

CIN:L40109TG1986PLC006745

September 27, 2017

The Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400001
Fax no: 022-22721919 / 22722041

The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (East)
Mumbai - 400 051
Fax No: 022-26598237 / 38

Dear Sirs,

**SUB:- DISCLOSURE OF DETAILS OF VOTING RESULTS OF UNDER
REGULATION 44(3) OF SEBI(LODR) REGULATIONS, 2015
ANNUAL GENERAL MEETING HELD ON 26 SEPTEMBER 2017**

The 31st Annual General Meeting (AGM) of the Company was held on Tuesday, 26th September 2017 at KLN Prasad Auditorium, Federation of Telangana and Andhra Pradesh Chamber of Commerce and Industry, 11-6-841, Red Hills, Hyderabad 500 004 at 4.00 pm.

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 all the members were given an opportunity to exercise their right to vote on the resolutions set out in the notice of 31st AGM through electronic voting (e-voting) services provided by Karvy Computershare Private Limited during the period commencing from Saturday, September 23, 2017 at 09.00 am to 5.00 pm on Monday, September 25, 2017.

All the resolutions contained in the notice of the AGM were approved by the members with requisite majority through e-voting and poll at the meeting. Accordingly, all the resolutions were declared as passed on 26th September, 2017.

In accordance with Regulation 44(3) of the SEBI (LODR) Regulations 2015 as amended from time to time please find the voting results of 31st AGM of the Company held on 26th September, 2017 in the prescribed format along with the report of Scrutinizer. Kindly take the same on records.

Thanking you

Yours faithfully
For HBL Power Systems Limited


MVSS Kumar
Company Secretary

Encl: as above



HBL Power Systems Ltd.

8-2-601, Road No. 10, Banjara Hills, Hyderabad - 500 034. T.S., INDIA.

Phone: +91-40-2335 1934 Fax: +91-40-2335 3189

CIN :L40109TG1986PLC006745 website : www.hbl.in

Disclosure as per Regulation 44(3) of the SEBI(LODR) Regulations, 2015 with regard to voting results of 31st Annual General Meeting of HBL Power Systems Limited held KLN Prasad Auditorium, Federation of Telangana and Andhra Pradesh Chamber of Commerce and Industry, 11-6-841, Red Hills, Hyderabad 500 004 on Tuesday, 26th September 2017.

CIN:L40109TG1986PLC006745

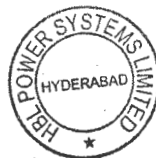
Name of the Company		HBL Power Systems Limited			
Date of Annual General Meeting		26 th September 2017			
Book Closure Date		20-09-2017 TO 26-09-2017 (Both days inclusive)			
Total Number of Shareholders as on cut-off date i.e. 19 th September 2017		27596			
Attendance of members		122			
CATEGORY	PRESENT IN PERSON	PRESENT THROUGH PROXY	TOTAL	SHARES	% TO PAID UP CAPITAL
PROMOTER AND PROMOTER GROUP	10	0	10	168908374	66.76220
PUBLIC	109	3	112	70236	0.02776
TOTAL	119	3	122	168978610	66.78996
No. of shareholders attended the meeting through video conferencing: - No video conferencing facility was made available.					

The mode of voting for all the resolutions was e-voting and poll conducted at the meeting.

Item No.	Details of Agenda	Resolution required	Mode of voting	Remarks
1	To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2017 together with the reports of the Board of Directors and Auditors' thereon.	Ordinary	E-Voting & Poll at AGM	The resolution was passed with requisite majority
2	To declare dividend for the year ended March 31, 2017	Ordinary	E-Voting & Poll at AGM	The resolution was passed with requisite majority
3	To appoint a director in place of Mr. Ajay Bhaskar Limaye who retires by rotation and is eligible for re-appointment.	Ordinary	E-Voting & Poll at AGM	The resolution was passed with requisite majority
4	To appoint auditors for the year 2017-18 till the conclusion of the next Annual General Meeting (AGM) and to authorize the Board to fix their remuneration.	Ordinary	E-Voting & Poll at AGM	The resolution was passed with requisite majority

