

Dt: 22nd August, 2013

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

Dear Sir,

Sub: Proceedings of Annual General Meeting
Ref: Clause 31 of Listing Agreement – Reg.,

With reference to above, kindly find enclosed the minutes of the 66th Annual General Meeting of the HIL Limited held on Tuesday, the 30th day of July, 2013 at 3.00 P.M. at Asbestos Centre, Road No. 13, Banjara Hills, Hyderabad – 500034.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully
for HIL Limited



P. Rajesh Kumar Jain
Company Secretary
9490167916

Encl: As above

HIL LIMITED**MINUTES OF THE SIXTY SIXTH ANNUAL GENERAL MEETING OF
THE HIL LIMITED HELD ON TUESDAY, THE 30TH DAY OF JULY,
2013 AT 3.00 P.M. AT ASBESTOS CENTRE, ROAD NO.13,
BANJARA HILLS, HYDERABAD – 500034****Present:**

1. Mr. C. K. Birla	Chairman
2. Mr. Shreegopal Daga	Director
3. Mr. P. Vaman Rao	Director
4. Mr. Abhaya Shankar	Managing Director

Also Present :

Mr. P. Rajesh Kumar Jain	Company Secretary
--------------------------	-------------------

Shareholders in person	: 416
No. of Shares held by them	: 1985584

Shareholders by proxy	: 105
No. of Shares held by them	: 1831726

Mr. C. K. Birla, Chairman of the Board at the request of Shareholders Chaired the Meeting.

Company Secretary reported that the requisite quorum as per Article 80 of Articles of Association was present. Chairman commenced the proceedings thereafter.

At the onset Chairman of the Company addressed to the shareholders which is reproduced hereunder:

Wherein he listed out the highlights of the Company's performance and that of the industry during the period under review and during the first quarter of the current financial year and overall industry scenario in the country and worldwide. He expressed his views on the future prospectus of the industry as well as of the Company. He also spoke about the various awards and recognitions received by the Company including the Super Brand status, new projects and performance of the Company during 1st quarter of 2013-14.

Thereafter Chairman begun with the formal business of the 66th Annual General Meeting.

The Directors' Report for the year 2012-2013, already circulated to all the Members along with annexures and the Notice of the Meeting was taken as read with the permission of the members.

Company Secretary then read out Independent Auditor's Report on Financial Statements of the Company for the year ended 31st March, 2013.

This was followed by Question - Answer session wherein the Chairman opened the meeting for discussion and requested the members to express their views. Mr. Praful Chavda, Mr. Shantilal C Shah, Mr. Ramesh Shanker Golla, Mr. Shanker Lal Laddha, Mr. Sudhir Kumar Guha, Mr. Y. Mahesh, Mr. Bharat H Shah and other Shareholders spoke as regard to the performance of the Company and congratulated the Chairman and the entire Management team for surpassing Rs.1000 Crores Turnover and also thanked the Board for recommending highest ever dividend for 2012-13. They also expressed their concern over the performance of the Company in 1st quarter of 2013-14 and enquired about various steps being initiated to improve the future performance of the Company. They also expressed their confidence that the Company would improve its performance and reach further heights in the coming years under the supervision of Mr. Abhaya Shankar, Managing Director and his team. Some of the members requested the management to consider Bonus Issue and Stock split in view of the consistent performance of the Company.

Shri. C. K. Birlaji, Chairman, Mr. Abhaya Shankar, Managing Director and Mr. P. Vaman Rao Chairman of Audit Committee gave clarifications and replied to the queries raised by the Shareholders.

With the permission of members Chairman then took up the following items of business, as set out in the notice of the meeting, for consideration and adoption by the members:

Item No.1: As an Ordinary Resolution:
ADOPTION OF ANNUAL ACCOUNTS, 2012-13

Proposed by : Shri. Shantilal C Shah
Seconded by : Shri. Ashish Palod

"Resolved that the Audited Balance Sheet of the Company as at 31st March, 2013 and Profit and Loss Accounts for the year ended 31st March, 2013 along with the relevant schedules attached thereto and the Directors Report together with the Report on Corporate Governance and Auditors Report thereon as placed before the meeting be and is hereby received, approved and adopted."

The Resolution was put to vote by show of hands and passed unanimously.

