HPL Electric & Power Limited
CIN : L74899DL1992PLC048945
Corporate Office: 76-B, Phase-IV, Sector-57, HSIIDC Industrial Estate,
Kundli-131028, Sonipat, Haryana INDIA.
Tel.: +91-130-350 3958, 350 3437 | E-mail: hpl@hplindia.com
Website: www.hplindia.com

November 26, 2026

The Manager,
Listing Department,
National Stock Exchange of India Ltd.
"Exchange Plaza", C-1, Block G,
Bandra-Kurla Complex, Bandra (E),
Mumbai – 400 051

Scrip Code: HPL

The Secretary,
BSE Limited
25th Floor, New Trading Ring, Rotunda,
Building, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001

Scrip Code: 540136

Sub: Intimation of Postal Ballot Notice

Dear Sir/Ma'am,

Pursuant to the provisions of Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of Postal Ballot along with Explanatory Statement, seeking approval of the Members of the Company for the Resolution as mentioned in the aforesaid Postal Ballot Notice by means of electronic voting ("e-voting").

In compliance with applicable MCA Circulars, the Notice of Postal Ballot has been sent only by email to the Shareholders today i.e. Thursday, November 26, 2026, whose names appeared in the Register of Members/List of Beneficial Owners as on cut-off date i.e. Friday, November 20, 2026 and who have registered their e-mail addresses with the Company/Registrar and Transfer Agent of the Company/Depositories.

The schedule of events for Postal Ballot (E-voting) is as mentioned hereunder:

Sr. No.	Particulars	Date
1	Cut- off date	Friday, November 20, 2026
2	Commencement of e-voting	Sunday, November 29, 2026 at 09:00 A.M. (IST)
3	End of e-voting	Monday, December 28, 2026 at 05:00 P.M. (IST)
4	Declaration of voting Results	On or before Wednesday, December 30, 2026

The Postal Ballot Notice is also being made available on the website of the Company at www.hplindia.com

Thanking You,
For **HPL Electric & Power Limited**

Vivek Kumar
Digitally signed by Vivek Kumar
Date: 2026.11.26 12:50:55 +05'30'

Vivek Kumar
Company Secretary

Encl: As stated above

HPL ELECTRIC & POWER LIMITED

(CIN: L74899DL1992PLC048945)
Registered Office: 1/20, Asaf Ali Road, New Delhi- 110002
Ph.: 011-23234411, Fax: 011-23232639
Email id: hplcs@hplindia.com; Website:www.hplindia.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Sections 108 & 110 and all other applicable provisions, if any, of the Companies Act, 2013 ("the **Act**") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, as amended ("the **Rules"**), General Circular No. 03/2025 dated September 22, 2025 and/or any other relevant Circulars issued by the Ministry of Corporate Affairs **('MCA')** from time to time **('MCA Circulars')**, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**) including any statutory modification(s) or re-enactment(s) thereof for the time being in force read with Circular issued by Securities and Exchange Board of India **('SEBI')** from time to time **('SEBI Circulars')**, Secretarial Standards – 2 on General Meeting ("**SS-2"**) issued by the Institute of Company Secretaries of India (**"ICSI**"), and other applicable laws and regulations, if any, the Company is seeking consent / approval of the Member(s) of the Company for the below appended resolution by means of postal Ballot through electronic means i.e. through remote e-voting system **("E-voting")**.

In compliance with the MCA Circulars, this Postal Ballot Notice **("Notice")** is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent/Depositories viz. National Securities Depository Limited (**"NSDL"**) and Central Depository Services (India) Limited (**"CDSL"**) and the communication of assent/dissent of the Members will only take place through E-voting. Hard copy of Notice along with Postal Ballot form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and Members are required to accord their assent or dissent through the E-voting only. If your e-mail address is not registered with the Company/Registrar and Share Transfer Agent/ Depositories, please follow the process provided in the notes mentioned herein below to receive this Notice, login ID and password for e-voting.

