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Dt: 14th August, 2014

To,
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

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 67th Annual General Meeting of the HIL Limited held on Friday, the 18th day of July, 2014 at 3.00 P.M. at HIL 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

MINUTE BOOK

HIL LIMITED

MINUTES OF THE SIXTY SEVENTH ANNUAL GENERAL MEETING OF THE HIL LIMITED HELD ON FRIDAY, THE 18TH DAY OF JULY, 2014 AT 3.00 P.M. AT HIL CENTRE, ROAD NO.13, BANJARA HILLS, HYDERABAD – 500034

Present:

1.	Mr. C. K. Birla	Chairman
2.	Mr. P. Vaman Rao	Director
3.	Mr. Yash Paul	Director
4.	Mr. Desh Deepak Khetrapal	Director
5.	Mrs. Gauri Rasgotra	Director
6.	Mr. Abhaya Shankar	Managing Director

In attendance:

1.	Mr. P. Rajesh Kumar Jain	Company Secretary
2.	Mr.Vikas pansari	Representative of Statutory Auditor

Shareholders in person	: 294
Votes by shareholders	: 2228679
Shareholders by proxy	: 102
Votes by Proxy	: 2855

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 section 103 of the Companies Act, 2013 was present.

The Statutory Registers, Proxy Register and documents as referred in the Notice were available during the meeting for inspection of Members.

Chairman commenced the proceedings thereafter.

At the onset Chairman of the Company addressed to the shareholders, the highlights of the Industry's performance and thereafter Company's performance during the period under review. He also briefed to the members, the various initiatives taken by the Company including diversification into new business of Advanced Polymer products.

He informed the members that Mr. Krishnagopal Maheshwari and Mr.Shreegopal Daga, Directors of the company resigned from the directorship of the Company on 5th and 7th of May, 2014.

for HIL LIMITED

(P. RAJESH KUMAR JAIN)
COMPANY SECRETARY

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respectively and placed on record Board's deep appreciation for the valuable services rendered by them during their association with Company as Directors.

He also informed that the Board has co-opted Mr.Desh Deepak Kehetrapal as an Additional Director of the Company with effect from 28th October 2013, in the category of Non–Executive and Non-Independent Director, and also co-opted Mrs.Gauri Rasgotra as an Additional Director of the Company with effect from 8th May 2014, in the category of Independent Director.

He thereafter expressed his views on the future prospectus of the industry as well as of the Company and also on the new projects undertaken by Company. He also explained to the Members the performance of the Company during first quarter of the current financial year i.e., 2014-15.

Thereafter Chairman took up the formal business of the 67th Annual General Meeting. With the permission of the members, the Financial Statements, Directors' Report, for the year 2013-2014, already circulated to all the Members along with annexures and the Notice of the Meeting were taken as read.. Company Secretary then read out the Independent Auditor's Report on Financial Statements of the Company for the year ended 31st March, 2014.

The Chairman stated that in compliance with clause 35B of the listing agreement, the Company had provided, to all the members, facility to exercise their right to vote on all the resolutions as set out in item no 1 to 9 of the notice by electronic means through e-Voting platform provided by NSDL. The e-voting facility was available to members from 7th July, 2014 (9:00 am) to 9th July, 2014 (6:00 pm). On request of the Chairman Ms. CS N Vanitha (C.P. No. 10573), Practicing Company Secretary, the scrutinizer for the e-voting process, read out the report on e-voting to the members.

Thereafter, Chairman stated that since the Company had provided electronic voting facility to the members entitled to cast their vote at the Annual General meeting, as per the Section 107 of the Companies Act, 2013, it was obligatory to provide similar voting rights to the members present, in person and through proxies at the Annual General Meeting, to vote in proportion to the shares held by them.

