



VINAY BABU GADE^{ACS, LLB}

Company Secretary in Practice

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CONSOLIDATED SCRUTINIZER'S REPORT ON
39TH ANNUAL GENERAL MEETING OF HBL ENGINEERING LIMITED

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 39th Annual General Meeting of the Equity Shareholders of
HBL Engineering Limited (formerly HBL Power Systems Limited),
Hyderabad-500034.

Dear Sir,

Sub:- Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for the 39th Annual General Meeting of HBL Engineering Limited (formerly HBL Power Systems Limited) held on Thursday, September 25, 2025 at 03.30 pm (IST) through video conferencing ('VC') / other audio visual means ('OAVM').

I, Vinay Babu Gade, Practicing Company Secretary, having office at Hyderabad, Telangana, have been appointed as the scrutinizer by the Board of Directors of **HBL Engineering Limited** (CIN: L40109TG1986PLC006745), having registered office at 8-2-601, Road No.10, Banjara Hills, Hyderabad - 500 034, Telangana (the "Company") 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, and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 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 insta poll and to check whether the remote e-voting process was conducted in fair and transparent manner held between Monday the September 22, 2025, 09.00 AM (IST) and Wednesday the September 24, 2025, 05.00 PM (IST) and instapoll e-voting during the AGM as stated in the Notice of the Annual General Meeting.



Dispatch of Notice convening the Annual General Meeting:

The e-Notice dated August 09, 2025 convening 39th Annual General Meeting of the equity shareholders of the Company held on Thursday the September 25, 2025 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") at 3:30 P.M, was sent through e-mail on September 02, 2025 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 Friday, August 29, 2025. Pursuant to General Circulars from 2020 and latest being Circular No. 09 / 2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India and various circulars of the Securities and Exchange Board of India's latest being Circular No. and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 ("Circulars").

Newspaper Advertisement:

A public notice by way of an advertisement in newspapers was published by the Company on September 04, 2025 on the completion of dispatch of notices of the Annual General Meeting, 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, in Financial Express (English newspaper having nationwide circulation) and Andhra Jyothi (principal vernacular language newspaper of the State in which the registered office is situated) for the purpose of voting.

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 September 12, 2025 were entitled to vote on the resolutions as set out at item nos.1 to 07 in the Notice of the Annual General Meeting.

For e-voting (remote):

Pursuant to 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 the Company has arranged for remote e-voting facility to its shareholders through M/s. KFin Technologies Limited, Registrar and Share Transfer Agents having their office at Gachibowli, Hyderabad (the "Agency").

The e-voting period commenced on Monday the September 22, 2025, 09.00 AM (IST) and ended on Wednesday the September 24, 2025, 05.00 PM (IST). The e-voting platform was provided as per the SEBI circular SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, was blocked thereafter and the votes cast under e-voting facility were then unblocked by me on Wednesday the September 24, 2025 at 05:25 PM (IST).

I have scrutinized and reviewed the remote e-voting process and votes tendered therein based on the data downloaded from the Agency e-voting system [<https://evoting.kfintech.com>].



For voting during AGM:

The Chairman of the meeting announced voting through instapoll after the meeting. The instapoll facility was provided by KFin Technologies Limited, Registrar and Share Transfer Agents having their office at Gachibowli, Hyderabad.

The instapoll was managed and reconciled by the Company / Registrar and Share Transfer Agents i.e., KFin Technologies 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 have voted on e-voting platform through [<https://evoting.kfintech.com>] have been blocked and the instapoll vote casted by the members attended from remote locations during the meeting were only reconciled for the purpose of eliminating duplicate voting.

I have scrutinized and reviewed the instapoll voting. The vote casted through process was conducted in fair and transparent manner.

I now submit my Consolidated Report as under on the results of voting through remote e-voting and instapoll voting for the 39th Annual General Meeting in respect of the said resolutions in Annexure appended hereto.

