2019. Postal Ballot Forms received after that date will be strictly treated as if a reply from such Member has not been received.

In compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also offering facility of remote e-voting to all its Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the Notes and printed overleaf of the Postal Ballot Form for casting of votes by e-voting. The Company has engaged the services of M/s. Karvy Fintech Private Limited ("Karvy") to provide Remote E-voting facility to its Members. Members have the option to vote either by Postal Ballot or through Remote E-voting. In case a Member has voted through remote e-voting facility, he/she/it is not required to send the physical Postal Ballot Form. In case Members cast their votes through both the modes, the vote cast through remote e-voting shall only be considered and the voting through physical Postal Ballot Form shall not be considered by the Scrutinizer. Members cannot exercise votes by proxy on Postal Ballot.

Upon completion of the scrutiny of the Postal Ballot Forms and votes cast through remote e-voting in a fair and transparent manner, the Scrutinizer will submit his report to the Chairman or any person authorized by him. The Results of the Postal Ballot shall be declared by the Chairman or any other Person of the Company authorised by the Chairman on or before Tuesday, 19th March, 2019 by 2:00 p.m. (IST) on the website of the Company i.e. www.hplindia.com. The Results of the Postal Ballot and the Report of the Scrutinizer shall also be displayed at the Company's Registered Office as well as Corporate Office besides being communicated to BSE Limited and the National Stock Exchange of India Limited, on which the Company's Equity Shares are listed. The Results and the Report of the Scrutinizer will also be hosted on the Company's website i.e. www.hplindia.com and on the website of Karvy at <https://evoting.karvy.com>. The Resolutions shall be deemed to have been passed on Sunday, 17th March, 2019, being the last date specified by the Company for receipt of duly completed Postal Ballot Forms or Remote E-voting.

SPECIAL RESOLUTIONS:

1. **Re-appointment of Mr. Lalit Seth (DIN: 00312007) as the Chairman and Managing Director of the Company and to fix his remuneration**

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"Resolved That pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and other applicable provisions, on recommendation of the Board of Directors, the consent of the members, be and is hereby accorded to the re-appointment of Mr. Lalit Seth (DIN: 00312007) as the Chairman and Managing Director (CMD) of the Company, for a further period of three (3) years with effect from 21st January, 2019 till 20th January, 2022, not liable to retire by rotation, at a remuneration of Rs 30,00,000/- (Rupees thirty lakhs only) per month, whether paid as salary, allowances, perquisites or a combination thereof.

Resolved Further that in addition to the above the company shall provide to the aforesaid appointee a car with chauffer and telephone at the residence and the provision of the Car for the use in company's business and telephone at residence will not be considered as perquisites and personal long distance calls and use of car for private purpose shall be billed by the company.

Resolved Further that payment towards the following perquisites will not be included in the aforesaid remuneration:

- a. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;
- b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- c. Encashment of leave as per the policy of the company.

Resolved Further that the aforesaid remuneration payable to Mr. Lalit Seth as the CMD of the Company shall be paid even, in the event of loss or inadequacy of profits, in any financial year during the aforesaid period, subject to the requirements of Schedule V to the Companies Act, 2013.

Resolved Further That the Company Secretary of the Company be and is hereby authorized to take all necessary steps to give effect to the aforesaid resolution."

2. Re-appointment of Mr. Rishi Seth (DIN: 00203469) as the Joint Managing Director of the Company and to fix his remuneration

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"Resolved That pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and other applicable provisions, on recommendation of the Board of Directors, the consent of the members, be and is hereby accorded to the re-appointment of Mr. Rishi Seth (DIN: 00203469) as a Joint Managing Director (JMD) of the Company, for a further period of three (3) years with effect from 21st January, 2019 till 20th January, 2022, liable to retire by rotation, at a remuneration of Rs 12,50,000/- (Rupees twelve lakhs fifty thousand only) per month, whether paid as salary, allowances, perquisites or a combination thereof.

Resolved Further That in addition to the above the company shall provide to the aforesaid appointee a car with chauffer and telephone at the residence and the provision of the Car for the use in company's business and telephone at residence will not be considered as perquisites and personal long distance calls and use of car for private purpose shall be billed by the company.

Resolved Further That payment towards the following perquisites will not be included in the aforesaid remuneration:

- a. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;
- b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- c. Encashment of leave as per the policy of the company.

Resolved Further That the aforesaid remuneration payable to Mr. Rishi Seth as the JMD of the Company shall be paid even, in the event of loss or inadequacy of profits, in any financial year during the aforesaid period, subject to the requirements of Schedule V to the Companies Act, 2013.

Resolved Further That the Company Secretary of the Company be and is hereby authorized to take all necessary steps to give effect to the aforesaid resolution."

