CK BIRLA GROUP | HIL

Dt: 20.07.2014

To,
The Listing Department,
National Stock Exchange of India Limited,
Exchange Plaza, 05th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra East,
Mumbai – 400051; Fax: 022 26598237 / 38

The Corporate Relationship Department,
The Bombay Stock Exchange Limited,
01st Floor, New Trading Ring,
Rotunda Building, P.L.Towers,
Dalal Street, Mumbai - 400001
Fax: 022 22723121 / 3719 / 2039

Dear Sir,

Sub: Results of E-Voting and Poll conducted at 67th Annual General Meeting
Ref: Our Letter dated 18.07.2014 – Outcome of AGM

Kindly note that the 67th Annual General Meeting (AGM) of the Company was held on 18th July, 2014 at 3.00 A.M. at Asbestos Centre, Road No.13, Banjara Hills, Hyderabad – 500034.

In accordance with the Clause 35A of the listing agreement and the provisions of the Companies Act, 2013 and Rules framed there under,please find enclosed the combined report (results) of the electronic voting held from 7th July, 2014 to 9th July, 2014 and the poll conducted at the AGM, in the format as prescribed under clause 35A of the Listing Agreement along with the Scrutinizer's report .

The same shall also be uploaded on website of company tomorrow, today being a holiday.

We request you to kindly take the same on record.

Thanking you

Yours faithfully
For HIL LIMITED

HIL LIMITED SANATHNAGAR HYDERABAD-500018

P. Rajesh Kumar Jain
Company Secretary
9490167916

HIL LIMITED

Details of the Voting Results of e-voting and Poll conducted at 67th Annual General Meeting of HIL Limited held on Friday, the 18th day of July, 2014, at 3.00 P.M. at Asbestos Centre, Road No.13, Banjara Hills, Hyderabad, Telangana-500 034

Date of the AGM	18th July 2014
Total number of shareholders on record date:	**16048**
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public: **TOTAL:**	 10 386 **396**
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	**Not Arranged**

(Agenda-wise)

Item No.1: To receive, consider and adopt the financial statements of the Company for the financial year ended March 31, 2014, including the audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the financial year ended on that date and the reports of the Board of Directors and Auditors thereon.

Resolution required: Ordinary
Mode of voting: Poll at AGM and E-voting

Promoter/Public	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	3059212	2852212	93.23%	2852212	0	100.000%	0.000%
Public – Institutional holders	368667	0	0.00%	0	0	0.000%	0.000%
Public-Others	4034684	86605	2.15%	86413	150	99.778%	0.173%
Total	**7462563**	**2938817**	**39.38%**	**2938625**	**150**	**99.993%**	**0.005%**

Result: Resolution passed with requisite majority.

HIL LIMITED SANATHNAGAR HYDERABAD 500018

Item No.2: To declare final dividend of Rs. 5.00 /- per Equity Share on 74,62,563 Equity Shares of Rs.10/- each for the financial year 2013-14.

Resolution required: Ordinary
Mode of voting: Poll at AGM and E-voting

Promoter/Public	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	3059212	2852212	93.23%	2852212	0	100.000%	0.000%
Public – Institutional holders	368667	0	0.00%	0	0	0.000%	0.000%
Public-Others	4034684	86605	2.15%	86397	166	99.760%	0.192%
Total	**7462563**	**2938817**	**39.38%**	**2938609**	**166**	**99.993%**	**0.006%**

Result: Resolution passed with requisite majority.

Item No.3: To appoint a director in place of Mr. C.K. Birla (DIN- 00118473), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required: Ordinary
Mode of voting: Poll at AGM and E-voting

Promoter/Public	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	3059212	2800836	91.55%	2800836	0	100.000%	0.000%
Public – Institutional holders	368667	0	0.00%	0	0	0.000%	0.000%
Public-Others	4034684	86590	2.15%	86313	235	99.680%	0.271%
Total	**7462563**	**2887426**	**38.69%**	**2887149**	**235**	**99.990%**	**0.008%**

Result: Resolution passed with requisite majority.

