

August 30<sup>th</sup>, 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,

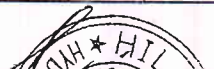
Sub: Result of Postal Ballot for waiver of recovery of excess remuneration paid to  
Mr. Abhaya Shankar Managing Director of the Company for the FY ended  
31.03.2014

Ref: Our letter dated 21<sup>st</sup> & 28<sup>th</sup> July, 2014 & 22<sup>nd</sup> Aug, 2014

This is to inform that the company has conducted the Postal Ballot for obtaining Shareholders' approval by way of Special Resolution for the Waiver of recovery of excess remuneration paid to Mr. Abhaya Shankar (DIN : 00008378), Managing Director of the Company for the Financial Year ended March 31, 2014.

The Board of Directors of the Company had appointed Ms. N.Vanitha, Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot and to submit the Report thereon. Based on the Scrutinizer's report dated August 30, 2014, the Chairman has, on 30.08.2014, declared the results of the postal ballot as under:

| S.No | Resolution Description                                                                                                                                              | Mode       | Ballots Received | Total Votes | Favour  |         |                        | Against |       |                        | Invalid |       |                        |
|------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|------------------|-------------|---------|---------|------------------------|---------|-------|------------------------|---------|-------|------------------------|
|      |                                                                                                                                                                     |            |                  |             | Ballots | Votes   | % of total valid votes | Ballots | Votes | % of total valid votes | Ballots | Votes | % of total valid votes |
| 1    | Waiver of recovery of excess remuneration paid to Mr. Abhaya Shankar (DIN : 00008378), Managing Director of the Company for the Financial Year ended March 31, 2014 | Electronic | 77               | 15914       | 35      | 11940   | 75.0283%               | 42      | 3974  | 24.9717%               | 0       | 0     | 0                      |
|      |                                                                                                                                                                     | Poll       | 107              | 3078603     | 82      | 3076924 | 99.9455%               | 18      | 1429  | 0.0464%                | 4       | 250   | 0.0081%                |
|      |                                                                                                                                                                     | Total      | 184              | 3094517     | 117     | 3088864 | 99.8173%               | 60      | 5403  | 0.1746%                | 4       | 250   | 0.0081%                |

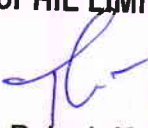


Accordingly, the Chairman has announced that the Special resolution set out in the postal ballot notice dated July 18, 2014, stand duly approved by shareholders with requisite majority.

This is for your information and record.

Thanking you

Yours faithfully  
For HIL LIMITED

  
P. Rajesh Kumar Jain  
Company Secretary  
9490167916





**P.S. Rao & Associates**  
Company Secretaries

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Tele/Fax : 040 - 23352185  
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psrao\_associates@rediffmail.com  
Web : www.psraoassociates.com

August 30th, 2014

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

Dear Sir,

Sub: Passing of Resolutions through Postal Ballot

Pursuant to the resolution passed by the Board of Directors of HIL Limited (The Company) on July 18th, 2014, I have been appointed as a Scrutinizer to receive process and scrutinize the postal ballot papers in respect of the Special Resolution as circulated in the postal ballot notice dated July 18th, 2014.

To enable wider participation of shareholders, pursuant to the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under vide Companies (Management and Administration) Rules, 2014 and pursuant to SEBI's circular no. CIR/CFD/OIL/6/2012, dated July 13, 2012 as amended by its circular CIR/CFO/POLICY CELL/2/2014 April 17, 2014, listed Companies are required to provide e-voting facility to their shareholders on all shareholder resolutions to be passed at General Meetings or through Postal Ballot. Since the Company falls within the requirements as specified in the Companies Act, 2013 and the above mentioned Circular of SEBI, e-voting is applicable and the Company has provided for the same.

The Company accordingly has made arrangements with the System Provider NSDL for providing a system of recording votes of the shareholders electronically through e-Voting the company has also accordingly made arrangements through its Registrar and Transfer Agent, Venture Capital and Corporate Investments Pvt. Limited., herein after referred as (RTA or VCC IPL) to set up the e-Voting facility on the NSDL e-Voting website <http://www.evoting.nsdl.com>.

