HIL
TOGETHER, WE BUILD.

CK BIRLA GROUP

Date: July 7, 2022

To
BSE Limited
P.J.Towers, Dalal Street
Mumbai – 400 001

Scrip Code: 509675

To
National Stock Exchange of India Limited
5th Floor, Exchange Plaza, Bandra (E),
Mumbai – 400 051

Scrip Symbol: HIL

Sub: Notice of 75th Annual General Meeting of the Company, Record Date and E-voting.

Ref: Regulation 30, 42, 44 and other regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Section 91 of Companies Act, 2013

Dear Sir/Madam,

This is in continuation to our earlier communication dated May 11, 2022, it is further informed that the **75th Annual General Meeting** (75th AGM) of the Company is scheduled to be held on **Friday, July 29, 2022 at 3:00 PM IST** through Video Conferencing (VC) or Other Audio Visual Means (OAVM) in view of the continuing COVID-19 pandemic and as per the framework issued by the Ministry of Corporate Affairs ("MCA") vide its circular nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021 and 2/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021 and May 5, 2022 and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 permitted to holding the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. The registered office of the Company shall be deemed to be the venue for the AGM. In this regard, a copy of the notice being sent to the shareholders is enclosed.

The following are the important dates to be noted by the shareholders:

Sl. No.	Particulars	Event Dates
1.	Date of Annual General Meeting	Friday, July 29, 2022
2.	Time of Annual General Meeting	At 3:00 PM IST
3.	Mode of Annual General Meeting	Video Conferencing (VC) or Other Audio Visual Means (OAVM).
4.	Closure of Register of Members and Share Transfer Books for the purpose of payment of final dividend and 75th AGM.	Saturday, July 23, 2022 to Friday, July 29, 2022 (both days inclusive)

5.	Record Date for the purpose of payment of Final Dividend, if declared at ensuing AGM	Friday, July 22, 2022
6.	Link to access AGM Notice	https://hil.in/wp-content/uploads/2022/07/75th-AGM-Notice.pdf
7.	Cut Off Date for: • Remote E-Voting eligibility, • AGM attendance via VC or OVAM A person whose name is recorded in the Register of Members or in Register of Beneficial Owners maintained by the depositories as on the cut-off date, shall be entitled to avail the facility of remote e-voting, e-voting in the AGM and attending the AGM	Friday, July 22, 2022
8.	The remote e-voting period will commence on	Monday, July 25, 2022 at 9:00 AM IST
9.	The remote e-voting period ends on	Thursday, July 28, 2022 at 5:00 PM IST
10.	Link for joining in AGM through Video Conferencing (VC)	https://www.evoting.nsdl.com/
11.	Link for remote e-voting	https://www.evoting.nsdl.com/
12.	Contact details of Registrar and Share Transfer Agent	M/s. Venture Capital and Corporate Investments Pvt. Ltd. 12-10-167, Bharat Nagar, Hyderabad – 500018 Email: info@vccipl.com Tel: 040-23818475/76

Kindly take the same on record and disseminate on your website.

Thanking you.
Yours faithfully,
For HIL LIMITED

MAHESH MADHUKAR THAKAR

Digitally signed by MAHESH MADHUKAR THAKAR
DN: c=IN, o=Personal, 2.5.4.20=1bf7d6da65d8aa67fbccb2de69a7fa2920daf63fb91e6fe11373adebcc9b848f, postalCode=411040, st=Maharashtra, serialNumber=d5fce31eb175be5daf255b740175c045d6be877064b4af269199cf9242749f2e, cn=MAHESH MADHUKAR THAKAR
Date: 2022.07.07 18:12:27 +05'30'

Mahesh Thakar
Company Secretary &
Head of Legal

NOTICE OF THE 75th ANNUAL GENERAL MEETING

Notice is hereby given that the 75th Annual General Meeting (AGM) of **HIL Limited** (CIN: L74999TG1955PLC000656) will be held on **Friday, July 29, 2022 at 3.00 p.m. (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

Ordinary Business

Item no. 1 : Adoption of Financial Statements (Standalone & Consolidated) for the financial year ended March 31, 2022

To receive, consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022, together with the Reports of the Board of Directors and the Auditors thereon.