3. Re-appointment of Mr. Gautam Seth (DIN: 00203405) as the Joint Managing Director of the Company and to fix his remuneration

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"Resolved That pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and other applicable provisions, on recommendation of the Board of Directors, the consent of the members, be and is hereby accorded to the re-appointment of Mr. Gautam Seth (DIN: 00203405) as a Joint Managing Director (JMD) of the Company, for a further period of three (3) years with effect from 21st January, 2019 till 20th January, 2022, liable to retire by rotation, at a remuneration of Rs 12,50,000/- (Rupees twelve lakhs fifty thousand only) per month, whether paid as salary, allowances, perquisites or a combination thereof.

Resolved Further That in addition to the above the company shall provide to the aforesaid appointee a car with chauffer and telephone at the residence and the provision of the Car for the use in company's business and telephone at residence will not be considered as perquisites and personal long distance calls and use of car for private purpose shall be billed by the company.

Resolved Further That payment towards the following perquisites will not be included in the aforesaid remuneration:

- a. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;

- b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- c. Encashment of leave as per the policy of the company

Resolved Further That the aforesaid remuneration payable to Mr. Gautam Seth as the JMD of the Company shall be paid even, in the event of loss or inadequacy of profits, in any financial year during the aforesaid period, subject to the requirements of Schedule V to the Companies Act, 2013.

Resolved Further That the Company Secretary of the Company be and is hereby authorized to take all necessary steps to give effect to the aforesaid resolution.”

4. Re-appointment of Mr. Chandra Prakash Jain (DIN: 00311643) as the Whole-time Director of the Company and to fix his remuneration

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“Resolved That pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and other applicable provisions, on recommendation of the Board of Directors, the consent of the members, be and is hereby accorded to the re-appointment of Mr. Chandra Prakash Jain (DIN: 00311643) as a Whole Time Director (WTD) of the Company, for a further period of three (3) years with effect from 21st January, 2019 till 20th January, 2022, liable to retire by rotation, at a remuneration of Rs. 12,12,000 (Rupees Twelve Lakhs twelve thousand only) per month plus perquisites which shall be restricted to a sum of Rs. 2,60,000 per annum till 31st March, 2019 and thereafter, at a remuneration of Rs. 12,87,000 (Rupees Twelve Lakhs eighty seven thousand only) per month plus perquisites which shall be restricted to a sum of Rs. 2,60,000 per annum with effect from 1st April, 2019.

Resolved Further That in addition to the above the company shall provide to the aforesaid appointee a car with chauffeur and telephone at the residence and the provision of the Car for the use in company's business and telephone at residence will not be considered as perquisites and personal long distance calls and use of car for private purpose shall be billed by the company.

Resolved Further That payment towards the following perquisites will not be included in the aforesaid remuneration:

- a. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;
- b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- c. Encashment of leave as per the policy of the company.

Resolved Further That the aforesaid remuneration payable to Mr. Chandra Prakash Jain as the WTD of the Company shall be paid even, in the event of loss or inadequacy of profits, in any financial year during the aforesaid period, subject to the requirements of Schedule V to the Companies Act, 2013.

Resolved Further That the Company Secretary of the Company be and is hereby authorized to take all necessary steps to give effect to the aforesaid resolution.”

**By order of the board
For HPL Electric & Power Limited**

**Vivek Kumar
Company Secretary
M. No. A18491**

Date: 13th February, 2019

Place: Noida

Regd. Office: 1/20, Asaf Ali Road, New Delhi – 110002

NOTE(S):

1. An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”) setting out material facts in respect of the resolutions to be passed through postal ballot/e-voting is annexed hereto.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on Friday, 8th February, 2019. The Postal Ballot Notice alongwith Postal Ballot form is being sent to Members in electronic form to the e-mail IDs registered with their Depository Participant (in case of electronic shareholding)/the Company's Registrar and Transfer Agents (in case of physical shareholding). In case of Members whose e-mail ID is not registered, physical copy of Postal Ballot Notice alongwith Postal Ballot form is being sent by permitted mode along with a postage pre-paid self-addressed Business Reply Envelope.
3. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date i.e. Friday, 8th February, 2019. A person who is not a Member as on the cut-off date is requested to treat this Notice for information purposes only.
4. Members can opt for only one mode of voting i.e. either Postal Ballot Form or remote e-voting. In case any Member cast his votes both by Postal Ballot and e-voting, the votes cast through remote e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered invalid.

5. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Form or e-voting i.e. Sunday, 17th March, 2019 at 5:00 PM.
6. A member cannot exercise his vote by proxy on Postal Ballot.
7. Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed overleaf on the Postal Ballot Form and return the said Form duly completed and signed, in the enclosed postage prepaid self-addressed business reply envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than by 5.00 p.m. (IST) on Sunday, 17th March, 2019. The postage will be borne by the Company. However, envelopes containing Postal Ballot Forms, if sent by courier or registered / speed post or deposited personally at the address given on the self-addressed Business Reply Envelope, at the expense of the Members will also be accepted. If any Postal Ballot Form is received after 5:00 PM on Sunday, 17th March, 2019, it will be considered that no reply from the Member has been received. Additionally, please note that the Postal Ballot Forms shall be considered invalid if (i) it is not possible to determine without any doubt the assent or dissent of the Member, and/ or (ii) a competent authority has given directions in writing to the Company to freeze the voting rights of the Member, and/ or (iii) it is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and/ or (iv) the Member has made any amendment to the resolution set out herein or imposed any condition while exercising his vote.
8. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through Physical Form may download the Postal Ballot Form attached in the e-mail or from the link <https://evoting.karvy.com> or from the Company's website www.hplindia.com and send the duly completed and signed Postal Ballot Form to the Scrutinizer so as to reach on or before 5.00 p.m. (IST), Sunday, 17th March, 2019.
9. In case a Member is desirous of obtaining duplicate Postal Ballot Form, the Member may write 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>.
10. The Company has engaged the services of Karvy Fintech Private Limited ("Karvy") as the Authorized Agency to provide remote e-voting facility. The remote e-voting particulars are set out below:

The remote e-voting facility will be available during the following voting period:

Commencement of e-voting: **From 16th February, 2019 at 10:00 AM**

End of e-voting: **Up to 17th March, 2019 at 5:00 PM**

The cut-off date (i.e. the record date) for the purpose of remote e-voting is 8th February, 2019.

Procedure and instructions for Remote e-voting:

A. Members who received the Notice through e-mail from Karvy:

- i. Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'
- ii. Enter the login credentials (i.e., user-id & password). However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote:

User – ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 digit Client ID b) For CDSL :- 16 digits Beneficiary ID / Client ID For Members holding shares in Physical Form:- Event No. (EVENT) followed by Folio No. registered with the Company
Password	Your unique password is printed above/provided in the e-mail forwarding the electronic notice

- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach Password Change Menu wherein they are required to mandatorily change their password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc on first login. You may also enter a secret question of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. After changing password, you need to login again with the new credentials.
- vi. On successful login, the system will prompt to select the "Event" i.e., HPL Electric & Power Limited.
- vii. On the voting page, enter the number of shares (which represents number of votes) as on the cut-off date under "FOR/ AGAINST/ABSTAIN" against the resolution or alternatively you may partially enter any number in "FOR" , partially in "AGAINST" and partially in "ABSTAIN" but the total number in "FOR/AGAINST/ABSTAIN" taken together should not exceed your total shareholding.
- viii. You may then cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution.

- ix. Corporate/Institutional Members (corporate /FIs /FII/Trust/Mutual Funds/Companies, etc) are additionally required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc. together with the attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: vinod.gupta.k@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_Event No."
- B. In case of Members receiving the Notice by post:
1. Please use the User ID and initial password as provided above.
 2. Please follow all steps from Sr. No. (i) to (ix) as mentioned in (A) above, to cast your vote.
- C. The remote e- voting period commences on 16th February, 2019 at 10.00 A.M and ends on 17th March, 2019 at 05.00 P.M. In case of any query pertaining to e-voting, please visit Help & FAQs section of Karvy e-voting website.
- D. Once the vote on the resolution is cast by a shareholder, the shareholder shall not be allowed to change it subsequently.
- E. Mr. Vinod Kumar Gupta, (FCS No. 3648), Proprietor, M/s. Gupta Vinod & Company, Practicing Company Secretary has been appointed as Scrutinizer for scrutinizing the remote e-voting and the voting through Ballot paper in a fair and transparent manner. The Scrutinizer's decision on the validity of e-voting shall be final.
- F. Upon completion of the scrutiny of the Postal Ballot Forms and votes cast through remote e-voting in a fair and transparent manner, the Scrutinizer will submit his report to the Chairman or any person authorized by him.
- G. The Results of the Postal Ballot shall be declared by the Chairman or any other Person of the Company authorised by the Chairman on or before Tuesday, 19th March, 2019 by 2:00 p.m. (IST) on the website of the Company i.e. www.hplindia.com.
- H. The result of the voting along with the Consolidated Scrutinizer's Report will be communicated to the stock exchanges and will also be hosted on the website of the Company (www.hplindia.com) and on Karvy's website (<https://evoting.karvy.com>).
- I. In case of any grievances connected with the voting by electronic means, shareholders are requested to contact Mr. P. Nageswara Rao, Manager, Karvy Fintech Private Limited, Karvy Selenium, Tower B, Plot No. 31 & 32, Financial District, Gachibowli, Hyderabad - 500 032, E-mail : einward.ris@karvy.com, Toll Free No. 1800-345-4001.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 ("the Act"), sets out all material facts relating to the business mentioned under Item Nos. 1 to 4 of the accompanying Notice dated 13th February, 2019.