The Company through NSDL has also uploaded the resolution together with the explanatory statement on which e-voting is required and for generating Electronic Voting Sequence Number (EVSN) by the system provider. All necessary formalities in compliance with the requirements specified by NSDL, the system provider, has been done by the Company through its RTA. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the Postal Ballot notice dated July 18<sup>th</sup>, 2014 sent to the shareholders by email and partly by courier and partly by Registered Post. The Register of Members was made up for the purpose of dispatch of postal ballot to the shareholders as of July 18<sup>th</sup>, 2014.



| Reference to the Companies Act, 2013                                                                                                                                | Type and Description of the Special resolutions                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (1) Special Resolution                                                                                                                                              | Special Resolution :                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| Waiver of recovery of excess remuneration paid to Mr. Abhaya Shankar (DIN : 00008378), Managing Director of the Company for the Financial Year ended March 31, 2014 | <p>"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 read with Schedule XIII of the Companies Act, 1956 and corresponding provisions of Sections 196, 197 read with Schedule V of the Companies Act, 2013 and other applicable provisions of Companies Act, 1956 and Companies Act, 2013, if any and subject to the approval of the Central Government, if required, the Members do hereby ratify and confirm the remuneration paid in excess of the limits prescribed under the provisions of Sections 198, 309 read together with Schedule XIII of the Companies Act, 1956 amounting to ₹116.90 lacs paid to Mr. Abhaya Shankar (DIN 00008378), Managing Director of the Company, for the Financial Year ended March 31, 2014 and waive the recovery of the above mentioned sum from him, being the remuneration agreed to be paid to him, as per the terms of appointment, as approved by the Members, to the extent it exceeds the statutory limit laid down under the Companies Act, 1956 and also approve the consequential retention thereof by him."</p> <p>"RESOLVED FURTHER THAT the Board of Directors or a Committee thereof of the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."</p> |

I report that the Postal ballot Notice dated July 18<sup>th</sup>, 2014 under Section 110 of the Companies Act, 2013, read with Rule 22 under the Chapter on "Management and Administration" as notified by MCA on March 27, 2014 were dispatched to the shareholders who held shares in physical form or whose email-id was not available to the Company or who opted for physical documents, partly by courier aggregating to 8829 numbers and partly by Registered Post aggregating to 634 numbers along with self-addressed prepaid Business Reply Envelope on or before August 28, 2014.



In addition to the above, Postal Ballot Notices were also sent via electronic mode by VCCIPL to 7795 Shareholders at their email addresses registered with the Depository Participants as per the data downloaded from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on July 18<sup>th</sup>, 2014 (cut-off date). As per the information provided by the VCCIPL out of the 7795 emails sent 1531 emails have bounced and hence physical Postal Ballot Forms have been dispatched to such shareholders immediately thereafter by VCCIPL. The details of such cases have been provided to me by VCCIPL. I further report that as stated in the Notice sent to the shareholders, the Company had fixed 5:30 P.M on Thursday the 28th August 2014 as the last date for receipt of Postal Ballots and for E-voting.

As stated in sub rule 3 of Rule 20 under the Chapter on "Management and Administration" Rules as notified by MCA on March 27, 2014 an advertisement was published by the Company in "Business Standard", English Newspaper, and "Surya", Telugu edition Newspaper, on 29<sup>th</sup> July, 2014, informing about the completion of dispatch of the Postal Ballot Notices, both by courier, Registered Post and by email, wherever applicable, to the shareholders along with other related matters mentioned therein.

I report that, I have received the Postal Ballot forms from the shareholders during the period starting from Tuesday July 29, 2014 till Thursday August 28, 2014. All the Postal Ballot forms together with all votes cast by E-voting through NSDL received up to 5:30 P.M on Thursday August 28, 2014 being the last date fixed by the Company for receipt of the ballot forms/ e-voting, were considered for my scrutiny.

27 Envelopes containing Postal Ballot forms sent through registered post were returned undelivered and these envelopes were not opened and will be taken up for destruction by the Company after announcement of the results.