Item no. 2 : To confirm the payment of Interim Dividend and Declaration of Final Dividend

To confirm the payment of Interim Dividend of Rs.20.00 (i.e. 200%) per Equity Share of Rs. 10/- each and to declare (a) a Final Dividend of Rs. 25.00 (i.e. 250%) per Equity Share of Rs. 10/- each for the Financial Year 2021-22 and (b) an additional dividend of Rs. 20.00 (200%) per Equity Share of Rs. 10/- each for the Financial Year 2021-22 to commemorate the celebration of Platinum Jubilee on completion of Seventy Five (75) years of incorporation.

Item no. 3 : Appointment of Mr. CK Birla (DIN: 00118473) as a Director liable to retire by rotation

To appoint a Director in place of Mr. CK Birla (DIN: 00118473), who retires by rotation and being eligible, offers himself for re-appointment.

Item No. 4 : Appointment of Statutory Auditor of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the appointment of M/s. B S R and Co., Chartered Accountants (Firm Registration Number: 128510W) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 80th Annual General Meeting to be held in the year 2027 on such remuneration as may be agreed upon between the Statutory Auditors and the Board of Directors of the Company in addition to actual out-of-pocket expenses incurred by them for the purpose of audit and the applicable taxes, be and is hereby approved."

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto."

Special Business

Item No. 5 : To consider and ratify re-appointment of Mr. Dhirup Roy Choudhary as (DIN: 07707322) the Managing Director and Chief Executive Officer (CEO) of the Company for a further term of 05 (five) years effective January 16, 2022 until January 15, 2027.

Consequent to the recommendation of the Nomination & Remuneration Committee, the Board recommends reappointment of Mr. Dhirup Roy Choudhary as the Managing Director and CEO of the Company for a further term of 05 (five) years effective January 16, 2022 until January 15, 2027.

Accordingly, the following resolution is proposed for consideration and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule V to the Act and Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, Mr. Dhirup Roy Choudhary (DIN 07707322) be and is hereby reappointed as the Managing Director & CEO, a Whole time Key Managerial Personnel (KMP) of the Company, upon the following terms and conditions including period, remuneration with further liberty to the Board of Directors of the Company from time to time to alter the said terms and conditions of appointment and remuneration of Mr. Dhirup Roy Choudhary in the best interest of the Company and as may be permissible by law, viz.,

a. Period

Five (5) years w.e.f. January 16, 2022 with the liberty to either party to terminate the appointment on three months' notice in writing to the other.

b. Remuneration

Monthly Emoluments:

I. Basic Salary of Rs. 9,83,075/- (Rupees Nine Lakh Eighty Three Thousand and Seventy Five only) per month with such increments as the Board/Committee may decide

from time to time, however subject to a ceiling of 25% of the basic salary last drawn.

II. House Rent Allowance of Rs.4,91,538/- (Rupees Four Lakh Ninety One Thousand Five Hundred and Thirty Eight only) per month with such increments as the Board/ Committee may decide from time to time, however subject to a ceiling of 25% of the basic salary last drawn.

III. Special Allowance of Rs. 10,87,325/- (Rupees Ten Lakh Eighty Seven Thousand Three Hundred and Twenty Five only) per month with such increments as the Board/ Committee may decide from time to time, subject however to a ceiling of 25% of the basic salary last drawn. (This allowance however, will not be taken into account for calculation of benefits such as Provident Fund, Gratuity, Superannuation and Leave Encashment).

IV. Conveyance/Car Allowance of Rs.4,65,000/- (Rupees Four Lakh Sixty Five Thousand Only) per month, subject to revision from time to time with a ceiling of 10% of the basic salary last drawn.