Agenda wise voting results are annexed.
For HBL Power Systems Limited

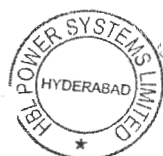

MVSS Kumar
Company Secretary



Hyderabad, 27 September 2017

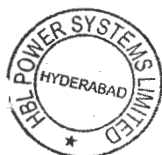
Resolution No.	1							
Resolution required:	ORDINARY - To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2017 together with the reports of the Board of Directors and Auditors' thereon.							
Whether promoter/ promoter group are interested in the agenda/resolution : Not applicable								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	187713171	0	0	0	0	0	0
	Poll		168908374	89.9822	168908374	0	100.0000	0.0000
	Total		168908374	89.9822	168908374	0	100.0000	0.0000
Public- Institutions	E-Voting	21852317	14248813	65.2050	14248813	0	100.0000	0.0000
	Poll		0	0	0	0	0	0
	Total		14248813	65.2050	14248813	0	100.0000	0.0000
Public- Non Institutions	E-Voting	43434512	29278	0.0674	18678	10600	63.7953	36.2046
	Poll		45920	0.1057	45920	0	100.0000	0.0000
	Total		75198	0.1731	64598	10600	85.9039	14.0961
Total		253000000	183232385	72.4239	183221785	10600	99.9942	0.0058

Resolution No.	2							
Resolution required:	ORDINARY - To declare dividend for the year ended March 31, 2017 A dividend of 25% (ie 0.25 paise on each share of Re 1 was declared)							
Whether promoter/ promoter group are interested in the agenda/resolution : Yes to the extent of dividend on the shares held								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	187713171	0	0	0	0	0	0
	Poll		168908374	89.9822	168908374	0	100.0000	0.0000
	Total		168908374	89.9822	168908374	0	100.0000	0.0000
Public- Institutions	E-Voting	21852317	14248813	65.2050	14248813	0	100.0000	0.0000
	Poll		0	0	0	0	0	0
	Total		14248813	65.2050	14248813	0	100.0000	0.0000
Public- Non Institutions	E-Voting	43434512	29278	0.0674	29158	120	99.5901	0.4098
	Poll		45920	0.1057	45920	0	100.0000	0.0000
	Total		75198	0.1731	75078	120	99.8404	0.1596
Total		253000000	183232385	72.4239	183232265	120	99.9999	0.0001



Resolution No.	3							
Resolution required:	ORDINARY - To appoint a director in place of Mr. AJay Bhaskar Limaye who retires by rotation and is eligible for re-appointment.							
Whether promoter/ promoter group are interested in the agenda/resolution : Not applicable								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	187713171	0	0	0	0	0	0
	Poll		168908374	89.9822	168908374	0	100.0000	0.0000
	Total		168908374	89.9822	168908374	0	100.0000	0.0000
Public- Institutions	E-Voting	21852317	14248813	65.2050	14173946	74867	99.4745	0.5254
	Poll		0	0	0	0	0	
	Total		14248813	65.2050	14173946	74867	99.4745	0.5254
Public- Non Institutions	E-Voting	43434512	29278	0.0674	18678	10600	63.7953	36.2046
	Poll		45920	0.1057	45920	0	100.0000	0.0000
	Total		75198	0.1731	64598	10600	85.9039	14.0961
Total		253000000	183232385	72.4239	183146918	85467	99.9534	0.0466

