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HPL ELECTRIC & POWER LIMITED

Our Company was incorporated as 'HPL-Socomec Private Limited' on May 28, 1992 as a private limited company under the Companies Act 1956 ("Companies Act 1956"), with the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi (the "RoC"). Pursuant to a resolution of our Board of Directors dated January 21, 2010 and a resolution of our shareholders dated February 18, 2010, the name of our Company was changed to HPL Electric & Power Private Limited and a fresh certificate of incorporation was issued upon change of name by the RoC on March 10, 2010. Further, pursuant to conversion of our Company to a public limited company, the name of our Company was changed to 'HPL Electric & Power Limited' and a fresh certificate of incorporation consequent upon change of name on conversion to public limited company was issued by the RoC on December 14, 2015. For details, see "History and Certain Corporate Matters" on page 148 of the DRHP.

Corporate Identity Number: U74899DL1992PLC048945

Registered and Corporate Office: 1/21, Asaf Ali Road, New Delhi 110 002, India **Tel:** (+91 11) 2323 4411

Fax: (+91 11) 2323 2639; **Contact Person:** Mr. Vivek Kumar, Company Secretary and Compliance Officer

Tel: (+91 11) 2323 4411 **Fax:** (+91 11) 2323 2639; **E-mail:** hplcs@hplindia.com; **Website:** www.hplindia.com

INITIAL PUBLIC OFFERING OF UP TO [•] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH (THE "EQUITY SHARES") OF HPL ELECTRIC & POWER LIMITED (OUR "COMPANY" OR THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [•] PER EQUITY SHARE (INCLUDING SHARE PREMIUM OF ₹ [•] PER EQUITY SHARE) ("THE ISSUE PRICE") AGGREGATING UP TO ₹ 4,500 MILLION (THE "ISSUE"). THE ISSUE SHALL CONSTITUTE [•]% OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

ADDENDUM NOTICE

This is in connection with the draft red herring prospectus dated February 25, 2016 ("DRHP") filed by the Company with the Securities and Exchange Board of India ("SEBI") and with reference to the civil litigation disclosed on page 318 of the DRHP. In this regard, we have been directed by the High Court of Delhi by its order dated May 17, 2016, in a suit filed by Havells India Limited and QRG Enterprises Limited against our Company, Promoters and our Company Secretary and Compliance Officer, to include the following disclaimer in the DRHP at all places where the names of our Promoters, Havell's Private Limited and Havell's Electronics Private Limited, have been displayed:

"the 'Havell's' trademark is a property of Havell's Industries (now Havells India Limited) and we, our Promoters and members of our Promoter Group are not associated in any manner with Havells India Limited or its promoters".

Accordingly, the DRHP is hereinafter deemed to be modified to include the abovementioned disclaimer on the cover page and at all relevant places in the DRHP, wherever the names of our Promoters, Havell's Private Limited and Havell's Electronics Private Limited, have been displayed. Further, the abovementioned disclaimer shall be included at all appropriate places in the Red Herring Prospectus ("RHP") and Prospectus ("Prospectus") to be filed with the RoC, the BSE Limited, the National Stock Exchange of India Limited and the SEBI, and all communications and advertisements to be issued by the Company in connection with the Issue.

Note: This notice should be read in conjunction with the DRHP. The information in this notice supplements the DRHP. Capitalised terms used and not defined herein shall have the respective meanings assigned to them in the DRHP.

For HPL Electric & Power Limited
On behalf of the Board of Directors

Date: May 19, 2016

Place: New Delhi

Sd/-

Company Secretary and Compliance Officer

HPL ELECTRIC & POWER LIMITED is proposing, subject to receipt of requisite approvals, market conditions and other considerations, to make an initial public offering of its equity shares and has filed the DRHP with the Securities and Exchange Board of India. The DRHP is available on the website of the SEBI at www.sebi.gov.in as well as on the websites of the Book Running Lead Managers, www.sbcaps.com, www.icicisecurities.com and www.idfcbank.com, respectively. Investors should note that investment in equity shares involves a high degree of risk and for details relating to the same, see the section titled "Risk Factors" beginning on page 14 of the DRHP. Potential investors should not rely on the DRHP for any investment decision. The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("**U.S. Securities Act**") or any state securities law in the United States and unless so registered may not be offered or sold within the United States (as defined in Regulation S of the U.S. Securities Act). Accordingly, the Equity Shares are only being offered and sold outside the United States in reliance on Regulation S of the U.S. Securities Act and applicable laws of the jurisdiction where these offer and sales occur. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.