Annual Emoluments:

V. Medical Reimbursements of expenses incurred for self and family, subject to a ceiling of Rs.15,000/- per annum.

VI. Performance Variable Pay as approved by the Board (which expression shall include a committee thereof) subject to a maximum of Rs. 69,39,396/- (Rupees Sixty Nine Lakhs Thirty Nine Thousand Three Hundred and Ninety Six Only) per annum, subject to revision from time to time with a ceiling of 25% of the Annual Performance Variable Pay last drawn. The exact quantum of Performance Variable Pay payable will be based on the achievement of the deliverables agreed upon and performance evaluation by the Nomination and Remuneration Committee of the Board, to be paid on pro rata basis for the actual period of service.

VII. Leave Travel Allowance up to a ceiling of Rs.5,84,000/- (Rupees Five Lakh Eighty Four Thousand only) Per annum.

Other Benefits:

VIII. Long-term Incentive Policy and Employee Stock Option/ scheme (including any other incentive policy, scheme, that the Company/Committee may propose for the Executive Directors and/or Senior Executives of the Company) as per the plan applicable to Executive Directors and/or Senior Executives of the Company as may be decided by the Board (this is in addition to the performance variable pay).

IX. Provident Fund and Gratuity as per Company Rules.

X. Medical Insurance Coverage in India under the Company's Group Mediclaim Insurance as applicable to employees of the Company, from time to time, for Mr. Dhirup Roy Choudhary and his spouse, three dependent Children and dependent parents, subject to a maximum coverage of Rs.5,00,000/- per annum for entire family.

XI. Personal Accidental Insurance Coverage for the employee under the Company's Group Personal Accidental Insurance Scheme as applicable to employees of the Company, from time to time, subject to a coverage of maximum Forty (40) times of the basic salary.

XII. Encashment of leave at the end of the year / tenure / cession of service / retirement, as per the applicable rules of the Company, from time to time.

XIII. Privilege leave, Casual and Sick leave as per the applicable rules/policy of the Company, from time to time.

XIV. Mobile handset, and the expenses towards its usage will be reimbursed by the Company as per the applicable rules/policy of the Company, from time to time.

XV. Telephone connection and broad band connection at residence and the actual expenses towards its usage will be reimbursed.

XVI. Other Allowances / benefits, perquisites - any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and / or any other allowance, perquisites as the Board/Committee may from time to time decide.

XVII. Subject to as aforesaid, the Managing Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.

"**RESOLVED FURTHER THAT** the aggregate salary, perquisites, bonus, benefits, allowances and other payments shall continue to be paid to Mr. Dhirup Roy Choudhary in accordance with the applicable provisions of Schedule V of the Companies Act, 2013 and subject to the necessary approvals, if required in case of the loss or inadequacy of profit during the year".

"**RESOLVED FURTHER THAT** in addition to the Board's power to terminate services of Mr. Dhirup Roy Choudhary, as Managing Director at such shorter notices, the office of Mr. Dhirup Roy Choudhary, Managing Director may be terminable by either side on three months' notice or pay in lieu thereof or part thereof in case of shorter notice or on such terms as may be mutually agreed upon."

"**RESOLVED FURTHER THAT** the remuneration specified above for Mr. Dhirup Roy Choudhary, as Managing Director, may subject to overall ceiling specified above and subject to Schedule V be of the Companies Act, 2013 be modified, during the tenure of office as Managing Director, as may be agreed to by the Board of Directors and Mr. Dhirup Roy Choudhary, Managing Director."

Item No.6 : Increase in the managerial remuneration limit payable to Mr. Dhirup Roy Choudhary, Managing Director and Chief Executive Officer of the Company, in excess of 5% of the net profits of the Company for the financial year 2021-22.