Item No. 1- Re-appointment of Mr. Lalit Seth (DIN: 00312007) as the Chairman and Managing Director of the Company and to fix his remuneration

Mr. Lalit Seth was appointed as the Chairman and Managing Director of the Company for a period of three years w.e.f. 21.01.2016. The appointee is more than 70 years of age and therefore keeping in view his contribution in the growth of the Company during his tenure as Chairman and Managing Director, his leadership qualities supported by his vast experience vis-à-vis size of the Company, it would be in the interest of the Company to continue the employment of Mr. Lalit Seth as the Chairman and Managing Director of the Company.

The Board upon the recommendation of the Nomination and Remuneration Committee, at its meeting held on 19th January, 2019 re-appointed Mr. Lalit Seth as the Chairman and Managing Director of the Company for a further period of three (3) years with effect from 21st January, 2019 till 20th January, 2022, not liable to retire by rotation on the following terms and conditions including remuneration:

1. Term of Appointment: 3 years, w.e.f 21st January, 2019 till 20th January, 2022
2. Remuneration: Rs 30,00,000/- (Rupees thirty lakhs only) per month, whether paid as salary, allowances, perquisites or a combination thereof.
3. Perquisites and other benefits: In addition to the above the company shall provide to the aforesaid appointee a car with chauffeur and telephone at the residence and the provision of the Car for the use in company's business and telephone at residence will not be considered as perquisites and personal long distance calls and use of car for private purpose shall be billed by the company.
 - a. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;
 - b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
 - c. Encashment of leave as per the policy of the company.

The aforesaid remuneration payable to Mr. Lalit Seth as the CMD of the Company shall be paid even, in the event of loss or inadequacy of profits, in any financial year during the aforesaid period, subject to the requirements of Schedule V to the Companies Act, 2013.

The Company has received from Mr. Lalit Seth consent in writing to act as a director in Form DIR-2, Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, Notice of interest in Form MBP-1 in terms of section 184(1) as per the Companies Act, 2013. In compliance with Stock Exchanges Circulars dated 20th June, 2018, the Nomination and

Remuneration Committee and Board of Directors while considering the re-appointment of Mr. Lalit Seth had verified that he was not debarred from holding the office of director pursuant to any SEBI Order.

The statement of information, as required under Schedule-V of the Companies Act, 2013, is annexed to the Notice as Annexure-A.

The disclosure under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2) regarding Directors seeking re-appointment, is annexed to the Notice as Annexure-B.

Save and except, Mr. Lalit Seth to whom the resolution relates alongwith his relatives including Mr. Rishi Seth and Mr. Gautam Seth, none of the Directors/ Key Managerial Personnel of the Company/their relatives is in any way, financially or otherwise, concerned or interested in this Resolution.

The Board recommends the Resolution set forth at Item No. 1 of the Notice for approval of the members as a Special Resolution.

Item No. 2- Re-appointment of Mr. Rishi Seth (DIN: 00203469) as the Jt. Managing Director of the Company and to fix his remuneration

Mr. Rishi Seth was appointed as the Joint Managing Director of the Company for a period of three years w.e.f. 21.01.2016. Keeping in view his experience in the HPL Group's organic growth and for shaping the strategic perspective that has led to expansion of HPL Group, supported by his qualifications and experience vis-à-vis size of the Company, it would be in the interest of the Company to continue the employment of Mr. Rishi Seth as the Joint Managing Director of the Company.

The Board upon the recommendation of the Nomination and Remuneration Committee, at its meeting held on 19th January, 2019, re-appointed Mr. Rishi Seth as the Joint Managing Director of the Company for a further period of three (3) years with effect from 21st January, 2019 till 20th January, 2022, liable to retire by rotation on the following terms and conditions including remuneration:

1. Term of Appointment: 3 years, w.e.f 21st January, 2019 till 20th January, 2022
2. Remuneration: Rs 12,50,000/- (Rupees twelve lakhs fifty thousand only) per month, whether paid as salary, allowances, perquisites or a combination thereof.
3. Perquisites and other benefits: In addition to the above the company shall provide to the aforesaid appointee a car with chauffer and telephone at the residence and the provision of the Car for the use in company's business and telephone at residence will not be considered as perquisites and personal long distance calls and use of car for private purpose shall be billed by the company.

The payment towards the following perquisites will not be included in the aforesaid remuneration:

- a. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;
- b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- c. Encashment of leave as per the policy of the company.

The aforesaid remuneration payable to Mr. Rishi Seth as the JMD of the Company shall be paid even, in the event of loss or inadequacy of profits, in any financial year during the aforesaid period, subject to the requirements of Schedule V to the Companies Act, 2013.