An explanatory statement pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Notice.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors (the **"Board"**) in its meeting held on **Thursday, November 5, 2026**, appointed Mr. Deepak Kukreja and Mrs. Monika Kohli, partners DMK Associates, Company Secretaries as scrutinizer and alternate scrutinizer, respectively (the **"Scrutinizer"**), for conducting the Postal Ballot through E-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is pleased to provide e-voting facility to all its members to cast their votes electronically. The Company has engaged the services of KFin Technologies Limited ("**KFIN"**) to provide E-voting facility to its members. The Members are requested to carefully read the instructions indicated in this notice. The e-voting period shall commence on **Sunday, November 29, 2026 at 09:00 A.M. (IST)** and end on **Monday, December 28, 2026 at 05:00 P.M. (IST)**. The e-voting module shall be disabled by KFIN for voting thereafter and no member may cast their vote beyond this period. Upon completion of the scrutiny of the votes cast through e-voting, the Scrutinizer will submit their report to the Chairman of the Company or to any other person, as may be authorized by him.

The result of the Postal Ballot will be announced on or before **05:00 P.M. (IST) Wednesday, December 30, 2026.** The said results will be displayed on the notice board at the Registered Office of the Company and will also be intimated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website at www.hplindia.com and on the website of KFIN at https://evoting.kfintech.com

You are requested to peruse the proposed resolution along with the Explanatory Statement and thereafter accord your assent or dissent by means of e-voting facility as provided by the Company.

PROPOSED RESOLUTION

Item No. 1

Appointment of Mr. Bramhadeo Atmaramji Sawale (DIN: 09835478) as an Independent Director of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and Companies (Appointment and Qualification of Directors) Rules, 2014, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in terms of Articles of Association of the Company, Mr. B A Sawale (DIN: 09835478) who was appointed as an Additional Director to be designated as Independent Director with effect from Thursday, November 12, 2026 by the Board of Directors in its meeting held on Thursday, November 05, 2026 on the recommendation of the Nomination and Remuneration Committee and who also meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of Act proposing his candidature for appointment as Director of the Company be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from Thursday, November 05, 2026.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby severally authorized to file necessary forms with the Registrar of Companies and to do all such acts, things or deeds, as may be required to give effect to the above resolution."

By Order of the Board of Directors
For **HPL Electric & Power Limited**

Sd/-
Vivek Kumar
Company Secretary & Compliance officer
Membership No.-A18491

Date: November 05, 2026
Place: Kundli

Registered Office: 1/20, Asaf Ali Road,
New Delhi- 110002

Notes:

1. An Explanatory Statement pursuant to Section 102(1) and other applicable provisions, if any, of the Act setting out all material facts and reasons relating to the proposed resolution is annexed hereto and forms the part of this Notice.

2. The Notice is being sent to the members of the Company only through electronic mode whose names appear in the Register of Members/List of Beneficial Owners and who have registered their e-mail addresses with the Company/Registrar and Share Transfer Agent of the Company/Depositories as on **Friday, November 20, 2026** ("the **cut-off date**"). The notice is also available on the websites of the Company at www.hplindia.com and KFin Technologies Limited at https://evoting.kfintech.com and also available on the websites of BSE at www.bseindia.com and NSE at www.nseindia.com

3. If your e-mail address is not registered with the Company/Registrar and Share Transfer Agent of the Company/Depositories, please addresses your respective Depository Participants for registration of email address and for receipt of login ID & password for e-voting.

   After successful registration of the e-mail address, a copy of this Notice along with the e-voting user ID and password will be sent to the registered e-mail address, upon request received from the member. In case of any queries, Members may write to: einward.ris@kfintech.com

4. Pursuant to the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of Listing Regulations and the MCA Circulars, the Company is providing facility of E-voting to all Members in respect of the business to be transacted through Postal Ballot. The Company has engaged the services of KFIN to provide E-voting facility to Members. Instructions for E-voting are provided herein below at point no. 17.

5. Voting rights of the Members for E-Voting shall be reckoned based on the proportion of the Equity shares held by them in the Paid-up Equity Share Capital of the Company as on the close of the business hours on cut-off date.

6. During the E-voting period, Members can login to https://evoting.kfintech.com any number of times till they have not voted on the resolution. Once the vote on the resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.