He requested for a poll to be conducted for transacting the business, as set out in the Notice of Annual General Meeting. With the permission of members, he appointed Ms. CS N Vanitha (C.P. No. 10573), Practicing Company Secretary, who was also the scrutinizer for the e-voting process, to act as the Scrutinizer to scrutinize the polling process in a fair and transparent manner.

for HIL LIMITED

(P. RAJESH KUMAR JAIN)
COMPANY SECRETARY

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Before formally ordering Poll, the Chairman invited members (other than those present through proxies) to ask question to the Board of Directors or to make their comments, give suggestions and seek clarifications, if any on the Agenda Items as set out in the Notice of the 67th Annual General Meeting. Meanwhile, for administrative convenience distribution of polling papers were arranged by the Scrutinizers appointed for carrying out the Poll proceedings.

The members congratulated the Chairman and the Board of Directors for the good performance of the company during the first quarter ended 30th June, 2014 and asked about the steps initiated by Company to improve the future performance.

Mr. C. K. Birla, Chairman, Mr.Abhaya Shankar, Managing Director and Mr. Yash Paul Chairman of Audit Committee replied the queries raised by the Shareholders.

Thereafter, with the permission of members the Chairman took up the agenda items contained in the Notice of the 67th Annual General Meeting and ordered the Poll on all Resolutions for the Ordinary and Special businesses as set out in items 1 to 9 of the Notice of the 67th Annual General Meeting and requested all the members and proxy holders present and entitled to vote to participate in the Poll by casting their votes in the ballot boxes placed in the venue.

The Chairman requested Ms. N Vanitha (C.P. No. 10573), Practicing Company Secretary, who was appointed as Scrutinizer to scrutinize the poll process to scrutinize the votes and submit a report after considering all the votes casted by the members through e-voting and at poll conducted at the Annual General Meeting.

He declared that on receipt of Scrutinizer's Report on the Poll to be conducted, the results of voting shall be declared latest by around 5.30 PM on 20th July, 2014. The results to be declared for each resolution shall indicate separately the votes on the Poll and electronic voting and would be immediately intimated to the Stock Exchanges BSE & NSE Limited. He further stated that the results shall also be uploaded on the company's website www.hil.in and the Reports of Scrutinizer for Electronic Voting and the Poll shall also be available at the registered office of the Company.

He invited Ms. N Vanitha (C.P. No. 10573), Scrutinizer appointed for the Poll, to take over the Poll proceedings after the closure of the meeting and requested to submit the Poll report to him not later than 4.00 PM on 20th July, 2014.

Thanking the members for their participation, suggestions and comments, the Chairman announced formal closure of the 67th Annual General Meeting of the Company.

for HIL LIMITED

(P. RAJESH KUMAR JAIN)
COMPANY SECRETARY

CHAIRMAN'S INITIAL

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Conduct of Poll

Ms. N. Vanitha, Scrutinizer appointed for the Poll conducted the Poll which included distribution of Polling papers, showing empty Polling boxes to the members, locking and sealing of empty Polling boxes in the presence of members and proxies. After ensuring that all members and proxies participating in the Poll had casted their votes, the Scrutinizer closed the poll at around 5:30PM. The Scrutinizer then took the custody of polling boxes.

Result of the Electronic Voting and Poll on the Ordinary and Special Businesses at the Annual General Meeting of the Company held on Friday, 18th July, 2014.

On the basis of the Scrutinizer's Report for the Electronic Voting dated 12th July, 2014 and the Scrutinizers Joint Report, for the Electronic Voting and Poll at the Annual General Meeting, dated 20th July, 2014, the Resolutions for the ordinary and special businesses as set out in Item Nos. 1 to 9 in the Notice of the 67th Annual General Meeting, duly approved by the members with requisite majority, are recorded hereunder as part of the proceedings of 67th Annual General Meeting of the Members held on 18th July, 2014.

ORDINARY BUSINESS

Item No.1: As an Ordinary Resolution:
ADOPTION OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

"RESOLVED THAT the Audited Balance Sheet of the Company as at 31st March, 2014 and Profit and Loss Accounts for the year ended 31st March, 2014 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 are hereby received, approved and adopted."