Resolution No.	4							
Resolution required:	ORDINARY - To appoint auditors for the year 2017-18 till the conclusion of the next Annual General Meeting (AGM) and to authorize the Board to fix their remuneration.							
Whether promoter/ promoter group are interested in the agenda/resolution : Not applicable								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	187713171	0	0	0	0	0	0
	Poll		168908374	89.9822	168908374	0	100.0000	0.0000
	Total		168908374	89.9822	168908374	0	100.0000	0.0000
Public- Institutions	E-Voting	21852317	14248813	65.2050	14248813	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Total		14248813	65.205	14248813	0	100	0
Public- Non Institutions	E-Voting	43434512	29278	0.0674	18678	10600	63.7953	36.2046
	Poll		45920	0.1057	45920	0	100.0000	0.0000
	Total		75198	0.1731	64598	10600	85.9039	14.0961
Total		253000000	183232385	72.4239	183221785	10600	99.9942	0.0058



Handwritten signature or initials.



SCRUTINIZER'S REPORT ON E-VOTING

Form No. MGT - 13

Report of Scrutinizer [Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of Companies (Management and Administration) Rules, 2014 as amended from time to time

To

Dr. A.J. Prasad
Chairman for 31st Annual General Meeting of the Equity Shareholders
HBL Power Systems Limited
Hyderabad 500 034

Dear Sir,

I, C.N.Kranthi Kumar, Company Secretary in whole-time Practice, having office at Hyderabad was appointed as a Scrutinizer by the Board of Directors of **HBL Power Systems Limited** CIN: L40109TG1986PLC006745, having registered office at 8-2-601, Road No.10, Banjara Hills, Hyderabad - 500 034, Telangana (the "Company") in the Board Meeting held on 11th August, 2017 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force.

My scope as a scrutinizer is :

To scrutinize the votes casted through electronic means (the "e-voting") and check whether the remote e-voting process is in fair and transparent manner. E-voting was held between Saturday the 23rd September, 2017 at 09.00 AM (IST) and Monday the 25th September, 2017 at 05.00 PM (IST) as stated in the Notice of the Annual General Meeting.

Despatch of Notice convening the Annual General Meeting :

The Notice dated 11th August, 2017 convening 31st Annual General Meeting of the equity shareholders of the Company was sent to the shareholders whose names were recorded in the register of members or in the register of beneficial owners maintained by the depositories of the Company as on 19th September 2017 in respect of the below mentioned resolutions passed at the said Annual General Meeting held on Tuesday, the 26th September, 2017 at 4.00 PM at KLN Prasad Auditorium, Federation of Telangana and Andhra Pradesh, Chamber of Commerce and Industry, 11-6-841, Red Hills, Hyderabad - 500 004.

Cut-off date :

The shareholders whose names were recorded in the register of members or in the register of beneficial owners maintained by the depositories of the Company as on the "cut-off " date of 19th September, 2017, were entitled to vote on the proposed resolutions as set out at item nos.1 to 4 in the Notice of the Annual General Meeting.

E-voting facility :

The Company has availed the E-voting facility offered by Karvy Computershare Private Limited, Registrar and Share Transfer Agents having their office at Gachibowli, Hyderabad (the "Agency") and the Company has provided the E-voting facility in terms of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force to its shareholders.

E-voting blocking and unblocking :

The voting period for e-voting commenced on Saturday the 23rd September, 2017 at 09.00 AM (IST) and ended on Monday the 25th September, 2017 at 05.00 PM (IST) and the Agency e-voting platform

Scrutinizer's Report on E-voting
HBL Power Systems Limited
Initials of the Company Secretary in Practice :

LP
C.N.

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[https://evoting.karvy.com] was blocked thereafter and the votes cast under E-voting facility were then unblocked by me on Monday the 25th September, 2017 at 5.06 PM (IST) in the presence of Ms. K.Ujwala and Ms. M.Radha Supriya two witnesses not being in the employment of the Company.

Scrutinizing e-votes :

I have scrutinized and reviewed the voting through electronic means and votes tendered therein based on the data downloaded from the Agency E-voting system [https://evoting.karvy.com]. The votes casted through electronic means (the "e-voting") and the remote e-voting process was conducted in fair and transparent manner.