To increase the overall maximum managerial remuneration limit payable to Mr. Dhirup Roy Choudhary, Managing Director and CEO

of the Company (Director Identification Number: 07707322), in excess of 5% of the net profits of the Company which has been caused on account of exercise of Stock Options earlier granted to Mr. Dhirup Roy Choudhary, Managing Director and CEO, for the financial year 2021-22; and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013, read with Schedule V thereof and the Rules made thereunder and as per 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, and the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors; and subject to the approval of any other statutory authorities, as may be required in this regard, the approval of the members of the Company, be and is hereby accorded to increase the overall maximum managerial remuneration limit payable to Mr. Dhirup Roy Choudhary, Managing Director and CEO (Director Identification Number: 07707322), for the financial year 2021-22, to the extent it would exceed 5% of the net profits of the Company, computed in the manner as laid down in Section 198 of the Companies Act, 2013, arising out of the exercise during the financial year 2021-22, by Mr. Dhirup Roy Choudhary, Managing Director and CEO of some or all of the Stock Options granted to and vested/to be vested unto him.

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto".

Item no.7 : To ratify and accord consent for appointment of Ms. Avanti Birla to the Office or place of profit

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013 read with Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rule, 2014 and other applicable provisions, if any, consent of the Members of the Company be and is hereby accorded by way of ratification for appointment of Ms. Avanti Birla as President – Strategy of the Company, w.e.f. May 9, 2022 who is a relative of Mr. CK Birla, Non-Executive Director and Chairman of the Board of Directors of the Company, on an annual remuneration of Rs.150.00 Lakhs (Rupees One Crore Fifty Lakh Only) per annum to be paid by the Company on such terms, conditions and benefits as may be applicable as per the policies of the Company to the grade of her appointment.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things, as may be necessary, proper, expedient or incidental for giving effect to this resolution."

Item no.8 : To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2023

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the rules framed thereunder and subject to all other approvals, if any required, the Company be and is hereby authorized to pay an amount of Rs. 8.00 Lakh plus other applicable taxes and actual travel, stay, conveyance and other miscellaneous expenses as remuneration to M/s. S. S. Zanwar & Associates, Cost Accountants in practice (Registration No. 100283), who have been appointed by the Board of Directors as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2023.

Date: May 06, 2022
Place: New Delhi

By Order of the Board
For **HIL Limited**

Sd/-
Mahesh Thakar
Company Secretary & Head Legal
M. No. A23137

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 4 - 8 of the accompanying Notice:

Item No. 4:

This is to inform that as per the terms of appointment of M/s. B S R and Associates LLP, Chartered Accountants (FRN – 116231W) as a statutory auditors of the Company, the five years term of M/s. B S R and Associates LLP will come to an end on conclusion of ensuing Annual General Meeting to be held on July 29, 2022.

In view of the above, it is proposed to appoint M/s. B S R and Co, Chartered Accountants (FRN - 128510W), as Statutory Auditors of the Company under the provisions of section 139 and 142 of the Companies Act, 2013 read with Rules made thereunder. The Company received their consent along with a certificate confirming that they have not attracted any disqualifications as prescribed under the Companies Act, 2013 and the Chartered Accountant Act, 1949 read with rules made thereunder. The Audit Committee at its meeting held on May 6, 2022, reviewed the credentials of M/s. B S R and Co, Chartered Accountants (FRN - 128510W) and recommended for their appointment; accordingly, the Board at its meeting held on May 6, 2022 considered the recommendations of the Audit Committee and approved appointment of M/s. B S R and Co, Chartered Accountants (FRN - 128510W) as statutory auditors of the Company under the provisions of section 139 and 142 of the Companies Act, 2013 read with Rules made thereunder for a term of five years i.e. from the conclusion of 75th Annual General Meeting of the Company till the conclusion of 80th Annual General Meeting of the Company to be held in year 2027, at such terms and conditions as may be agreed between the Board and the Auditors including the remuneration of Rs. 93.00 Lakh (Rupees Ninety Three Lakh only) (excluding applicable taxes) and actual out-of-pocket expenses incurred by them for the purpose of audit and the applicable taxes.

It is further informed that the Board recommends the appointment of M/s. B S R and Co, Chartered Accountants (FRN - 128510W) for approval of the members by way of Ordinary Resolution as set out under the item No. 4 of the notice in terms of the provisions of section 139 and 142 of the Companies Act, 2013 read with Rules made thereunder.