HIL LIMITED SANATHNAGAR HYDERABAD-500018

Item No.4: To re-appoint auditors of the Company, M/s. S.R. Batliboi & Associates LLP., Chartered Accountants, (ICAI Firm Registration Number: 101049W) , to hold office from the conclusion of this AGM until the conclusion of the 70th Annual General Meeting and to fix their remuneration

Resolution required: Ordinary
Mode of voting: Poll at AGM and E-voting

Promoter/Public	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	3059212	2852212	93.23%	2852212	0	100.000%	0.000%
Public – Institutional holders	368667	0	0.00%	0	0	0.000%	0.000%
Public-Others	4034684	86605	2.15%	85908	655	99.195%	0.756%
Total	**7462563**	**2938817**	**39.38%**	**2938120**	**655**	**99.976%**	**0.022%**

Result: Resolution passed with requisite majority.

Item No.5: To appoint Shri. P. Vaman Rao (DIN:00069771) as an Independent Director.

Resolution required: Ordinary
Mode of voting: Poll at AGM and E-voting

Promoter/Public	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	3059212	2852212	93.23%	2852212	0	100.000%	0.000%
Public – Institutional holders	368667	0	0.00%	0	0	0.000%	0.000%
Public-Others	4034684	86600	2.15%	85874	684	99.162%	0.790%
Total	**7462563**	**2938812**	**39.38%**	**2938086**	**684**	**99.975%**	**0.023%**

Result: Resolution passed with requisite majority.



Item No.6: To appoint Shri. Yash Paul (DIN:00580681) as an Independent Director.

Resolution required: Ordinary
Mode of voting: Poll at AGM and E-voting

Promoter/Public	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	3059212	2852212	93.23%	2852212	0	100.000%	0.000%
Public – Institutional holders	368667	0	0.00%	0	0	0.000%	0.000%
Public-Others	4034684	86600	2.15%	85874	684	99.162%	0.790%
Total	**7462563**	**2938812**	**39.38%**	**2938086**	**684**	**99.975%**	**0.023%**

Result: Resolution passed with requisite majority.

Item No.7: To appoint Mr. Desh Deepak Khetrapal (DIN:02362633) as a Director.

Resolution required: Ordinary
Mode of voting: Poll at AGM and E-voting

Promoter/Public	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	3059212	2852212	93.23%	2852212	0	100.000%	0.000%
Public – Institutional holders	368667	0	0.00%	0	0	0.000%	0.000%
Public-Others	4034684	86454	2.14%	85788	624	99.230%	0.722%
Total	**7462563**	**2938666**	**39.38%**	**2938000**	**624**	**99.977%**	**0.021%**

Result: Resolution passed with requisite majority.

HIL LIMITED SANATHNAGAR HYDERABAD

Item No.8: To appoint Smt. Gauri Rasgotra (DIN:06862334) as an Independent Director.

Resolution required: Ordinary
Mode of voting: Poll at AGM and E-voting

Promoter/Public	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	3059212	2852212	93.23%	2852212	0	100.000%	0.000%
Public – Institutional holders	368667	0	0.00%	0	0	0.000%	0.000%
Public-Others	4034684	86434	2.14%	85692	700	99.142%	0.810%
Total	**7462563**	**2938646**	**39.38%**	**2937904**	**700**	**99.975%**	**0.024%**

Result: Resolution passed with requisite majority

Item No.9: To approve the remuneration of the Cost Auditors, M/s. S.S.Zanwar & Associates, Cost Accountants in practice (Registration No. 100283), for the financial year ending March 31, 2015.

Resolution required: Ordinary
Mode of voting: Poll at AGM and E-voting

Promoter/Public	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	3059212	2852212	93.23%	2852212	0	100.000%	0.000%
Public – Institutional holders	368667	0	0.00%	0	0	0.000%	0.000%
Public-Others	4034684	86605	2.15%	85957	606	99.252%	0.700%
Total	**7462563**	**2938817**	**39.38%**	**2938169**	**606**	**99.978%**	**0.021%**

Result: Resolution passed with requisite majority.