The Company has received from Mr. Rishi Seth consent in writing to act as a director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, Notice of interest in Form MBP-1 in terms of section 184(1) as per the Companies Act, 2013. In compliance with Stock Exchanges Circulars dated 20th June, 2018, the Nomination and Remuneration Committee and Board of Directors while considering the re-appointment of Mr. Rishi Seth had verified that he was not debarred from holding the office of director pursuant to any SEBI Order.

The statement of information, as required under Schedule-V of the Companies Act, 2013, is annexed to the Notice as Annexure-A.

The disclosure under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2) regarding Directors seeking re-appointment, is annexed to the Notice as Annexure-B.

Save and except, Mr. Rishi Seth to whom the resolution relates alongwith his relatives including Mr. Lalit Seth and Mr. Gautam Seth, none of the Directors/ Key Managerial Personnel of the Company/their relatives is in any way, financially or otherwise, concerned or interested in this Resolution.

The Board recommends the Resolution set forth at Item No. 2 of the Notice for approval of the members as a Special Resolution.

Item No. 3- Re-appointment of Mr. Gautam Seth (DIN: 00203405) as the Jt. Managing Director of the Company and to fix his remuneration

Mr. Gautam Seth was appointed as the Joint Managing Director of the Company for a period of three years w.e.f. 21.01.2016. Keeping in view his dedication and commitment in the growth of the Company during his tenure as Joint Managing Director, supported by his qualifications and experience vis-à-vis size of the Company, it would be in the interest of the Company to continue the employment of Mr. Gautam Seth as the Joint Managing Director of the Company.

The Board upon the recommendation of the Nomination and Remuneration Committee, at its meeting held on 19th January, 2019, re-appointed Mr. Gautam Seth as the Joint Managing Director of the Company for a further period of three (3) years with effect from 21st January, 2019 till 20th January, 2022, liable to retire by rotation on the following terms and conditions including remuneration:

1. Term of Appointment: 3 years, w.e.f 21st January, 2019 till 20th January, 2022
2. Remuneration: Rs 12,50,000/- (Rupees twelve lakhs fifty thousand only) per month, whether paid as salary, allowances, perquisites or a combination thereof.
3. Perquisites and other benefits: In addition to the above the company shall provide to the aforesaid appointee a car with chauffer and telephone at the residence and the provision of the Car for the use in company's business and telephone at residence will not be considered as perquisites and personal long distance calls and use of car for private purpose shall be billed by the company.

The payment towards the following perquisites will not be included in the aforesaid remuneration:

- a. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;
- b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- c. Encashment of leave as per the policy of the company.

The aforesaid remuneration payable to Mr. Gautam Seth as the JMD of the Company shall be paid even, in the event of loss or inadequacy of profits, in any financial year during the aforesaid period, subject to the requirements of Schedule V to the Companies Act, 2013.

The Company has received from Mr. Gautam Seth consent in writing to act as a director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, Notice of interest in Form MBP-1 in terms of section 184(1) as per the Companies Act, 2013. In compliance with Stock Exchanges Circulars dated 20th June, 2018, the Nomination and Remuneration Committee and Board of Directors while considering the re-appointment of Mr. Gautam Seth had verified that he was not debarred from holding the office of director pursuant to any SEBI Order.

The statement of information, as required under Schedule-V of the Companies Act, 2013, is annexed to the Notice as Annexure-A.

The disclosure under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2) regarding Directors seeking re-appointment, is annexed to the Notice as Annexure-B.

Save and except, Mr. Gautam Seth to whom the resolution relates alongwith his relatives including Mr. Lalit Seth and Mr. Rishi Seth, none of the Directors/ Key Managerial Personnel of the Company/their relatives is in any way, financially or otherwise, concerned or interested in this Resolution.

The Board recommends the Resolution set forth at Item No. 3 of the Notice for approval of the members as a Special Resolution.

Item No. 4- Re-appointment of Mr. Chandra Prakash Jain (DIN: 00311643) as the Whole-time Director of the Company and to fix his remuneration

Mr. Chandra Prakash Jain was appointed as the Whole- time Director of the Company for a period of three years w.e.f. 21.01.2016. Keeping in view his experience in the electrical industry and his sharp vision and exemplary leadership vis-à-vis size of the Company, it would be in the interest of the Company to continue the employment of Mr. Chandra Prakash Jain as the Whole- time Director of the Company.