I hereby submit my report as under on the results of voting through electronic means in respect of the said resolutions:

Item No. 1

Type of business: Ordinary Business.

Type of resolution: Ordinary Resolution

To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2017 together with the reports of the Board of Directors' and Auditor's thereon.

Particulars	Number of members voted in E-voting	Number of votes cast (Shares) - E voting	% (percentage) of total number of valid votes
For	26	14267491	99.9258
Against	6	2700	0.0742
Invalid	0	0	0
Total (*)	31	14278091	100.0000

Note: (*) One member casted split votes and therefore the total number of members voted remains 31

Based on the aforesaid result, the resolution was passed with requisite majority. You may accordingly declare the same.

Item No. 2

Type of business: Ordinary Business

Type of resolution: Ordinary Resolution

To declare dividend for the year ended on March 31, 2017. A dividend of 25% (ie 0.25 paise on each share of Re 1 was declared)

Particulars	Number of members voted in E-voting	Number of votes cast (Shares) - E voting	% (percentage) of total number of valid votes
For	30	14277971	99.9992
Against	2	120	0.0008
Invalid	0	0	0
Total (*)	31	14278091	100.0000

Note: (*) One member casted split votes and therefore the total number of members voted remains 31

Based on the aforesaid result, the resolution was passed with requisite majority. You may accordingly declare the same.

Item No. 3

Type of business: Ordinary Business

Type of resolution: Ordinary Resolution

To appoint a director in place of Mr. Ajay Bhaskar Limaye, (DIN: 02762738) who retires by rotation and is eligible for re-appointment.

Particulars	Number of members voted in E-voting	Number of votes cast (Shares) - E voting	% (percentage) of total number of valid votes
For	25	14192624	99.4014
Against	7	85467	0.5986
Invalid	0	0	0
Total (*)	31	14278091	100.0000

Note: (*) One member casted split votes and therefore the total number of members voted remains 31

Scrutinizer's Report on E-voting
HBL Power Systems Limited
Initials of the Company Secretary in Practice : *LP C.N.*



Based on the aforesaid result, the resolution was passed with requisite majority. You may accordingly declare the same.

Item No. 4

Type of business: Ordinary Business

Type of resolution: Ordinary Resolution

To appoint M/s. Rao & Kumar, Chartered Accountants, Visakhapatnam (ICAI Firm Registration No. 03089S), as auditors for the year 2017-18 till the conclusion of the next Annual General Meeting and to authorise the Board to fix their remuneration.

Particulars	Number of members voted in E-voting	Number of votes cast (Shares) - E voting	% (percentage) of total number of valid votes
For	26	14267491	99.9258
Against	6	10600	0.0742
Invalid	0	0	0
Total (*)	31	14278091	100.0000

Note: (*) One member casted split votes and therefore the total number of members voted remains 31

Based on the aforesaid result, the resolution was passed with requisite majority. You may accordingly declare the same.

The compliance with the provisions of the Companies Act, 2013 and the rules made thereunder and regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting through electronic means (the "E-voting") are taken care by management of the Company.

All relevant records relating to electronic voting shall remain in my custody until the Chairman considers, approves and signs the Minutes of the 31st Annual General Meeting and the same shall be handed over to the Chairman / Company Secretary for safe keeping.

Thanking you,
Yours faithfully



C.N.Kranthi Kumar
Company Secretary in Practice
FCS No.:9255 .CP No.:13889

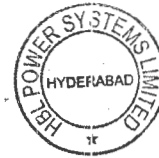
Dated: 27.09.2017

Place: Hyderabad, Telangana.