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

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
Electronic	31	1248136	29	1248006	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

for HIL LIMITED

(P. RAJESH KUMAR JAIN)
COMPANY SECRETARY

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The above resolution, which was put to vote by e-voting and poll at the AGM, was passed with requisite majority.

Item No.2: As an Ordinary Resolution:
DECLARATION OF FINAL DIVIDEND FOR THE FINANCIAL YEAR 2013-14

"RESOLVED THAT the approval of the members of the Company be and is hereby accorded for payment of final dividend @ 50% (i.e., Rs.5.00/-, Rupees Five Only) on the fully paid 74,62,563 equity share of Rs.10/- each of the Company for the financial year 2013-14 .

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

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
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

The above resolution, which was put to vote by e-voting and poll at the AGM, was passed with requisite majority.

Item No.3: As an Ordinary Resolution:
RE-APPOINTMENT OF SHRI CHANDRA KANT BIRLA AS DIRECTOR

"RESOLVED THAT Shri Chandra Kant Birla (DIN 00118473), Director, who retires in accordance with the provision of Articles of Association of the Company read with the Companies Act, 2013 and Rules framed thereunder, being eligible and has offered himself for re-appointment, be and is hereby reappointed as a Director of the Company, liable to retire by rotation".

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

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
Electronic	29	1248123	25	1247904	99.980	4	219	0.020	0	0	0
Poll	85	1639303	81	1639245	99.996	1	16	0.001	3	42	0.002
Total	114	2887426	106	2887149	99.990	5	235	0.008	3	42	0.001

for HIL LIMITED

(P. RAJESH KUMAR JAIN)
COMPANY SECRETARY

CHAIRMAN INITIAL

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The above resolution, which was put to vote by e-voting and poll at the AGM, was passed with requisite majority.

Item No.4: As an Ordinary Resolution:
RE-APPOINTMENT OF M/S. S.R.BATLIBOI & ASSOCIATES LLP, CHARTERED ACCOUNTANTS, AS AUDITORS OF THE COMPANY AND FIXING OF THEIR REMUNERATION

"**RESOLVED THAT,** pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules framed there under and pursuant to the recommendations of the audit committee of the Board of Directors, , M/s. S.R. Batliboi & Associates LLP., Chartered Accountants, (ICAI Firm Registration Number: 101049W) , be and are hereby re-appointed as the auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 70th Annual General Meeting to be held in year 2017, subject to ratification by the members at every AGM hereafter, and the Board of Directors be and are hereby authorized to fix their remuneration, in accordance with the recommendation of the Audit Committee in consultation with the Auditors."

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

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
Electronic	31	1246138	26	1247519	99.950	5	655	0.050	0	0	0
Poll	86	1690679	82	1690601	99.997	0	0	0.000	3	42	0.002
Total	117	2936817	108	2938120	99.978	5	655	0.022	3	42	0.001

The above resolution, which was put to vote by e-voting and poll at the AGM, was passed with requisite majority.

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Item No. 5: As an Ordinary Resolution
TO APPOINT SHRI. P. VAMAN RAO (DIN:00069771) AS AN INDEPENDENT DIRECTOR AND IN THIS REGARD 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 Sections 149, 152, all other applicable provisions of the Companies Act, 2013, and the rules framed there under read with Schedule IV to the Companies

for HIL LIMITED

(P. RAJESH KUMAR JAIN)
COMPANY SECRETARY

Act, 2013, and Listing Agreement, Shri. P. Vaman Rao (DIN:00069771), who was earlier appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. P. Vaman Rao (DIN:00069771) as a candidate for the office of director of the Company , be and is hereby appointed as an Independent Director of the Company to hold office from 18th July 2014 up to 17th July 2019, whose period of office shall not be liable to retire by rotation."

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

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
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

The above resolution, which was put to vote by e-voting and poll at the AGM, was passed with requisite majority.

