

Dt: July 18, 2017

|                                                                                                                              |                                                                                                                               |
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| To<br>The Department of Corporate Services –CRD<br>Bombay Stock Exchange Ltd<br>P.J.Towers, Dalal Street<br>MUMBAI – 400 001 | To<br>National Stock Exchange of India<br>Limited<br>5 <sup>th</sup> Floor, Exchange Plaza<br>Bandra (E),<br>MUMBAI – 400 051 |
| <b>Scrip Code: 509675/HIL</b>                                                                                                | <b>Scrip Symbol: HIL</b>                                                                                                      |

Dear Sir/Madam,

**Sub: Outcome of the 70<sup>th</sup> Annual General Meeting**

The 70<sup>th</sup> Annual General Meeting ("the 70<sup>th</sup> AGM") of the Company was held on 18<sup>th</sup> July, 2017 at 3.00 PM at Asbestos Centre, Road No.13, Banjara Hills, Hyderabad – 500034.

The Company Secretary acknowledged the presence of following

- Mr. CK Birla – Non Executive Chairman.
- Mr. Dhirup Roy Choudhary- Managing Director & CEO.
- Mr. Yash Paul, Chairman - Audit Committee and Nomination & Remuneration cum Compensation Committee.
- Mr. P Vaman Rao - Chairman of Stakeholders Relationship Committee.
- Mr. Desh Deepak Khetrpal - Chairman of Corporate Social Responsibility Committee.
- Mr. KR Veerappan - Chief Financial Officer.
- Mr. Vikas Pansari - Representative of SR Batilibo & Associates, Statutory Auditors and
- Ms. N Vanita - Practicing Company Secretary, Scrutinizer appointed for voting process.

Thereafter, the Company Secretary welcomed the Shareholders to the 70<sup>th</sup> Annual General Meeting.

The Chairman took the Chair and on confirmation that the requisite quorum being present, ordered the meeting to commence.

The Company Secretary informed that, the Statutory Registers, Proxy Register, Auditors Report, Secretarial Auditors Report and Auditors Certificate on Employee Stock Option Scheme along with other inspection documents/registers were made available for inspection during the meeting for inspection by members.

Thereafter, the Chairman welcomed the Shareholders and delivered his Speech.

The Company Secretary then read the Auditors Report and Secretarial Auditors Report.



HIL Limited

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CIN: L74999TG1955PLC000656

With the consent of the Members, the Chairman took the notice conveying 70<sup>th</sup> AGM and Directors Report as read.

The Chairman thereafter informed the members the following

- 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 the Companies (Management and Administration) Amendment Rules, 2015 ("Amended Rules 2015") and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, Company had provided a remote e-voting facility to the members of the Company in respect of business to be transacted at the 70<sup>th</sup> AGM.
- The e-voting period commenced on 14<sup>th</sup> July, 2017 @ 9:00 a.m. and ended on 17<sup>th</sup> July, 2017 @ 5:00 p.m.
- Facility of Voting through Ballot Papers was made available at the AGM and advised the Scrutinizer along with the Company Secretary to distribute the Ballot Papers.
- Members attending the AGM, who have not voted using remote e-voting can vote through Ballot Papers.
- Ms. N Vanita, Practicing, Company Secretary, (CP No. 10573) who is also the Scrutinizer for the e-voting process, was appointed to act as the Scrutinizer to scrutinize the polling process in a fair and transparent manner.

Thereafter, the Chairman read out Items no. 1 to 8 of the Notice and explained the objectives of each item of the Notice and invited queries from the Members.

All queries raised were answered by the Chairman.

The Chairman then ordered the voting through ballot papers at the venue of AGM on all the resolutions set in the notice of AGM.

The resolutions proposed are as follows:

| No                       | Description                                                                                                                                                                                                                                                                                                  |
|--------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Ordinary Business</b> |                                                                                                                                                                                                                                                                                                              |
| Item No-1                | <b>Ordinary Resolution:</b> 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 ("the Board") and Auditors thereon.                                                            |
| Item No-2                | <b>Ordinary Resolution:</b> To declare final dividend of Rs.10/- per Equity Share and to confirm the interim dividend of Rs.10.00/- per Equity Share already paid on 74,62,563 Equity Shares of Rs.10/- each for the financial year 2016-17.                                                                 |
| Item No-3                | <b>Ordinary Resolution:</b> To appoint a director in place of Mr. Desh Deepak Khetrpal (DIN 02362633), who retires by rotation and, being eligible, offers himself for re-election.                                                                                                                          |
| Item No-4                | <b>Ordinary Resolution:</b> To appoint M/s. BSR & Associates, LLP, Chartered Accountants, (ICAI Firm Registration Number : 116231W/W-100024), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 75th Annual General Meeting. |



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| No                      | Description                                                                                                                                             |
|-------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Special Business</b> |                                                                                                                                                         |
| Item No-5               | <b>Ordinary Resolution:</b> Appointment of Mr. Dhirup Roy Choudhary (DIN: 07707322) as a Director of the Company.                                       |
| Item No-6               | <b>Special Resolution:</b> Appointment of Mr. Dhirup Roy Choudhary (DIN: 07707322) as Managing Director & Chief Executive Officer (CEO) of the Company. |
| Item No-7               | <b>Ordinary Resolution:</b> To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2018.                               |
| Item No-8               | <b>Special Resolution:</b> To approve modifications of HIL Employee Stock Option Scheme, 2015 (ESOS 2015).                                              |

Thereafter, the Chairman announced that the scrutinizer will submit his report on voting after considering the results of remote e-voting and results of voting through ballot papers within 48 hours and advised the Company Secretary to notify the same to Stock Exchanges and also uploaded the same in Company's website.

The meeting then concluded with a vote of thanks.

Thanking you,

Yours faithfully,  
For HIL Limited




**G Manikandan**  
**Company Secretary &**  
**Financial Controller**

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