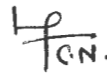
Countersigned
For HBL Power Systems Limited



Dr AJ Prasad
Chairman and Managing Director



Scrutinizer's Report on E-voting
HBL Power Systems Limited
Initials of the Company Secretary in Practice :



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SCRUTINIZER'S REPORT ON VOTING THROUGH BALLOT

Form No. MGT - 13

Report of Scrutinizer [Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of Companies (Management and Administration) Rules, 2014 as amended from time to time

To
Dr. A.J.Prasad
Chairman for 31st Annual General Meeting of the Equity Shareholders,
HBL Power Systems Limited,
Hyderabad 500 034

Dear Sir,

I, C.N. Kranthi Kumar, Company Secretary in whole-time Practice, having office at Hyderabad, was appointed as a scrutinizer by the Board of Directors of **HBL Power Systems Limited** CIN: L40109TG1986PLC006745, having registered office at 8-2-601, Road No.10, Banjara Hills, Hyderabad - 500 034, Telangana (the "Company") in the Board Meeting held on 11th August, 2017 pursuant to Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force.

My scope as a scrutinizer is :

To scrutinize the votes casted through ballot and check whether the voting process by use of ballot at the Annual General Meeting is conducted in a fair and transparent manner.

Despatch of Notice convening the Annual General Meeting :

The Notice dated 11th August, 2017 convening 31st Annual General Meeting of the equity shareholders of the Company was despatched to the shareholders on 1st September 2017 whose names were recorded in the register of members or in the register of beneficial owners maintained by the depositories of the Company as on 19th September 2017 in respect of the below mentioned resolutions.

Convening of the Annual General Meeting :

The 31st Annual General Meeting held on Tuesday, the 26th September, 2017 at 4.00 PM at KLN Prasad Auditorium, Federation of Telangana and Andhra Pradesh, Chamber of Commerce and Industry, 11-6-841, Red Hills, Hyderabad - 500 004.

Cut-off date :

The shareholders whose name were recorded in the register of members or in the register of beneficial owners maintained by the depositories of the Company as on the "cut-off " date of 19th September, 2017 were entitled to vote on the proposed resolutions as set out at item nos.1 to 4 in the Notice of the Annual General Meeting.

Ballot :

After declaration of voting by use of ballot by the Chairman of the Annual General Meeting, ballot boxes were kept for voting, the ballot boxes were locked in my presence with due identification marks placed on them.

The ballot boxes subsequently on the close of ballot voting hours, were opened by me in the presence of Ms. K. Ujwala and Mr. B. Srinivas, two witnesses not being in the employment of the Company.

Scrutinizer's Report on voting through ballot
HBL Power Systems Limited
Initials of the Company Secretary in Practice :

LP
T.C.N.

Page 1 of 3



Scrutinizing ballots :

The ballots including authorisations / proxies lodged were reconciled with the records maintained by the Company / Registrar and Share Transfer Agents i.e., Karvy Computershare Private Limited having office at Gachibowli, Hyderabad. (the "Agency").

As per the list of shareholders provided by the Company / Agency, the names of the shareholders who had voted on e-voting platform through [https://evoting.karvy.com] had been blocked and the ballots issued to those shareholders who were present at the Annual General Meeting and who had not voted on remote e-voting were only reconciled for the purpose of eliminating duplicate voting.

The ballots which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.

I have scrutinized and reviewed the voting through ballot. The votes casted through process of ballot was conducted in fair and transparent manner.

I now submit my report as under on the results of voting through ballot in respect of the said resolutions:-

Item No. 1**Type of business: Ordinary Business****Type of resolution: Ordinary Resolution**

To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2017 together with the reports of the Board of Directors' and Auditors' thereon.

Particulars	Number of members present and voted (in person or by proxy)	Number of votes cast by them	% (percentage) of total number of valid votes
For	87	168954294	100
Against	0	0	0
Invalid / Abstain	0	0	0
Total	87	168954294	100

Based on the aforesaid result, the resolution was passed with requisite majority. You may accordingly declare the same.