Item No. 6: As an Ordinary Resolution

TO APPOINT SHRI. YASH PAUL (DIN:00580681) AS AN INDEPENDENT DIRECTOR AND IN THIS REGARD TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 , all other applicable provisions of the Companies Act, 2013, and the rules framed there under read with Schedule IV to the Companies Act, 2013,and Listing Agreement, Shri. Yash Paul (DIN:00580681), who was earlier appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Shri. Yash Paul (DIN:00580681) as a candidate for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office up from 18th July 2014 up to 17th July 2019, whose period of office shall not be liable to retire by rotation."

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

HIL LIMITED HYDERABAD SANATHNAGAR

for HIL LIMITED

(P. RAJESH KUMAR JAIN)
COMPANY SECRETARY

CHAIRMAN'S INITIAL

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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
Electronic	28	1248133	22	1247469	99.950	6	664	0.050	0	0	0
Poll	86	1690679	82	1690637	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

The above resolution, which was put to vote by e-voting and poll at the AGM, was passed with requisite majority.

Item No. 7: As an Ordinary Resolution

TO APPOINT MR. DESH DEEPAK KHETRAPAL (DIN:02362633) AS AN DIRECTOR AND IN THIS REGARD 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 Sections 149, 152, all other applicable provisions of the Companies Act, 2013, and the rules framed thereunder read with Schedule IV to the Companies Act, 2013, and Listing Agreement, Shri. Desh Deepak Khetrapal (DIN:02362633), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 28th October 2013, and who holds office up to the date of this AGM and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Shri. Desh Deepak Khetrapal (DIN:02362633) as a candidate for the office of director of the Company , be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of director by rotation".

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

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
Electronic	30	1247987	25	1247363	99.950	5	604	0.050	0	0	0
Poll	86	1690679	82	1690637	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

for HIL LIMITED

(RAJESH KUMAR JAIN)
COMPANY SECRETARY

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The above resolution, which was put to vote by e-voting and poll at the AGM, was passed with requisite majority.

Item No. 8: As an Ordinary Resolution

TO APPOINT SMT. GAURI RASGOTRA (DIN:06862334) AS AN INDEPENDENT DIRECTOR AND IN THIS REGARD 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 Sections 149, 152, all other applicable provisions of the Companies Act, 2013, and the rules framed there under read with Schedule IV to the Companies Act, 2013, and Listing Agreement, Smt. Gauri Rasgotra (DIN: 06862334), who was appointed as an Independent Director of the Company by the Board of Directors with effect from 8th May 2014, pursuant to the provisions of Section 149 and 161 (1) of the Companies Act, 2013 and Article 114 of the Article of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Smt.Gauri Rasgotra (DIN: 06862334) as a candidate for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office up to May 7th, 2019, whose period of office shall not be liable to retire by rotation."

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

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
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

The above resolution, which was put to vote by e-voting and poll at the AGM, was passed with requisite majority.

Item No. 9: As an Ordinary Resolution

TO APPROVE THE REMUNERATION OF THE COST AUDITORS FOR THE FINANCIAL YEAR ENDING MARCH 31, 2015 AND IN THIS REGARD TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

for HIL LIMITED

(P. RAJESH KUMAR JAIN)
COMPANY SECRETARY

HYDERABAD-500 016 SANATHNAGAR

CHAIRMAN'S INITIAL

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"**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the rules framed there under and subject to all other approvals, if any required, the Company be and is hereby authorized to pay an amount of Rs. 5 (Five) Lakhs as remuneration to M/s. S.S.Zanwar & Associates, Cost Accountants in practice (Registration No. 100283), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015"

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

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
Electronic	31	1248136	28	1247606	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

The above resolution, which was put to vote by e-voting and poll at the AGM, was passed with requisite majority.

for HIL LIMITED

(P. RAJESH KUMAR JAIN)
COMPANY SECRETARY

C. K. BIRLA
CHAIRMAN