Item no. 5 & 6:

Mr. Dhirup Roy Choudhary, Managing Director and CEO was first appointed on January 16, 2017 for a term of five (5) years. He was re-appointed effective January 16, 2022 consequent to the expiry of his initial term on January 15, 2022 by the Board at its meeting held on December 06, 2022 for another term of five (5) years. His re-appointment and remuneration continued on the same terms as that of his initial tenure which expired on January 15, 2022.

Further the Nomination and Remuneration Committee at its meeting held on May 12, 2015 approved and recommended the Employee Stock Option Scheme 2015 to the Board and the Board at its meeting held on May 12, 2015 recommended the said Scheme for Members approval and the Members at their meeting held on July 30, 2015 approved the said Scheme. The Scheme was made applicable to the eligible employees and Mr. Dhirup Roy Choudhary Managing Director and CEO was one of the eligible employees subject to the terms and conditions of the Scheme. Consequent to the approval of the ESOPs Scheme by the Members at their meeting certain options vested in Mr. Dhirup Roy Choudhary Managing Director and CEO and were due for grant in July 2021.

Further, as per the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 ("the Act"), read with Schedule V thereof and the Rules made thereunder, the maximum managerial remuneration payable to the managing director in respect of any financial year may exceed 5% of the net profits of the Company, calculated as per Section 198 of the Act, provided the same is approved by the members of the Company by way of a special resolution. For the purpose of assessing the proportion of the remuneration to the net profits of the Company, all elements of remuneration package such as salary, benefits, bonuses, stock option, pension, perquisites etc. are taken into consideration. Pursuant to the approval of the Nomination and Remuneration Committee, from time to time, Mr. Dhirup Roy Choudhary, Managing Director and CEO of the Company (Director Identification Number: 07707322), has been granted Stock Options ("Options") – under the HIL Limited Employee Stock Option Scheme 2015" ("ESOP 2015") as a part of his compensation package. The details of these grants have been appropriately disclosed in the Annual Reports of the Company. The perquisite value of the Options, exercised by Mr. Dhirup Roy Choudhary during any financial year forms part of his total remuneration. The perquisite value is the differential value between the fair market price of shares on the date of exercise of Options and the exercise price. The perquisite value is directly linked to the fair market value of the shares of the Company on the date of exercise of Options. During the financial year 2021-22, as per vesting schedule under ESOP Scheme 2015, certain number of options have vested in him. These options were exercised and allotted to him on November 01, 2021 by the Nomination and Remuneration Committee within the meaning of the subject ESOP Scheme as well as the respective Board approvals. Taking into account the perquisite value which gets added to his remuneration, the total managerial remuneration payable to him exceeds 5% of the net profits of the Company purely due to inclusion of the perquisite value of options exercised by him during the year 2021-22 and no cash pay-out has been made to him. His cash remuneration excluding the perquisite value arising out of ESOPs is well within the prescribed limits under section 197 of the Companies Act, 2013.

Further on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on May 06, 2022, approved and accordingly recommends to the members an increase in the managerial remuneration limit in excess of 5% of the net profits of the Company (computed in the manner as laid down in Section 198 of the Act) thereby seeking

Members consent to ratify the excess amount of Rs. 422.07 Lakhs paid to Mr. Dhirup Roy Choudhary, Managing Director and CEO during the year 2021-22. This will not entail any additional cash outflow for the Company but merely an addition of perquisite value to his total remuneration. His remuneration as per his terms of appointment is well within the approved limits of 5% of the net profits calculated as per section 198 of the Companies Act, 2013.

Except Mr. Dhirup Roy Choudhary and his relatives, none of the other Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in this resolution. Mr. Dhirup Roy Choudhary is not related to any other Director or Key Managerial Personnel of the Company or relatives of the Directors or Key Managerial Personnel. The Board of Directors recommends the proposal and the resolution for approval of members of the Company, as set out at Item No. 5 & 6 of the Notice.

Item No.7

In accordance with the provisions of Section 188(1)(f) of the Companies act, 2013 which govern the related party transactions, it is required for a Company to obtain approval of the Board of Directors and Shareholders for the related party's appointment to any office or place of profit.

