

HYDERABAD INDUSTRIES LIMITED**MINUTES OF THE SIXTY FIFTH ANNUAL GENERAL MEETING
OF THE HYDERABAD INDUSTRIES LIMITED HELD ON FRIDAY,
THE 20TH DAY OF JULY, 2012 AT 3.00 P.M. AT ASBESTOS
CENTRE, ROAD NO.13, BANJARA HILLS, HYDERABAD –
500034****Present:**

1. Mr. C. K. Birla	Chairman
2. Mr. Krishnagopal Maheshwari	Director
3. Mr. Shreegopal Daga	Director
4. Mr. P. Vaman Rao	Director
5. Mr. Yash Paul	Director
6. Mr. Abhaya Shankar	Managing Director

Also Present :

Mr. P. Rajesh Kumar Jain	Company Secretary
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Shareholders in person	: 258
No. of Shares held by them	: 114162

Shareholders by proxy	: 75
No. of Shares held by them	: 1808291

1. Mr. C. K. Birla, Director at the request of Shareholders Chaired the Meeting.
2. Company Secretary reported that the requisite quorum as per Article 80 of Articles of Association was present. Chairman commenced the proceedings thereafter.
3. The Directors' Report for the year 2011-2012, already circulated to all the Members along with the notice, was taken as read.
4. The Notice of the Meeting was taken as read with the permission of the meeting.
5. The Auditor's Report to the Shareholders on the Accounts of the Company for the year ended 31st March, 2012 was read.
6. The Chairman, in his speech, listed out the highlights of the Company's performance and that of the industry during the period under review and during the first quarter of the current

financial year and overall industry scenario in the country and worldwide. He expressed his views on the future prospectus of the industry as well as of the Company. He also spoke about the rationale for proposed the change of name of the Company and reappointment of Mr. Abhaya Shankar as Managing Director of the Company and requested the members to approve the same.

- 7 After that, the Chairman opened the meeting for discussion and requested the members to express their views. Mr. Shantilal C. Shah, Mr. K. Rustumji, Mr. S.K. Mishra, Mr. Kailash C. Malpani, Mr. Waliur Rehman Sufi Mohammad, Mr. Praful Chavda, Mr. Shaik Ahmad and other Shareholders spoke as regard to the performance of the Company. They hoped that the Company would reach further heights in the coming future under the supervision of Mr. Abhaya Shankar, Managing Director. Some of the members requested the management to consider Bonus Issue and Stock split in view of the consistent performance of the Company.
8. Shri. C. K. Birlaji, Chairman, Mr. Abhaya Shankar, Managing Director and Mr. P. Vaman Rao Chairman of Audit Committee gave clarifications and replied to the queries raised by the Shareholders.
9. With the permission of the members the following items of business as set out in the Notice of the meeting were taken up for consideration:

Item No.1: As an Ordinary Resolution
ADOPTION OF ANNUAL ACCOUNTS, 2011-12

Proposed by : Shri. Bharat Shah
Seconded by : Shri. Waliur Rahman Sufi Mohammad

"Resolved that the Audited Balance Sheet of the Company as at 31st March, 2012 and Profit and Loss Accounts for the year ended 31st March, 2012 along with the relevant schedules attached thereto and the Directors Report together with the Report on Corporate Governance and Auditors Report thereon as placed before the meeting be and is hereby received, approved and adopted."

The Resolution was put to vote and passed unanimously.

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

Proposed by : Shri S.K. Mishra
Seconded by : Shri Shantilal C. Shah

"RESOLVED THAT in terms of the recommendation of the Board of Directors of the Company, the approval of the members of the Company be and is hereby granted for payment of final dividend @ 125% (i.e., Rs.12.50/-, Rupees Twelve and Fifty Paise Only) on the fully paid 74,62,563 equity share of Rs.10/- each of the Company for the financial year 2011-12 and the same be paid to all the members whose names appear in the Register of Members on 20th July, 2012 and in case of the shares held in the electronic mode to those members whose names appears in the records of the Depository Participants as on 20th July, 2012, being the date of book closure fixed for this purpose."

"RESOLVED FURTHER THAT the members do hereby confirm the payment of interim dividend @ 60% amounting to Rs.6/- per share on 74,62,563 equity share of Rs.10/- each of the Company making a total dividend of 185% amounting to 18.50/- per share, for the financial year 2011-12".

The Resolution was put to vote and passed unanimously.

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

Proposed by : Shri KAILASH C. MALPANI
Seconded by : Shri. A VIJAYA KUMAR

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

The Resolution was put to vote and passed unanimously.

Shri. Chandrakant Birla thanked the members for reappointing him as a Director.

Item No.4: As an Ordinary Resolution:

REAPPOINTMENT OF SHRI P. VAMAN RAO AS DIRECTOR

Proposed by : Shri. SHANTILAL C SHAH

Seconded by : Shri. KRISHNA GOPAL GUPTA

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

The Resolution was put to vote and passed unanimously.

Shri. P Vaman Rao thanked the members for reappointing him as a Director.