7. The E-voting period shall commence on **Sunday, November 29, 2026 at 09:00 A.M. (IST)** and end on **Monday, December 28, 2026 at 05:00 P.M. (IST)**. During this period, Members of the Company, holding shares as on the cut-off date, may cast their vote electronically. The E-voting module shall be disabled by KFIN thereafter. A person who is not a shareholder on the cut-off date should treat this notice for information purpose only.

8. The details of voting by E-voting shall be under safe custody of the scrutinizer till the Chairman or any other person authorized by the Chairman not sign the results of the voting.

9. The Scrutinizer will, after the conclusion of voting through e-voting, unlock the votes cast through E-voting in the presence of at least two witnesses not in the employment of the Company and make a scrutinizer's report of the total votes cast in favour or against, if any. The Scrutinizer shall submit his report to the Chairman of the Company or in his absence, to the person authorised by him in writing, who shall countersign the same and declare the results of the voting forthwith. The results of the Postal ballot would be announced by the Chairman or any other Director / authorized person of the Company on or before **05:00 P.M. (IST) on Wednesday, December 30, 2026** and shall be displayed on the notice board of the Company at its registered office besides being communicated to Stock Exchanges. The results will also be displayed on the website of the Company at www.hplindia.com and on the website of the E-Voting agency at https://evoting.kfintech.com for the information of the member(s) and on the website of BSE at www.bseindia.com and NSE at www.nseindia.com

10. Relevant documents referred to in this Notice and the Explanatory Statement will be available for inspection by the Members in the Electronic mode upto the date of declaration of results of Postal Ballot from **03:00 P.M. (IST) to 05:00 P.M. (IST)** on all working days. Members seeking to inspect such documents can send an email to hplcs@hplindia.com

11. A Member cannot exercise his vote by proxy on postal ballot.

12. In terms of SEBI circular dated December 9, 2020 on E-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depository Participants. Shareholders are requested to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

13. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts.

14. As required by Rule 20 and Rule 22 of the Rules read with the MCA Circulars and the Listing Regulations, the details pertaining to this Notice will be published in one English national daily newspaper circulating throughout India (in English language) and one Hindi daily newspaper circulating in New Delhi (in vernacular language, i.e. Hindi).

15. Members may download the Notice from the Company's website at www.hplindia.com or from E-Voting agency's website at https://evoting.kfintech.com. A Copy of the Notice is also available on the website of BSE at www.bseindia.com and NSE at www.nseindia.com

16. Resolution passed by the Members through e-voting shall be deemed to have been passed as if it has been passed at a General Meeting of the Members. The Resolution, once passed by requisite majority, will be deemed to be passed on the last date of E-voting i.e., **Monday, December 28, 2026.**

17. Voting Through Electronic Means (E-Voting):

The 'Step by Step' procedure, Instructions and other information for casting your vote electronically through e-voting are as under:

i. In compliance with the provisions of Section 108 and 110 of the Act read with Rule 20 of the of the Companies (Management and Administration) Rules, 2014, as amended and circulars issued from time to time, Regulation 44 of the Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 and circulars issued from time to time in relation to e-Voting Facility provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFIN, on the resolution set forth in this Notice. The instructions for e-Voting are given herein below.

ii. Pursuant to SEBI circular referred above, the e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of members participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

iv. Any person holding shares in physical form as on the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com However, if he / she is already registered with KFIN for E-Voting then he /she can use his / her existing User ID and password for casting the vote.

v. In case of Individual Shareholders, holding securities in demat mode, as on the cut-off date may follow steps mentioned below under "Login method for remote e-Voting" (Step 1).

vi. In case of Individual Shareholders, holding securities in physical mode, as on the cut-off date may follow steps mentioned below under "Login method for remote e-Voting" (Step 2).