Item No. 2**Type of business: Ordinary Business****Type of resolution: Ordinary Resolution**

To declare dividend for the year ended March 31, 2017. A dividend of 25% (ie 0.25 paise on each share of Re 1 was declared)

Particulars	Number of members present and voted (in person or by proxy)	Number of votes cast by them	% (percentage) of total number of valid votes
For	87	168954294	100
Against	0	0	0
Invalid / Abstain	0	0	0
Total	87	168954294	100

Based on the aforesaid result, the resolution was passed with requisite majority. You may accordingly declare the same.

Item No. 3**Type of business: Ordinary Business****Type of resolution: Ordinary Resolution**

Scrutinizer's Report on voting through ballot
HBL Power Systems Limited
Initials of the Company Secretary in Practice : 

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To appoint a director in place of Mr. Ajay Bhaskar Limaye, (DIN: 02762738) who retires by rotation and is eligible for re-appointment.

Particulars	Number of members present and voted (in person or by proxy)	Number of votes cast by them	% (percentage) of total number of valid votes
For	87	168954294	100
Against	0	0	0
Invalid / Abstain	0	0	0
Total	87	168954294	100

Based on the aforesaid result, the resolution was passed with requisite majority. You may accordingly declare the same.

Item No. 4

Type of business: Ordinary Business

Type of resolution: Ordinary Resolution

To appoint M/s. Rao & Kumar, Chartered Accountants, Visakhapatnam (ICAI Firm Registration No. 03089S), as auditors for the year 2017-18 till the conclusion of the next Annual General Meeting and to authorise the Board to fix their remuneration.

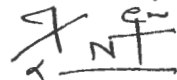
Particulars	Number of members present and voted (in person or by proxy)	Number of votes cast by them	% (percentage) of total number of valid votes
For	87	168954294	100
Against	0	0	0
Invalid / Abstain	0	0	0
Total - For Votes	87	168954294	100

Based on the aforesaid result, the resolution was passed with requisite majority. You may accordingly declare the same.

The compliance with the provisions of the Companies Act, 2013 and the rules made thereunder and regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting through ballot (whichever and wherever applicable) are taken care by management of the Company.

All relevant records relating to ballot voting were handed over to Company Secretary of the Company for safe keeping.

Thanking you,
Yours faithfully,

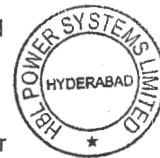


C.N.Kranthi Kumar
Company Secretary in Practice
FCS No.:9255 CP No.:13889
Dated: 27.09.2017
Place: Hyderabad, Telangana.

Countersigned
For HBL Power Systems Limited

A. J. Prasad

Dr AJ Prasad
Chairman and Managing Director



Scrutinizer's Report on voting through ballot
HBL Power Systems Limited
Initials of the Company Secretary in Practice :

LP
C.N.

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CONSOLIDATED SCRUTINIZER'S REPORT

Form No MGT – 13

[Pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time]

To

Dr. A.J.Prasad
Chairman for 31st Annual General Meeting of the Equity Shareholders,
HBL Power Systems Limited,
Hyderabad 500 034

Dear Sir,

I, C.N.Kranthi Kumar, Company Secretary in whole-time Practice, having office at Hyderabad, Telangana was appointed as the scrutinizer by the Board of Directors of **HBL Power Systems Limited** CIN: L40109TG1986PLC006745, having registered office at 8-2-601, Road No.10, Banjara Hills, Hyderabad - 500 034, Telangana (the "Company") in the Board Meeting held on 11th August, 2017 pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force.

My scope as a scrutinizer is :

- (a) To scrutinize the votes casted through electronic means (the "e-voting") and check whether the remote e-voting process is in fair and transparent manner held between Saturday the 23rd September, 2017 at 09.00 AM (IST) and Monday the 25th September, 2017 at 05.00 PM (IST) as stated in the Notice of the Annual General Meeting.
- (b) To scrutinize the votes casted through ballot and check whether the voting process by use of ballot at the Annual General Meeting is conducted in a fair and transparent manner.