CHAIRMAN'S
INITIAL

AS

**Item No.2: As an Ordinary Resolution:
DECLARATION OF FINAL DIVIDEND**

Proposed by : Shri. B. Shiva Kumar
Seconded by : Ramesh Shanker Golla

"RESOLVED THAT in terms of the recommendation of the Board of Directors of the Company, the approval of the members of the Company be and is hereby granted for payment of final dividend @ 125% (i.e., Rs.12.50/-, Rupees Twelve and Fifty Paise Only) on the fully paid 74,62,563 equity share of Rs.10/- each of the Company for the financial year 2012-13 and the same be paid to all the members whose names appear in the Register of Members on 30th July, 2013 and in case of the shares held in the electronic mode to those members whose names appears in the records of the Depository Participants as on 30th July, 2013, being the date of book closure fixed for this purpose."

"RESOLVED FURTHER THAT the members do hereby confirm the payment of interim dividend @ 75% amounting to Rs.7.50/- per share on 74,62,563 equity share of Rs.10/- each of the Company making a total dividend of 200% amounting to 20.00/- per share, for the financial year 2012-13".

The Resolution was put to vote by show of hands and passed unanimously.

**Item No.3: As an Ordinary Resolution:
RE-APPOINTMENT OF SHRI KRISHNAGOPAL MAHESHWARI
AS DIRECTOR**

Proposed by : Shri PRAFUL CHAUDA
Seconded by : Shri. B. Shiva Kumar

"RESOLVED THAT Shri Krishnagopal Maheshwari, Director who retires at this meeting by rotation and being eligible offers himself for re-appointment, be and is hereby reappointed as a Director of the Company, subject to retirement by rotation"

The Resolution was put to vote by show of hands and passed with requisite majority.

**Item No.4: As an Ordinary Resolution:
REAPPOINTMENT OF SHRI YASHPAUL AS DIRECTOR**

Proposed by : Shri. SHANTILAL C SHAH
Seconded by : Shri. T SHYAM SUNDER

"RESOLVED THAT Shri. Yashpaul, Director who retires at this meeting by rotation, and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, subject to retirement by rotation"

The Resolution was put to vote by show of hands and passed unanimously.

Item No.5: As an Ordinary Resolution:

APPOINTMENT OF M/S. S.R.BATLIBOI & ASSOCIATES, CHARTERED ACCOUNTANTS, AS AUDITORS OF THE COMPANY AND FIXING OF THEIR REMUNERATION

Proposed by : Shri. SHANTILAL C SHAH

Seconded by: Shri. RAMESH SHANKER GOLLA

"RESOLVED THAT subject to the provisions of section 225 and other applicable provisions, if any, of the Companies Act,1956, M/s.S.R.Batliboi & Associates LLP, Chartered Accountants (Reg No.101049W), be and hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting up to the conclusion of next Annual General Meeting to audit the accounts of the Company for the financial year 2013-14 at a remuneration to be fixed by the Board of Directors".

The Resolution was put to vote by show of hands and passed unanimously.

Item No. 6: As a Special Resolution

MODIFICATION IN TERMS OF REAPPOINTMENT OF MR.ABHAYA SHANKAR, MANAGING DIRECTOR BY PROVIDING ELIGIBILITY OF CEO CLUB

Proposed by : Shri PRAFUL CHAUDA

Seconded by: Shri. SAROSH .S.PARAKH

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310, 317 & Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof, read with Article 146 of the Articles of Association of the Company, and approval of Central Government, if any required, and such other consents and approvals as may be required, Mr.Abhaya Shankar,

CHAIRMAN'S
INITIAL

CLB

Managing Director in addition to the remuneration payable in accordance with the resolution of Shareholders passed at their Annual General Meeting held on 20th July, 2012, shall also be eligible for membership of CEO club to the held in his individual name forming part of remuneration payable to him, w.e.f 1st November, 2012".

The Resolution was put to vote by show of hands and passed with requisite majority.

After the completion of business at the meeting by Mr. C.K.Birla, Chairman who expressed his gratitude to Shareholders, Directors and staff of Company for their all round support and successful convening of the meeting.

There being no other business to transact, the meeting was concluded with a vote of thanks to the Chair.

C.K. Birla

**C. K. BIRLA
CHAIRMAN**