P.S. Rao & Associates
Company Secretaries

✆ : 040 - 23352186
Tele/Fax : 040 - 23352185
e- mail : psraoassociates@gmail.com
psrao_associates@rediffmail.com
Web : www.psraoassociates.com

Combined Scrutinizer Report for E-Voting & Poll For HIL Limited (Formerly Hyderabad Industries Ltd)

To
The Chairman,
HIL Limited (Formerly Hyderabad Industries Ltd)
AGMN Towers, Lane Beside Karachi Bakery - Madhapur
11/1, HUDA Techno Enclave,Sector 1,
Madhapur, Hyderabad-500081

Sub: Passing of resolution through electronic and Poll conducted at the 67th AGM of HIL Limited (Formerly Hyderabad Industries Ltd) held on July 18th, 2014

Dear Sir,

The Board of HIL Limited (The Company) at its meeting held on May 8th, 2014 had appointed me as Scrutinizer for the e-voting held between July 7th, 2014 at 9.00 A.M. to July 9, 2014 at 6.00 P.M. and the Chairman of the 67th Annual General Meeting (AGM) has appointed me as the Scrutinizer for the Poll held at the 67th Annual General Meeting of the Company on Friday, the 18th day of July, 2014.

The Company had appointed National Securities Depository Limited (NSDL) as the Service Provider, for the extending the facility of electronic voting to the shareholders of the Company from July 7th, 2014 at 9.00 A.M. to July 9, 2014 at 6.00 P.M. Venture Capital and Corporate Investments Pvt. Limited (VCCIPL) are the Registrar and share Transfer Agent (RTA) of the Company. The e-voting results were unblocked by me on July 9, 2014 in the presence of two witnesses. For further details kindly refer my Scrutinizer's report dated July 12th, 2014 attached herewith.

At the 67th AGM of the Company held on July18, 2014, the Chairman of the Company had suo motto called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman of the AGM had appointed me as the Scrutinizer for the same. For further details kindly refer my Scrutinizer's report in the form MGT 13 dated July 19, 2014.

The result of the E-Voting together with that of the Poll is as under:

No. of members who cast their votes through e-voting and poll	Total Number of shares held by them	Total No of valid votes (as per the details provided under each one of the Resolution(s) mentioned hereunder
117	2938817	Various as mentioned under each of the Resolution

P.S. RAO & ASSOCIATES ★ Company Secretaries ★ HYDERABAD

S.No	Resolution Description	Mode	Ballots Received	Total Votes	Favour			Against			Invalid		
					Ballots	Votes	% of total valid votes	Ballots	Votes	% of total valid votes	Ballots	Votes	% of total valid votes
1	To receive, consider and adopt the financial statements of the Company for the financial year ended March 31, 2014, including the audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the financial year ended on that date and the reports of the Board of Directors and Auditors thereon.	Electronic	31	1248138	29	1248008	99.990	2	130	0.010	0	0	0
		Poll	86	1690679	82	1690617	99.997	1	20	0.001	3	42	0.002
		Total	117	2938817	111	2938625	99.993	3	150	0.005	3	42	0.001
2	To declare final dividend of ` 5.00/- per Equity Share on 74,62,563 Equity Shares of ` 10/- each for the financial year 2013-14	Electronic	31	1248138	29	1248008	99.990	2	130	0.010	0	0	0
		Poll	86	1690679	81	1690601	99.996	2	36	0.002	3	42	0.002
		Total	117	2938817	110	2938609	99.993	4	166	0.006	3	42	0.001
3	To appoint a director in place of Mr. C.K. Birla (DIN- 00118473), who retires by rotation and being eligible, offers himself for re-appointment	Electronic	29	1248123	25	1247904	99.980	4	219	0.020	0	0	0
		Poll	86	1690679	82	1690621	99.997	1	16	0.001	3	42	0.002
		Total	115	2938802	107	2938525	99.991	5	235	0.008	3	42	0.001
4	To re-appoint M/s. S.R. Batliboi & Associates LLP., Chartered Accountants, (ICAI Firm Registration Number: 101049W) as auditors of the	Electronic	31	1248138	26	1247519	99.950	5	655	0.050	0	0	0