Notice of the Annual General Meeting :

The Notice dated 11th August, 2017 convening 31st Annual General Meeting of the equity shareholders of the Company was despatched to the shareholders on 1st September, 2017 whose name was recorded in the register of members or in the register of beneficial owners maintained by the depositories of the Company in respect of the below mentioned resolutions to be passed at the said Annual General Meeting. The said Annual General Meeting held on Tuesday, the 26th September, 2017 at 4.00 PM at KLN Prasad Auditorium, Federation of Telangana and Andhra Pradesh, Chamber of Commerce and Industry, 11-6-841, Red Hills, Hyderabad - 500 004.

Cut-off date :

The shareholders whose name was recorded in the register of members or in the register of beneficial owners maintained by the depositories of the Company as on the "cut-off " date of 19th September, 2017 were entitled to vote by e-voting and through ballot on the proposed resolutions as set out at item nos. 1 to 4 in the Notice of the Annual General Meeting.

LP
C.N.



Newspaper Advertisement :

A public notice by way of an advertisement in terms of Rule 20 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force was published by the Company immediately on the completion of dispatch of notices of the Annual General Meeting on 5th September, 2017 in Financial Express (English Newspaper) and Nava Telangana (Principal Vernacular Language Newspaper of the State in which the registered office is situated) for the purposes of voting.

For e-voting :

The Company has availed the e-voting facility offered by Karvy Computershare Private Limited, Registrar and Share Transfer Agents having their office at Gachibowli, Hyderabad (the "Agency") and the Company has provided the e-voting facility in terms of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force to its shareholders.

The voting period for e-voting commenced on Saturday the 23rd September, 2017 at 09.00 AM (IST) and ended on Monday the 25th September, 2017 at 05.00 PM (IST) and the Agency e-voting platform [https://evoting.karvy.com] was blocked thereafter and the votes cast under e-voting facility were then unblocked by me on Monday the 25th September, 2017 at 5.06 PM (IST) in the presence of Ms. K. Ujwala and Ms. Radha Supriya two witnesses not being in the employment of the Company.

I have scrutinized and reviewed the voting through electronic means and votes tendered therein based on the data downloaded from the Agency e-voting system [https://evoting.karvy.com].

For voting through Ballot :

After declaration of voting by use of ballot by the Chairman of the Annual General Meeting, ballot boxes kept for voting were locked in my presence with due identification marks placed on them.

The ballot boxes subsequently on the close of ballot voting hours, were opened by me in the presence of Ms. K.Ujwala and Mr. B. Srinivas two witnesses not being in the employment of the Company.

The ballots including authorisations / proxies lodged were reconciled with the records maintained by the Company / Registrar and Share Transfer Agents i.e., Karvy Computershare Private Limited having office at Gachibowli, Hyderabad. (the "Agency").

As per the list of shareholders provided by the Company / Agency, the names of the shareholders who had voted on e-voting platform through [https://evoting.karvy.com] had been blocked and the ballots issued to those shareholders who were present at the Annual General Meeting and who had not voted on remote e-voting were only reconciled for the purpose of eliminating duplicate voting.

The ballots which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.

I now submit my Consolidated Report as under on the results of voting through remote e-voting and voting by ballot at the 31st Annual General Meeting in respect of the said resolutions:-

Item No. 1

Type of business: Ordinary Business

Type of resolution: Ordinary Resolution

To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2017 together with the reports of the Board of Directors' and Auditor's thereon.

Consolidated Scrutinizer's Report
HBL Power Systems Limited
Initials of the Company Secretary in Practice :

LP
TCN

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Particulars	Number of votes and votes contained in						% of votes
	Remote e-votes		Ballot votes		Total		
	Number	Votes	Number	Votes	Number	Votes	
For	25	14267491	87	168954294	113	183221785	99.9942
Against	6	10600	0	0	6	10600	0.0058
Abstained/Invalid	-	-	-	-	-	-	0
Total @	31	14278091	87	168954294	118	183232385	100.0000

@ 1 (One) member has casted split votes in remote e-voting and therefore total number of members voted remains 31 and 113.