The Board upon the recommendation of the Nomination and Remuneration Committee, at its meeting held on 19th January, 2019, re-appointed Mr. Chandra Prakash Jain as the Whole- time Director of the Company for a further period of three (3) years with effect from 21st January, 2019 till 20th January, 2022, liable to retire by rotation on the following terms and conditions including remuneration:

1. Term of Appointment: 3 years, w.e.f 21st January, 2019 till 20th January, 2022
2. Remuneration: Rs. 12,12,000 (Rupees Twelve Lakhs twelve thousand only) per month plus perquisites which shall be restricted to a sum of Rs. 2,60,000 per annum till 31st March, 2019 and thereafter, at a remuneration of Rs. 12,87,000 (Rupees Twelve Lakhs eighty seven thousand only) per month plus perquisites which shall be restricted to a sum of Rs. 2,60,000 per annum with effect from 1st April, 2019.
3. Perquisites and other benefits: In addition to the above the company shall provide to the aforesaid appointee a car with chauffer and telephone at the residence and the provision of the Car for the use in company's business and telephone at residence will not be considered as perquisites and personal long distance calls and use of car for private purpose shall be billed by the company.

The payment towards the following perquisites will not be included in the aforesaid remuneration:

- a. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;
- b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and

c. Encashment of leave as per the policy of the company.

The aforesaid remuneration payable to Mr. Chandra Prakash Jain as the Whole-time Director of the Company shall be paid even, in the event of loss or inadequacy of profits, in any financial year during the aforesaid period, subject to the requirements of Schedule V to the Companies Act, 2013.

The Company has received from Mr. Chandra Prakash Jain consent in writing to act as a director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, Notice of interest in Form MBP-1 in terms of section 184(1) as per the Companies Act, 2013. In compliance with Stock Exchanges Circulars dated 20th June, 2018, the Nomination and Remuneration Committee and Board of Directors while considering the re-appointment of Mr. Chandra Prakash Jain had verified that he was not debarred from holding the office of director pursuant to any SEBI Order.

The statement of information, as required under Schedule-V of the Companies Act, 2013, is annexed to the Notice as Annexure-A.

The disclosure under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2) regarding Directors seeking re-appointment, is annexed to the Notice as Annexure-B.

Save and except, Mr. Chandra Prakash Jain to whom the resolution relates alongwith his relatives, none of the Directors/ Key Managerial Personnel of the Company/their relatives is in any way, financially or otherwise, concerned or interested in this Resolution.

The Board recommends the Resolution set forth at Item No. 4 of the Notice for approval of the members as a Special Resolution.

**By order of the board
For HPL Electric & Power Limited**

**Vivek Kumar
Company Secretary
M. No. A18491**

Date: 13th February, 2019

Place: Noida

Regd. Office: 1/20, Asaf Ali Road, New Delhi – 110002

Annexure A

Statement of Information, as required under Schedule-V of the Companies Act, 2013, for Item Nos. 1-4 is given below:

I GENERAL INFORMATION:																															
(1)	Nature of Industry : Manufacturing Company																														
(2)	Date or expected date of commencement of commercial production : The Company was incorporated on 28 th May, 1992 and the commercial operations commenced forthwith.																														
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus. : Not Applicable																														
(4)	Financial performance based on given indicators : <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 60%;">Financial Year</th> <th style="width: 40%;">Stand-alone(Rs. in lakhs)</th> </tr> </thead> <tbody> <tr> <td colspan="2" style="text-align: center;">31.03.2018</td> </tr> <tr> <td colspan="2">INCOME</td> </tr> <tr> <td>Gross Revenue</td> <td style="text-align: right;">102336.43</td> </tr> <tr> <td>Other Income</td> <td style="text-align: right;">381.57</td> </tr> <tr> <td>Total Income</td> <td style="text-align: right;">102718.00</td> </tr> <tr> <td colspan="2">EXPENDITURE</td> </tr> <tr> <td>Operating expenses</td> <td style="text-align: right;">92662.73</td> </tr> <tr> <td>Finance Cost</td> <td style="text-align: right;">4615.67</td> </tr> <tr> <td>Depreciation and Amortization Expenses</td> <td style="text-align: right;">2137.00</td> </tr> <tr> <td>Total Expenses</td> <td style="text-align: right;">99415.40</td> </tr> <tr> <td>Profit/(Loss) before Tax</td> <td style="text-align: right;">3302.60</td> </tr> <tr> <td>Less: Provision for Tax</td> <td style="text-align: right;">702.35</td> </tr> <tr> <td>Less: Deferred Tax</td> <td style="text-align: right;">318.21</td> </tr> <tr> <td>Profit/(Loss) after Tax</td> <td style="text-align: right;">2282.04</td> </tr> </tbody> </table>	Financial Year	Stand-alone(Rs. in lakhs)	31.03.2018		INCOME		Gross Revenue	102336.43	Other Income	381.57	Total Income	102718.00	EXPENDITURE		Operating expenses	92662.73	Finance Cost	4615.67	Depreciation and Amortization Expenses	2137.00	Total Expenses	99415.40	Profit/(Loss) before Tax	3302.60	Less: Provision for Tax	702.35	Less: Deferred Tax	318.21	Profit/(Loss) after Tax	2282.04
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(5)	Foreign Investments Collaborations, if any : Not Applicable																														