vii. The details of the process and manner for remote e-Voting are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFIN e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	**1. Existing Internet-based Demat Account Statement ('IDeAS') facility Users:** I. Visit the e-services of NSDL https://eservices.nsdl.com either on a personal computer website or on a mobile. II. On the e-services home page click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section. Thereafter enter the existing user ID and password. III. After successful authentication, Members will be able to see e-voting services under 'Value Added Services'. Please click on 'Access to e-voting' under e-voting services, after which the e-voting page will be displayed. IV. Click on company name i.e. '**HPL Electric & Power Limited**' or KFIN. V. Members will be re-directed to KFIN's website for casting their vote during the remote e-voting period. **2. Those not registered under IDeAS:** I. Visit https://eservices.nsdl.com for registering. II. Select '**Register Online Ideas for IDeAS Portal'** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Visit the e-voting website of NSDL https://www.evoting.nsdl.com. IV. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder / Member' section. A new screen will open. V. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen. VI. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page. VII. Click on Company name i.e., '**HPL Electric & Power Limited** or KFIN after which the Member will be redirected to KFIN website for casting their vote during the remote -voting period. **3. Alternatively, by directly accessing the remote e-voting website of NSDL** I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon "Login" which is available under 'Shareholder/ Member' section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL),

	Password/ OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will be requested to select the name of the Company and the name of the e-voting Service Provider (ESP) i.e. KFintech. V. On successful selection, you will be redirected to KFintech e-voting page for casting your vote
Individual Shareholders holding securities in demat mode with CDSL	**1. Existing user who have opted for Easi / Easiest** I. Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of KFINE-voting portal. V. Click on e-Voting service provider name to cast your vote. 2. **User not registered for Easi/Easiest** I. Option to register is available at https://web.cdslindia.com/myeasitoken/Home/Login II. Proceed with completing the required fields. III. Follow the steps given in point 1. 3. **Alternatively, by directly accessing the e-Voting website of CDSL** I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e., **KFIN** where the E-voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. III. Click on options available against company name or e-Voting service provider – **KFIN** and you will be redirected to e-Voting website of **KFIN** for casting your vote during the remote e-Voting period without any further authentication.

***Important note**: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.*

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: **1800 1020 990** and **180022 4430**
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at **022-23058738** or **022-23058542-43**

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants will receive an email from KFIN which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

i. Launch internet browser by typing the URL: https://evoting.kfintech.com

ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN: xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFIN for e-voting, you can use your existing User ID and password for casting the vote.

iii. After entering these details appropriately, click on "LOGIN".

iv. You will now reach password change Menu wherein you are required to mandatorily change your 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 and answer 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. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the "EVEN" i.e., '**HPL Electric & Power Limited** - Postal Ballot" and click on "Submit"

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also

choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

ix. Voting must be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolutions, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolutions.

xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to cast its vote through E-voting, together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email ID deepak.kukreja@dmkassociates.in with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Even No."

(B) Members whose email IDs are not registered with the Company/Depository Participants and consequently the Postal Ballot Notice and e-voting instructions cannot be serviced, will have to follow the following process:

i. Members who have not registered their email address and in consequence the Postal Ballot Notice and e-voting instructions cannot be serviced, may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Postal Ballot Notice and the e-voting instructions. In case of any queries, member may write to einward.ris@kfintech.com.

ii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

iii. To receive communication through electronic means, members are requested to kindly register/ update their respective e-mail address with their depository participant(s), where shares are held in electronic form.

EXPLANATORY STATEMENT
Pursuant to the Provisions of Section 102 (1) of the Companies Act, 2013

Item No. 1

The Board of Directors based on the recommendation of Nomination and Remuneration Committee and subject to approval of the shareholders, has appointed Mr. B A Sawale (DIN: 09835478) as an Additional Director to be designated as Independent Director of the Company with effect from Thursday, November 12, 2026 for a term of five (5) consecutive years, not liable to retire by rotation.

Mr. Bramhadeo Atmaramji Sawale is a distinguished professional having over three decades of rich experience in the power sector, with extensive expertise in electrical engineering, energy metering, research and development, technical standardisation, regulatory affairs and institutional governance.

He superannuated as Director General of the Central Power Research Institute (CPRI), Ministry of Power, Government of India, on June 30, 2025, after serving in various senior technical and leadership positions. During his tenure as Director General, he led an organisation comprising approximately 800 personnel and oversaw major infrastructure development and research projects, including Government-funded projects exceeding ₹1,000 crores. He also served as Chairman of the Board of Directors of National High Power Testing Laboratory, Beena (JV of CPRI, PGCIL, NHPC, NTPC & DVC).