The Postal Ballots forms received at the RTA's address in the name of the Scrutinizer were opened and then taken up for scrutiny by me and passed on to the RTA VCCIPL. During the course of scrutiny of Postal Ballot Forms I have not come across any mutilated Postal Ballot Forms

Since e-Voting facility was provided by NSDL, the details of the e-Voting exercised by the shareholders as also the votes exercised through Postal Ballots, which were duly scrutinized and processed, were duly compiled by the RTA. While the details of the e-Voting were provided by the System Provider namely NSDL, the compilation of the Register, in respect of Postal Ballots containing the statement of shareholders name, folio number, postal ballot number, number of shares held, number of votes exercised, votes in favour, votes against and those votes which were rejected were generated by the RTA which have been duly scrutinized.

On scrutiny, I report that: out of 15727 shareholders, 77 Shareholders have exercised their vote through e-Voting and 107 Shareholders have exercised their votes through Postal Ballot Forms as received. The details of polling results for the item placed for consideration by the members are given below:



Item No.1. Special Resolution: Waiver of recovery of excess remuneration paid to Mr. Abhaya Shankar (DIN : 00008378), Managing Director of the Company for the Financial Year ended March 31, 2014:

| S.N<br>o | Resolution<br>Description                                                                                                                                           | Mode           | Ballots<br>Receiv<br>ed | Total<br>Votes | Favour      |             |                                 | Against     |           |                                 | Invalid     |           |                                 |
|----------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|-------------------------|----------------|-------------|-------------|---------------------------------|-------------|-----------|---------------------------------|-------------|-----------|---------------------------------|
|          |                                                                                                                                                                     |                |                         |                | Ballo<br>ts | Votes       | % of<br>total<br>valid<br>votes | Ballo<br>ts | Vot<br>es | % of<br>total<br>valid<br>votes | Ballo<br>ts | Vot<br>es | % of<br>total<br>valid<br>votes |
| 1        | Waiver of recovery of excess remuneration paid to Mr. Abhaya Shankar (DIN : 00008378), Managing Director of the Company for the Financial Year ended March 31, 2014 | Electro<br>nic | 77                      | 15914          | 35          | 11940       | 75.028<br>3%                    | 42          | 397<br>4  | 24.971<br>7%                    | 0           | 0         | 0                               |
|          |                                                                                                                                                                     | Poll           | 107                     | 30786<br>03    | 82          | 30769<br>24 | 99.945<br>5%                    | 18          | 142<br>9  | 0.0464<br>%                     | 4           | 250       | 0.00<br>1%                      |
|          |                                                                                                                                                                     | Total          | 184                     | 30945<br>17    | 117         | 30888<br>64 | 99.817<br>3%                    | 60          | 540<br>3  | 0.1746<br>%                     | 4           | 250       | 0.00<br>1%                      |

#### RESULT:-

As the number of votes casted in favour of the Resolution is 99.82% which is more than three times the number of votes cast against i.e. 0.18%, I report that the Special Resolution under Section 110 of the Companies Act, 2013, and the Companies (Management and Administration) Rules 2014, as set out in the Notice of Postal Ballot dated July 18, 2014 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the results.

I further report that as per the Postal Ballot Notice dated July 18, 2014 and the Board Resolution dated July 18, 2014 the Chairman or any other person as authorised in this regard may declare and confirm the above results of voting by postal ballot. The results of Postal Ballot together with the Scrutinizers Report would be displayed on Company's website [www.hil.in](http://www.hil.in) and on the website of NSDL within 2 days of passing of the resolutions and shall also be communicated to the Stock Exchanges,



*N. Jain*

I further report that Rule 22 of the Companies (Management and Administration) Rules 2014, the Company has been duly complied with. I further report that as per the said Rules, the records maintained by me including the data as obtained from NSDL the System Provider for the e-Voting facility extended by them as also a Register recording the consent or otherwise received from the shareholders, voting through postal ballot, which includes all the particulars of the shareholders such as the name, folio number/ DP ID Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, ballot papers and other related papers are in my safe custody which will be handed over to the Company Secretary of the Company after the Chairman approves and signs the minutes of the meeting.

I thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot

Thanking You  
Yours faithfully,  
For P.S.Rao & Associates,

  
N. Vanitha  
Practicing Company Secretary  
Membership No. 10573  
Place: Hyderabad  
Date: 30<sup>th</sup> August, 2014