II INFORMATION ABOUT MR. LALIT SETH, THE APPOINTEE (at Item No. 1)			
(1)	Background details	:	As per Explanatory Statement at Item No. 1 of the Notice
(2)	Past remuneration	:	Rs 30,00,000/- (Rupees thirty lakhs only) per month, whether paid as salary, allowances, perquisites or a combination thereof.
(3)	Recognition or awards	:	Not Applicable
(4)	Job profile and Suitability	:	As per Annexure B
(5)	Remuneration proposed	:	As per Explanatory Statement at Item No. 1 of the Notice
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	:	The proposed remuneration is comparable and justifiable considering the size of the Company, volume of work involved, consistent requirement of management expertise and keeping in view the qualification and experience of Mr. Lalit Seth.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	:	Except for drawing remuneration, there is no other pecuniary relationship with the company. Mr. Lalit Seth is related to Mr. Rishi Seth, Jt. Managing Director and Mr. Gautam Seth, Jt. Managing Director of the Company.
III INFORMATION ABOUT MR. RISHI SETH, THE APPOINTEE (at Item No. 2)			
(1)	Background details	:	As per Explanatory Statement at Item No. 2 of the Notice
(2)	Past remuneration	:	Rs 12,50,000/- (Rupees twelve lakhs fifty thousand only) per month, whether paid as salary, allowances, perquisites or a combination thereof.
(3)	Recognition or awards	:	Not Applicable
(4)	Job profile and Suitability	:	As per Annexure B
(5)	Remuneration proposed	:	As per Explanatory Statement at Item No. 2 of the Notice
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	:	The proposed remuneration is comparable and justifiable considering the size of the Company, volume of work involved, consistent requirement of management expertise and keeping in view the qualification and experience of Mr. Rishi Seth.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	:	Except for drawing remuneration, there is no other pecuniary relationship with the company. Mr. Rishi Seth is related to Mr. Lalit Seth, Chairman and Managing Director and Mr. Gautam Seth, Jt. Managing Director of the Company.
IV INFORMATION ABOUT MR. GAUTAM SETH, THE APPOINTEE (at Item No. 3)			
(1)	Background details	:	As per Explanatory Statement at Item No. 3 of the Notice
(2)	Past remuneration	:	Rs 12,50,000/- (Rupees twelve lakhs fifty thousand only) per month, whether paid as salary, allowances, perquisites or a combination thereof.
(3)	Recognition or awards	:	Not Applicable
(4)	Job profile and Suitability	:	As per Annexure B
(5)	Remuneration proposed	:	As per Explanatory Statement at Item No. 3 of the Notice
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	:	The proposed remuneration is comparable and justifiable considering the size of the Company, volume of work involved, consistent requirement of management expertise and keeping in view the qualification and experience of Mr. Gautam Seth.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	:	Except for drawing remuneration, there is no other pecuniary relationship with the company. Mr. Rishi Seth is related to Mr. Lalit Seth, Chairman and Managing Director and Mr. Gautam Seth, Jt. Managing Director of the Company.

II		INFORMATION ABOUT MR. CHANDRA PRAKASH JAIN, THE APPOINTEE (at Item No. 4)	
(1)	Background details	:	As per Explanatory Statement at Item No.4 of the Notice
(2)	Past remuneration	:	Rs. 12,12,000 (Rupees Twelve Lakhs twelve thousand only) per month plus perquisites which shall be restricted to a sum of Rs. 2,60,000 per annum
(3)	Recognition or awards	:	Not Applicable
(4)	Job profile and Suitability	:	As per Annexure B
(5)	Remuneration proposed	:	As per Explanatory Statement at Item No. 4 of the Notice
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	:	The proposed remuneration is comparable and justifiable, considering the size of the Company, volume of work involved, consistent requirement of management expertise and keeping in view the qualification and experience of Mr. Chandra Prakash Jain.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	:	Except for drawing remuneration, there is no other pecuniary relationship with the company. Mr. Chandra Prakash Jain is not related to any of the directors/ Key Managerial personnel of the Company.
III		OTHER INFORMATION:	
(1)	Reasons of loss or inadequate profits	:	Not Applicable
(2)	Steps taken or proposed to be taken for improvement	:	Not Applicable
(3)	Expected increase in productivity and profits in measurable terms	:	Not Applicable

Annexure- B

Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standards on General Meetings (SS-2) regarding Directors seeking re-appointment in respect of Item No. 1-4.