Based on the aforesaid result, the resolution was passed with requisite majority. You may accordingly declare the same.

Item No. 2

Type of business: Ordinary Business

Type of resolution: Ordinary Resolution

To declare dividend for the year ended on March 31, 2017. A dividend of 25% (ie 0.25 paise on each share of Re 1 was declared)

Particulars	Number of votes and votes contained in						% of votes
	Remote e-votes		Ballot votes		Total		
	Number	Votes	Number	Votes	Number	Votes	
For	30	14277971	87	168954294	117	183232265	99.9999
Against	2	120	0	0	2	120	0.0001
Abstained/Invalid	-	-	-	-	-	-	0
Total @	31	14278091	87	168954294	118	183232385	100.0000

@ 1 (One) member has casted split votes in remote e-voting and therefore total number of members voted remains 31 and 117.

Based on the aforesaid result, the resolution was passed with requisite majority. You may accordingly declare the same.

Item No. 3

Type of business: Ordinary Business

Type of resolution: Ordinary Resolution

To appoint a director in place of Mr. Ajay Bhaskar Limaye, (DIN: 02762738) who retires by rotation and is eligible for re-appointment.

Particulars	Number of votes and votes contained in						% of votes
	Remote e-votes		Ballot votes		Total		
	Number	Votes	Number	Votes	Number	Votes	
For	25	14192624	87	168954294	112	183146918	99.9534
Against	7	85467	0	0	7	85467	0.0466
Abstained/Invalid	-	-	-	-	-	-	0
Total @	31	14278091	87	168954294	118	183232385	100.0000

@ 1 (One) member has casted split votes in remote e-voting and therefore total number of members voted remains 31 and 112.

Based on the aforesaid result, the resolution was passed with requisite majority. You may accordingly declare the same.

Item No. 4

Type of business: Ordinary Business

Type of resolution: Ordinary Resolution

To appoint M/s. Rao & Kumar, Chartered Accountants, Visakhapatnam (ICAI Firm Registration No. 03089S), as auditors for the year 2017-18 till the conclusion of the next Annual General Meeting and to authorise the Board to fix their remuneration.

Particulars	Number of votes and votes contained in						% of votes
	Remote e-votes		Ballot votes		Total		
	Number	Votes	Number	Votes	Number	Votes	
For	26	14267491	87	168954294	113	183221785	99.9942
Against	6	10600	0	0	6	10600	0.0058
Abstained/Invalid	-	-	-	-	-	-	0
Total @	31	14278091	87	168954294	118	183232385	100.0000

@ 1 (One) member has casted split votes in remote e-voting and therefore total number of members voted remains 31 and 113.

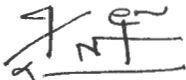
Based on the aforesaid result, the resolution was passed with requisite majority. You may accordingly declare the same.

The compliance with the provisions of the Companies Act, 2013 and the rules made thereunder and regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting through ballot (whichever and wherever applicable) are taken care by management of the Company.

All relevant records relating to electronic voting shall remain in my custody until the Chairman considers, approves and signs the Minutes of the 31st Annual General Meeting and the same shall be handed over to the Chairman / Company Secretary for safe keeping.

All relevant records relating to ballot voting were handed over to Company Secretary of the Company for safe keeping.


Thanking you,
Yours faithfully



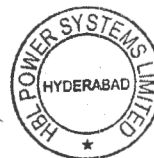
C.N.Kranthi Kumar
Company Secretary in Practice
FCS No.:9255 .CP No.:13889

Dated: 27.09.2017
Place: Hyderabad, Telangana.

Countersigned
For HBL Power Systems Limited



Dr AJ Prasad
Chairman and Managing Director



Consolidated Scrutinizer's Report
HBL Power Systems Limited
Initials of the Company Secretary in Practice :



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