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, at its meeting held on May 06, 2022 had approved the appointment of Ms. Avanti Birla, who is relative of Mr. CK Birla, Chairman & Non-Executive Director of the Company, as President - Strategy of the Company, w.e.f. May 9, 2022, on such terms, conditions and benefits as may be applicable as per the policies of the Company to the grade of her appointment including salary of Rs. 150.00 Lakhs per annum subject to ratification and approval of the shareholders by way of an Ordinary Resolution.

Except Mr. CK Birla, Non-Executive Director and Chairman and his relatives none of the Directors or KMPs or any relatives of the Directors and KMPs are in any way concerned with or interested financially or otherwise, in the resolution at the item no. 7 of the accompanying Notice.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval of the Members.

Item No. 8:

As per the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Board of Directors of your Company, at its meeting held on May 06, 2022 based on the recommendation of the Audit Committee, appointed M/s. S.S. Zanwar & Associates as Cost Auditors of the Company to conduct audit of cost records of the Company for the products covered under the Companies (Cost Records and Audit) Rules, 2014 for the financial year 2022-23, at a remuneration of Rs. 8.00 Lakh plus other applicable taxes and actual travel, stay, conveyance and other miscellaneous expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company. Accordingly, the consent of the members is sought for passing an Ordinary Resolution as set out at Item no. 8 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2023.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors, in the interest of the Company, recommends the Ordinary Resolution set out at Item no.8 of the Notice for approval by the shareholders.

Date: May 06, 2022
Place: New Delhi

By Order of the Board
For **HIL Limited**

Sd/-
Mahesh Thakar
Company Secretary & Head Legal
M. No. A23137

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19", circular no. 20/2020 dated May 5, 2020 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" and Circular no. 02/2021, 21/2021 and 02/2022 dated January 13, 2021, December 14, 2021 and May 5, 2022 respectively in relation to "Clarification on holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – Covid-19 pandemic" and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the Covid-19 pandemic" (collectively referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members of the Company is being held through VC / OAVM hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.

2. In line with the relaxations provided under the MCA & SEBI Circulars, the Annual Report 2021-22 including financial statements (along with Board's report, Auditor's report or other documents required to be attached therewith) shall be sent only by email to the members on their registered email ids and to all other persons so entitled. Accordingly, the copy of Annual Report 2021-22 along with notice of the AGM is being sent through email to those members who have registered their email addresses with the Company/ Depository Participant (DP)/Company's Registrar and Transfer Agent (RTA). The Notice convening the 75th AGM has been uploaded on the website of the Company at www.hil.in and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively as well from the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

3. Members of the Company joining through VC and OAVM shall be reckoned for the purpose of quorum under section 103 of the Act.

4. Pursuant to the provisions of the Companies Act, 2013 ("Act") a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of the AGM are not annexed to this Notice.

5. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of their respective Board or governing body Resolution / Authorization etc., authorizing their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-Voting. The said Resolution / Authorization shall be sent to the Scrutinizer by e-mail on its registered e-mail address to Mohit Gujjar at mohitkamdar@yahoo.co.in with a copy marked to evoting@nsdl.co.in.

6. Those members whose email IDs are not registered, are requested to register their email ID with Registrar & Share Transfer Agent i.e. info@vccilindia.com (R&TA) by writing an email either to the R&TA at info@vccilindia.com or to the Company at cs@hil.in by submitting the following details:

   a. Folio No., Name of the shareholder, scanned copy of the share certificate (front and back), PAN and AADHAR (self-attested scanned copy of both PAN card and Aadhar card) Name as registered with the R&TA,

   b. To update bank account details, please send the following additional documents/ information followed by the hard copies:

      i. Name of the bank and branch address,

      ii. Type of bank account i.e., savings or current,

      iii. Bank account no. allotted after implementation of core banking solutions,

      iv. 9-digit MICR code no., and 11-digit IFSC code

      v. Original cancelled cheque bearing the name of the first shareholder, failing which a copy of the bank passbook / statement attested by a bank

   c. Members holding their shares in demat mode, please contact your Depository Participant (DP) and follow the process advised by your DP.