	Company to hold office from the conclusion of this AGM until the conclusion of the 70th Annual General Meeting and to fix their remuneration												
		Poll	86	1690679	82	1690601	99.996	1	0	0.002	3	42	0.002
		Total	117	2938817	108	2938120	99.976	6	655	0.022	3	42	0.001
5	To appoint Shri. P. Vaman Rao (DIN:00069771) as an Independent Director	Electronic	30	1248133	24	1247469	99.950	6	664	0.050	0	0	0
		Poll	86	1690679	82	1690617	99.997	1	20	0.001	3	42	0.002
		Total	116	2938812	106	2938086	99.975	7	684	0.023	3	42	0.001
6	To appoint Shri. Yash Paul (DIN:00580681) as an Independent Director	Electronic	28	1248133	22	1247469	99.950	6	664	0.050	0	0	0
		Poll	86	1690679	82	1690617	99.997	1	20	0.001	3	42	0.002
		Total	114	2938812	104	2938086	99.975	7	684	0.023	3	42	0.001
7	To appoint Mr. Desh Deepak Khetrapal (DIN:02362633) as Director	Electronic	30	1247987	25	1247383	99.950	5	604	0.050	0	0	0
		Poll	86	1690679	82	1690617	99.997	1	20	0.001	3	42	0.002
		Total	116	2938666	107	2938000	99.977	6	624	0.021	3	42	0.001
8	To appoint Smt. Gauri Rasgotra (DIN:06862334) as an Independent Director	Electronic	29	1247967	23	1247303	99.950	6	664	0.050	0	0	0
		Poll	86	1690679	81	1690601	99.996	2	36	0.002	3	42	0.002
		Total	115	2938646	104	2937904	99.975	8	700	0.024	3	42	0.001
9	To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2015	Electronic	31	1248138	28	1247608	99.960	3	530	0.040	0	0	0
		Poll	86	1690679	80	1690561	99.994	3	76	0.004	3	42	0.002
		Total	117	2938817	108	2938169	99.978	6	606	0.021	3	42	0.001

All the Resolutions stands passed under e-voting and poll with the requisite majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider and RTA both electronically and manually, in respect of the votes cast through e-voting and poll by the shareholders of the Company. I shall be arranging to hand over these records to you or such other person as authorized by you.

Thanking You

Yours faithfully,

N.Vanitha
Practicing Company Secretary
Membership No. 10573
Place: Hyderabad
Date: 19th July, 2014

P.S. Rao & Associates
Company Secretaries

✆ : 040 - 23352186
Tele/Fax : 040 - 23352185
e- mail : psraoassociates@gmail.com
psrao_associates@rediffmail.com
Web : www.psraoassociates.com

Scrutinizer's Report on E-Voting carried out for HIL Limited (Formerly Hyderabad Industries Ltd)

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies, (Management and Administration) Rules, 2014]

To

The Chairman,
HIL Limited (Formerly Hyderabad Industries Ltd)
AGMN Towers, Lane Beside Karachi Bakery, Madhapur
11/1, HUDA Techno Enclave,Sector 1,
Madhapur, Hyderabad-500081

Sub: Passing of Resolution(s) through electronic voting pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014

Dear Sir,

Pursuant to the Resolution passed by the Board of HIL Limited (The Company) on May 8th, 2014 .I have been appointed as Scrutinizer for the e-voting process as mentioned under clause (ix) of sub rule 3 of Rule 20 of the Companies (Management and Administration) Rules, 2014. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the SEBI Circular dated 17th April, 2014 issued in this regard.

The Company has appointed National Securities Depository Limited (NSDL) as the Service provider, for extending the facility of electronic voting to the shareholders of the Company. Venture Capital and Corporate Investments Pvt. Limited (VCCIPL) are the Registrar and share Transfer Agent (RTA) for the Company. The service provider, had provided a system for recording the votes of the shareholders electronically on all the items of the business (both Ordinary and special business) sought to be transacted on the 67th Annual General Meeting (AGM) of the Company which is scheduled to be held on Friday, the 18th day of July, 2014, at 3.00 P.M. at Asbestos Centre, Road No.13, Banjara Hills, Hyderabad, Telangana-500 034 .The service provider accordingly has set up e-voting facility on their website. The company had uploaded all the items of the business to be transacted on the website of the Company and also its service provider to facilitate their shareholders to cast their vote through e- voting.