Mr. Sawale has made significant contributions towards the development of national and international standards for conventional and smart energy meters, digital metering systems and related technologies. He has been serving as Chairman of the Bureau of Indian Standards (BIS) Sectional Committee ETD 13, and is currently in his third tenure in this capacity. He has also been actively associated with the International Electrotechnical Commission (IEC), including its Technical Committee TC 13. He has also served as a Member of the State Advisory Committee of Madhya Pradesh Electricity Regulatory Commission and is associated with various national-level technical, regulatory and accreditation committees.

He holds a Bachelor of Engineering degree in Electronics from Amravati University, a Master of Technology degree in Digital Communication from Maulana Azad National Institute of Technology (MANIT), Bhopal, and an MBA in General Management from ICFAI University. He has also completed a Regulatory Certificate Programme on Renewable Energy: Economics, Policy and Regulation from IIT Kanpur. He is also a Senior Member of the Institute of Electrical and Electronics Engineers (IEEE).

In recognition of his outstanding contribution to the power and metering sector, he has been honoured with the Lifetime Achievement Award by IEEMA and the prestigious IEC-1906 Award by the International Electrotechnical Commission.

His extensive experience in technical leadership, strategic management, policy formulation, regulatory frameworks and corporate governance is expected to bring valuable insights and guidance to the Board of Directors of the Company.

The Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for appointment as a Director in the capacity of an Independent Director of the Company.

The Nomination and Remuneration Committee (NRC) evaluated the skills, knowledge and experience and found that Mr. B A Sawale possess relevant expertise and capabilities required of an Independent Director. Based on the skills, knowledge and experience of Mr. Sawale and on the recommendation of NRC, the Board of Directors of the Company at its meeting held on Thursday, November 5, 2026 has approved the appointment of Mr. Sawale for a term of 5 (five) consecutive years, subject to approval of shareholders, with effect from Thursday, November 12, 2026, not being liable to retire by rotation. Mr. Sawale will be paid sitting fees for attending the Board and Committee meetings.

The Company has received requisite consent and declarations from Mr. Sawale including confirmation that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 **('Act')** and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

He is neither disqualified from being appointed as Director in terms of provisions of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any such other authority.

In the opinion of the Board, Mr. Sawale proposed to be appointed as independent director, fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.

The details, in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including Secretarial Standard-2 on General Meetings ("SS-2") are given in the notice in **Annexure-I**.

Except Mr. B A Sawale, none of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, whether financially or otherwise, concerned or interested, in the resolution set out at item No. 1 of the Notice.

The Board recommends the Special Resolution as set out at item no. 1 for approval by the Members.

By Order of the Board of Directors
For **HPL Electric & Power Limited**

Sd/-
Vivek Kumar
Company Secretary & Compliance officer
Membership No.-A18491

Date: November 5, 2026
Place: Kundli

Registered Office: 1/20, Asaf Ali Road,
New Delhi- 110002

ANNEXURE-I

PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS 2 ISSUED BY ICSI:

Name of Director	Mr. Bramhadeo Atmaramji Sawale
DIN	09835478
Date of Birth	10-06-1965
Age	61 years
Date of Appointment	November 12, 2026
Qualifications	Please refer to the Explanatory Statement for Item No.1 of this Postal Ballot Notice
Brief Profile	Please refer to the Explanatory Statement for Item No.1 of this Postal Ballot Notice
Terms and Conditions of Appointment	He is being appointed as an Non Executive Independent Director with effect from Thursday, November 12, 2026 for a first term of five (5) years, not liable to retire by rotation.
Remuneration paid/last drawn for financial year 2025-26	Not Applicable
Directorship held in other listed entity.	Nil
Membership / Chairmanship of Committees of other listed Companies	Nil
Listed Companies from which Director has resigned in the past 3 years	Nil
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Please refer to the Explanatory Statement for Item No.1 of this Postal Ballot Notice
Number of Meetings of the Board attended during the financial year 2025-26	Not Applicable
Number of Shares held in the Company including shareholding as a beneficial owner	Nil
Relationship with other Director(s) Manager and other Key Managerial Personnel of the Company	None of the Directors or Key Managerial Personnel is related to Mr. Sawale
Remuneration proposed to be paid	Mr. Sawale will be paid sitting Fee for attending Board and Committee meetings.