7. Post successful registration of the email, the member would get soft copy of the Annual Report 2021-22 along with Notice of the AGM containing the procedure for e-voting along with the User ID and Password to enable casting of vote through remote e-voting or electronic voting at the AGM. In case of any queries, member may write to info@vccipl.com or cs@hil.in.

8. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs if the shares are held by them in electronic form and to RTA if the shares are held by them in physical form.

9. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, July 23, 2022 to Friday, July 29, 2022 (both days inclusive), for annual closing and determining the entitlement of the shareholders to the final dividend for the year ended March 31, 2022.

10. The Company has fixed Friday, July 22, 2022 as the 'Record Date' for determining entitlement of members to final dividend for the financial year ended March 31, 2022, if approved at the AGM.

11. If the final dividend, as recommended by the Board of Directors, is approved at the AGM payment of such dividend subject to deduction of tax at source will be made on or before August 23, 2022 as under:

    a. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of end of day on Friday, July 22, 2022 ;

    b. To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Friday, July 22, 2022 .

12. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition and re-lodged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/ CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, M/s. Venture Capital and Corporate Investments Pvt. Ltd. 12-10-167, Bharat Nagar, Hyderabad – 500018.

13. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

14. All documents referred in the Explanatory Statement along with Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, are available for inspection on the website of the Company at www.hil.in alternatively members can reach out to cs@hil.in.

15. The relative Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013 ("Act") setting out material facts concerning the special business to be transacted at the Annual General Meeting ('AGM') are annexed hereto.

16. The relevant details, pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed to this Notice.

17. In accordance with the provisions of Section 72 of the Companies Act, 2013, Members are entitled to make nominations in respect of the Equity Shares held by them, in physical form. Members desirous of making nominations may procure the prescribed form from the Registrar & Share Transfer Agent M/s. Venture Capital and Corporate Investments Pvt. Ltd. 12-10-167, Bharat Nagar, Hyderabad - 500018 and have it duly filled and sent back to them.

18. Members who wish to claim dividends, which remain unclaimed are requested to correspond with M/s. Venture Capital and Corporate Investments Pvt. Ltd. 12-10-167, Bharat Nagar, Hyderabad - 500018 (email: info@vccipl.com) Tel: 040-23818475/76; Fax: 040-23868024.

19. The Board of Directors has appointed Mr. Mohit Gurjar, (CP No 18644, and Membership No. 20557) of M/s. P.S. Rao & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process and e-voting on the day of Meeting in a fair and transparent manner.

20. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company on or before July 20, 2022. through e-mail on cs@hil.in. The same will be replied by the Company suitably.

21. Pursuant to Finance Act 2020, dividend income is taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof. The shareholders are requested to update their PAN with the DP (if shares held in electronic form) and Company/ RTA (if shares held in physical form)

    a. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G / 15H, to avail the benefit of non-deduction of tax at source by e-mail to investor.relations@vccipl.com.in by 11:59 p.m. IST by July 20, 2022. Shareholders are requested to note that in case

their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders [including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors(FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose the shareholder may submit the above documents (PDF / JPG Format) by e-mail to investor.relations@vccipl.com.

b. The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 p.m. IST on July 20, 2022.

22. The instructions for members for remote e-Voting and joining Annual General Meeting are as under:-

a. Instructions For Members For Remote E-Voting:

i. 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

ii. The remote e-voting period begins on Monday, July 25, 2022 at 09:00 A.M. and ends on Thursday, July 28, 2022 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, July 22, 2022 may cast their vote electronically. Members have the option to cast their vote on any of the resolutions using the remote e-Voting facility either during the e-Voting at AGM. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.

iii. The Members who have cast their vote by remote e-Voting prior to the AGM may attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote on such resolution again.

iv. Any person holding shares in physical form and non-individual shareholders who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he / she is already registered with NSDL for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "**Login**" which is available under '**IDeAS**' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "**Access to e-Voting**" under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "**Register Online for IDeAS Portal**" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to **e-Voting website of NSDL** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: *Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.*

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, please follow steps mentioned below in the **process for those shareholders whose email ids are not registered**.