P.S. RAO & ASSOCIATES ★ HYDERABAD ★ Company Secretaries

As on the cut off date there were 16045 shareholders of the Company. The service provider had sent the Notices of the AGM by email to 6376 shareholders whose email id was made available by the two depositories and for those holding physical form to the extent it was available with the RTA. In respect of 9669 shareholders the notices were sent by the courier/ speed post.

The cut- off date (record date) for the purpose of identifying the shareholders who will be entitled to vote on the resolutions placed for approval of the shareholders was, June 20th, 2014. As prescribed in the aforesaid Rules, the e-voting facility was kept open for three days from July 7th, 2014 at 9.00 A.M. to July 9, 2014 at 6.00 P.M.

At the end of the voting period on July 9, 2014 at 6.00 P.M, the voting portal of the service provider was blocked forthwith. On July 10, 2014, the votes cast through e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. P. Manohar Reddy and Mr. Shiva Krishna Bandari who acted as the witnesses, as prescribed in Sub Rule 3(xi) of the said Rule 20.

As a Scrutinizer the report of the e-Voting carried out by the shareholders was duly complied, the details of which are as follows:

There are in all 31 shareholders holding 1248138 equity shares of the Company, who have participated in the e-Voting process carried out by the Company.

It can be seen that in respect of resolution no.1 to 9, there are some shareholders who have cast partly in favour and partly against. As a consequence, the total number of votes polled is more by a few numbers than the number of shareholders who actually cast their votes. Thereafter, the details containing *inter alia*, list of Equity Share Holders, who voted "for", "against" and "invalid" on each of the resolutions that were put to vote, were generated from the e-voting website and based on such reports generated, the result of the e-voting is annexed.

Thanking You
Yours faithfully,

P.S. RAO & ASSOCIATES HYDERABAD Company Secretaries

N.Vanitha
Practicing Company Secretary
Membership No. 10573
Place: Hyderabad
Date: 12th July, 2014

Annexure to the Scrutinizer's Report.

Resolution	Resolution Description	Mode	Ballots Received	Total Votes	Favour			Against		
					Ballots	Votes	% of total valid votes	Ballots	Votes	% of total valid votes
1	To receive, consider and adopt the financial statements of the Company for the financial year ended March 31, 2014, including the audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the financial year ended on that date and the reports of the Board of Directors and Auditors thereon.	Electronic	31	1248138	29	1248008	99.99	2	130	0.01
2	To declare final dividend of ` 5.00/- per Equity Share on 74,62,563 Equity Shares of ` 10/- each for the financial year 2013-14	Electronic	31	1248138	29	1248008	99.99	2	130	0.01
3	To appoint a director in place of Mr. C.K. Birla (DIN-00118473), who retires by rotation and being eligible, offers himself for re-appointment	Electronic	29	1248123	25	1247904	99.98	4	219	0.02
4	To re-appoint M/s. S.R. Batliboi & Associates LLP., Chartered Accountants, (ICAI Firm Registration Number: 101049W) as auditors of the Company to hold office from	Electronic	31	1248138	26	1247519	99.95	5	619	0.05

P.S. RAO & ASSOCIATES ★ Company Secretaries ★ HYDERABAD

	the conclusion of this AGM until the conclusion of the 70th Annual General Meeting and to fix their remuneration									
5	To appoint Shri. P. Vaman Rao (DIN:00069771) as an Independent Director	Electronic	30	1248133	24	1247469	99.95	6	664	0.05
6	To appoint Shri. Yash Paul (DIN:00580681) as an Independent Director	Electronic	28	1248133	22	1247469	99.95	6	664	0.05
7	To appoint Mr. Desh Deepak Khetrapal (DIN:02362633) as Director	Electronic	30	1247987	25	1247383	99.95	5	604	0.05
8	To appoint Smt. Gauri Rasgotra (DIN:06862334) as an Independent Director	Electronic	29	1247967	23	1247383	99.95	6	604	0.05
9	To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2015	Electronic	31	1248138	28	1247608	99.96	3	530	0.04

N.Vanitha
Practicing Company Secretary
Membership No. 10573
Place: Hyderabad
Date: 12th July, 2014

P.S. RAO & ASSOCIATES HYDERABAD Company Secretaries