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 remote e-voting and voting through instapoll (whichever and wherever applicable) have been 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 39th Annual General Meeting and the same shall be handed over to the Chairman / Company Secretary for safe keeping and all relevant records relating to ballot voting have been handed over to Company Secretary of the Company for safe keeping.

Thanking you,

Yours faithfully

Scrutinizer



Signature:

Vinay Babu Gade

Company Secretary in Practice

ACS No.: A20592 .CP No.:20707

PR No. 3047/2023

UDIN: A020592G001343837

Place: Hyderabad, Telangana

Date: 25.09.2025



For HBL Engineering Limited

Countersigned (authorized by Chairman)



Signature

G B S Naidu

Company Secretary



Place: Hyderabad, Telangana

Date: 25.09.2025

ORDINARY BUSINESS**Item No. 1 - Ordinary Resolution**

To receive, consider and adopt the audited financial statements (standalone and consolidated) of the Company for the financial year ended March 31, 2025 together with the reports of the Board of directors and auditors thereon.

a. Voted **in favor** of the resolution

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
460	19284657	99.33

b. Voted **against** the resolution

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
45	130653	0.67

c. **Invalid** votes

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Item No. 2 - Ordinary Resolution

Declaration of dividend for the year ended on March 31, 2025. A dividend of 100% (i.e. Re. 1.00 on each share of Re 1 was declared)

a. Voted **in favor** of the resolution

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
478	19422911	99.99

b. Voted **against** the resolution

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
29	1426	0.007

c. **Invalid** votes

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Item No. 3 - Ordinary Resolution

To appoint a director in place of Ms. Deeksha Mikkileneni (DIN 10267611) who retires by rotation and is eligible for re-appointment.

a. Voted **in favor** of the resolution

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
420	18208232	87.81

b. Voted **against** the resolution

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
92	2528386	12.19

c. **Invalid** votes

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Promoters being interested in this resolution, their Votes have not been considered



Item No. 4 - Ordinary Resolution

To ratify the appointment of statutory auditors and to authorize the Board to fix their remuneration.

a. Voted **in favor** of the resolution

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
478	19419519	99.99

b. Voted **against** the resolution

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
28	931	0.005

c. **Invalid** votes

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

SPECIAL BUSINESS**Item No. 5 - Special Resolution**

Re-appointment of Dr. Aluru Jagadish Prasad (DIN:00057275) as Chairman and Managing Director of the Company for a further period of five years

a. Voted **in favor** of the resolution

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
459	15614627	75.299

b. Voted **against** the resolution

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
51	5121991	24.007

c. **Invalid** votes

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Promoters being interested in this resolution, their Votes have not been considered

Item No. 6 - Special Resolution

Appointment of Secretarial Auditor for five Financial Years from 2025-26 to 2029-30

a. Voted **in favor** of the resolution

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
459	19284250	99.317

b. Voted **against** the resolution

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
46	132622	0.68

c. **Invalid** votes

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0



Item No. 7 - Ordinary Resolution**Ratification of Cost Auditor's Remuneration for FY 2025-26**a. Voted **in favor** of the resolution

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
475	19419428	99.994

b. Voted **against** the resolution


Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
31	1022	0.005

c. **Invalid** votes

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Note: Shareholder who has split their votes in "assent" as well as "dissent", while their votes are taken as cast, the shareholder has been counted only once for the purpose of number of members under the head "assent".

Based on the aforesaid results, the resolutions were passed with requisite majority. You may accordingly declare the same.

Scrutinizer


Signature:

Vinay Babu Gade

Company Secretary in Practice

ACS No.: A20592 .CP No.:20707

PR No. 3047/2023

UDIN: A020592G001343837

Place: Hyderabad, Telangana

Date: 25.09.2025

**For HBL Engineering Limited**

Countersigned (authorized by Chairman)



Signature

G B S Naidu

Company Secretary



Place: Hyderabad, Telangana

Date: 25.09.2025