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

   a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and cast your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Mohit Gujjar mohitkamdar@yahoo.co.in with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Sarita M at evoting@nsdl.co.in

4. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 1800-222-990 or contact Mrs. Sarita Mote, (Assistant Manager)-NSDL at SaritaM@nsdl.co.in / 022-24994890/

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor.relations@vccipl.com or cs@hil.in

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor.relations@vccipl.com or cs@hil.in . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

b. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

b. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@hil.in. The same will be replied by the company suitably.

c. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at cs@hil.in, by July 20, 2022. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM

23. The Scrutinizer shall, after the conclusion of voting at the AGM, not later than two (2) working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

24. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.hil.in and on the website of NSDL https://www.evoting.nsdl.com. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

25. The resolutions proposed will be deemed to have been passed on the date of the AGM subject to receipt of the requisite number of votes in favour of the resolutions.

Date: May 06, 2022
Place: New Delhi

By Order of the Board
For **HIL Limited**

Sd/-
Mahesh Thakar
Company Secretary & Head Legal
M. No. A23137

Annexure to the explanatory statement pursuant to Regulation 36 of the Listing Regulations and Secretarial Standard-2 issued by ICSI, information about the Directors proposed to be appointed / re-appointed is furnished below:

Name of the Director	Mr. CK Birla	Mr. Dhirup Roy Choudhary
Director Identification Number (DIN)	00118473	07707322
Nationality	Indian	Indian
Date of birth	January 9, 1955	October 12, 1968
Age	67 years	54 years
Qualification	Graduation - Bachelor of Arts	Bachelor of Engineering (Electrical & Electronics) from Birla Institute of Technology and an eminent scholar of IIM-Ahmedabad
Experience (including expertise in specific functional area)/ Brief Resume	Mr. CK Birla is an Indian industrialist having rich business experience since 1978 and is a philanthropist. He is the Chairman of the CK Birla Group of Companies. CK Birla group is a conglomerate operating across home & building products, automotive & technology, healthcare and education etc.,	He has got more than twenty-nine years of hands-on experience in business management. With his significant experience to deliver profitable growth, he is capable of, turning around a loss making companies, setting up greenfield projects and setting up favourable Mergers & Acquisitions.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not applicable	Not applicable
Date of first Appointment on the Board of the Company	February 4, 1980	Originally appointed on January 16, 2017 and was re-appointed on January 16, 2022
Shareholding in the Company	51376 Equity Shares of Rs. 10/- each	21360 Equity Shares of Rs. 10/- each
List of Directorship held in other companies	1. Orient Paper & Industries Limited 2. Orient Cement Limited 3. National Engineering Industries Limited 4. AVTEC Limited 5. Birla Brothers Pvt. Limited 6. Orient Electric Limited 7. Neosym Industry Limited 8. Birlasoft Ltd 9. Birlasoft Inc., USA 10. Birlasoft (U.K.) Limited, London 11. ASS AG, Switzerland	Nil
Membership / Chairmanship in Committees of other companies as on date*	1. National Engineering Industries Limited Nomination & Remuneration Committee 2. Orient Cement Limited • Nomination & Remuneration Cum Compensation Committee • Implementation Committee • Fund Raising Committee • Employee Stock Option Allotment Committee 3. Orient Electric Limited • Nomination & Remuneration Committee 4. Birla Brothers Pvt. Limited Nomination & Remuneration Committee	Nil
Listed entities from which he/she has resigned in the past three years	Nil	Nil
Relationships between Directors inter-se	He is not a relative of any of the Directors or Key Managerial personnel of the Company	He is not a relative of any of the Directors or Key Managerial Personnel of the Company

*Only two Committees namely, Audit Committee and Stakeholders' Relationship Committee have been considered.

#For other details such as number of meetings of the Board of Directors attended during the year and remuneration drawn, please refer to the corporate governance report which is a part of this annual report.

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