Name of Directors	Mr. Lalit Seth	Mr. Rishi Seth	Mr. Gautam Seth	Mr. Chandra Prakash Jain
Age	72 years	48 years	47 years	59 years
Qualification(s)	Undergraduate	MBA in Finance	Chartered Accountant	Electrical Engineer and MBA
Experience	49 years	24 years	22 years	32 years

Expertise in Specific functional area/Brief Profile	Mr. Lalit Seth is the vision behind HPL's success and reputation in the market. With more than 49 years of experience in the Electrical Industry, he has been responsible for a series of progressive projects with HPL Group. Under his inspiring leadership and dynamic approach, HPL stands tall in the Electrical Market segment.	An MBA in Finance with more than 24 years of experience, Mr. Rishi Seth is a man of sharp vision. As the Joint Managing Director, he has been instrumental in HPL Group's organic growth and is responsible for shaping the strategic perspective that has led to the diversification and expansion of HPL into new avenues including EPC projects. He looks after the Institutional and Government business in addition to a few manufacturing facilities. He has also been instrumental in the Company's foray into green projects. His major achievement includes HPL's growth into utility segment, making the Group stand tall as the largest Electronic Energy Meter manufacturer in India and among the largest in the world.	Mr. Gautam Seth is a qualified Chartered Accountant and is responsible for the overall functioning and management of the administration. With over 22 years of experience in the field of electrical industry, Mr. Gautam Seth has carried forward the group with pure dedication and commitment. As a Joint Managing Director of the Company, he has been involved foremost in the Group's sales and marketing activities and has spearheaded the Group's various forays into new products and green field projects. A strong vision, exemplary leadership and expertise in the electrical market have enabled him to lead HPL towards the success path.	A Qualified Electrical Engineer and an MBA with 32 years of experience in manufacturing Electrical & Electronic products, Mr. C. P. Jain is on Board of Directors of the Company. He has been an important pillar in Company's growth with his sharp vision and exemplary leadership. In addition to his corporate responsibilities, he heads the R&D centres and the Electronic Meter Division. He was the Chairman of the prestigious IEEMA meter division for the year 2013-14.
Terms & Conditions of re-appointment	As per Annexure A	As per Annexure A	As per Annexure A	As per Annexure A
Remuneration Last Drawn	As per Annexure A	As per Annexure A	As per Annexure A	As per Annexure A
Date of first appointment on the Board	28.05.1992	29.09.2000	15.02.2008	18.05.2009
Relation with Directors/ Key Managerial Personnel	Mr. Lalit Seth is not related to any other director of the Company except Mr. Rishi Seth and Mr. Gautam Seth. Mr. Lalit Seth is a father of Mr. Rishi Seth and Mr. Gautam Seth.	Mr. Rishi Seth is not related to any other director of the Company except Mr. Lalit Seth and Mr. Gautam Seth. Mr. Lalit Seth is a father of Mr. Rishi Seth and Mr. Gautam Seth is a brother of Mr. Rishi Seth.	Mr. Gautam Seth is not related to any other director of the Company except Mr. Lalit Seth and Mr. Rishi Seth. Mr. Lalit Seth is a father of Mr. Gautam Seth and Mr. Rishi Seth is a brother of Mr. Gautam Seth.	Mr. Chandra Prakash Jain is not related to any other director of the Company.
Number of Board Meetings attended w.e.f 1 st April, 2018	3	3	4	3

Other Directorships held	1. Himachal Energy Pvt Ltd 2. HPL India Ltd 3. Havell's Pvt Ltd 4. Havells Electronics Pvt Ltd 5. Jesons Impex Pvt Ltd 6. HPL Power Corporation Ltd 7. Amerex Private Limited 8. Homepunch Private Limited	1. Himachal Energy Pvt Ltd 2. HPL India Ltd 3. Havell's Pvt Ltd 4. Havells Electronics Pvt Ltd 5. Jesons Impex Pvt Ltd 6. HPL Power Corporation Ltd 7. Amerex Private Limited 8. Homepunch Private Limited	1. Himachal Energy Pvt Ltd 2. HPL India Ltd 3. Havell's Pvt Ltd 4. Havells Electronics Pvt Ltd 5. Jesons Impex Pvt Ltd 6. HPL Power Corporation Ltd 7. Amerex Private Limited 8. Homepunch Private Limited	None
Chairmanship / Membership of the Committee of the Board of other Companies	Chairman of CSR Committee of Himachal Energy Private Limited	Member of CSR Committee of Himachal Energy Private Limited	Chairman of Audit Committee and Nomination & Remuneration Committee of Himachal Energy Private Limited	None
Shareholding in the Company	12.08%	3.47%	3.47%	0.06%

**By order of the board
For HPL Electric & Power Limited**

**Vivek Kumar
Company Secretary
M. No. A18491**

Date: 13th February, 2019
Place: Noida
Regd. Office: 1/20, Asaf Ali Road, New Delhi – 110002