Item No.5: As an Ordinary Resolution:

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

Proposed by : Shri WALIUR RAHMAN SUFI MOHAMMAD

Seconded by : Shri. AJAY KUMAR AGARWAL

"RESOLVED THAT subject to the provisions of section 225 and other applicable provisions, if any, of the Companies Act, 1956, M/s S.R. Batliboi & Associates Chartered Accountants (Reg No.101049W), be and hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting up to the conclusion of next Annual General Meeting to audit the accounts of the Company for the financial year 2012-13 at a remuneration to be fixed by the Board of Directors".

The Resolution was put to vote and passed unanimously

Item No. 6: As a Special Resolution

CHANGE OF NAME OF THE COMPANY

Proposed by : Shri MOHD. ABDUL NAYEEM

Seconded by : Shri SHAIK AHMED

"RESOLVED THAT that in accordance with Section 21 and other applicable provisions if any, of the Companies Act, 1956, subject to the approval of the Central Government, the name of the Company be and is hereby changed from "Hyderabad Industries Limited" to "HIL Limited".

WAS

"RESOLVED FURTHER THAT upon issuance of fresh Certificate of Incorporation by the Registrar of Companies consequent to change of name of the Company, the name **"HIL Limited"** be inserted in place of the present name of the Company wherever appear in the Memorandum and Articles of Association of the Company AND THAT the Board of Directors (which term shall be deemed to include any Committee(s) constituted / to be constituted by the Board of Directors to exercise its powers including the powers conferred by this resolution) or Company Secretary, be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution"

The Resolution was put to vote and passed unanimously.

Item No. 7: As a Special Resolution

REAPPOINTMENT OF MR. ABHAYA SHANKAR AS MANAGING DIRECTOR

Proposed by : Shri MD WAHEED UR RAHMAN SUFI

Seconded by: Shri P.G. ISSAC RAJ

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 317 & Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof, read with Article 146 of the Articles of Association of the Company, and all guidelines for managerial remuneration issued by the Central Government from time to time, and subject to approval of Central Government, required if any, and such other consents and approvals as may be required, Mr Abhaya Shankar, be and is hereby reappointed as Managing Director of the Company, with substantial powers of management to be exercised by him, subject to the superintendence, control and direction of the Board of Directors of the Company, for a period of 3 (Three) Years, effective from 01st May, 2012, including payment of remuneration, on the terms and conditions set out below, with the liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution), to sanction, alter and / or vary the terms and conditions, within the overall specified limit, as they in their discretion deem fit."

7.1 Monthly Emoluments:

7.1.1 Basic Salary of Rs.3,60,000/- per month with authority to the Board of Directors (which expression

- shall include a committee thereof) to revise the basic salary from time to time taking into account the performance of the Company, subject to a ceiling of 50% of the basic salary last drawn.
- 7.1.2 Fully furnished residential accommodation, the cost of which shall not exceed 60% of the basic salary per annum or House Rent Allowance in lieu thereof.
- 7.1.3 Personal Allowance of Rs.2,53,000/- per month, with the authority to the Board of Directors to revise it from time to time, subject to a ceiling of basic salary per month.
- 7.1.4 Other Allowances / Reimbursements, or Specified Allowances of Rs.2,53,000/- per month, with the authority to the Board of Directors to revise it from time to time, subject to a ceiling of basic salary per month.
- 7.2 Annual Emoluments:
- 7.2.1 Medical Reimbursement (for domiciliary medical expenses of self and family) up to a maximum of Rs.50,000/- per annum. The expenses will have to be substantiated by appropriate medical bills.
- 7.2.2 Coverage under suitable Hospitalization scheme as applicable to employees of the Company.
- 7.2.3 Leave Travel Assistance to a minimum of one month basic salary per annum for self and family, with the authority to the Board of Directors to revise it from time to time, subject to a ceiling of 100% of basic salary per month.
- 7.2.4 Performance Variable Pay as approved by the Board (which expression shall include a committee thereof) subject to a maximum of Rs.45,00,000/- per annum, the exact quantum payable will be based on the actual performance of the Company, with authority to the Board of Directors (which expression shall include a committee thereof) to revise the maximum Performance Variable Pay payable from time to time taking into account the performance of the Company, subject to a ceiling of 50% of the Annual Performance Variable Pay last drawn.
- 7.3 Other Benefits:
- 7.3.1 Provident Fund and Gratuity as per Company Rules.
- 7.3.2 Encashment of leave at the end of the year / tenure / cession of service / retirement, as per the Rules of the Company, shall not be included in the computation of the minimum remuneration.

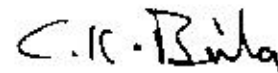
- 7.3.3 Consolidated privilege leave, on full pay and allowance, not exceeding 24 working days in a financial year. Casual and Sick leaves as per the Rules of the Company.
- 7.3.4 Club Membership and use (Maximum of Two Clubs). The membership will be held in the name of the Company.
- 7.3.5 Telephone connection and broad band connection at residence and the actual expenses towards its usage will be reimbursed.
- 7.3.6 Mobile Phones and the expenses towards its usage will be reimbursed by the Company.
- 7.3.7 Group Mediciam Insurance and Personal Accident Insurance in India and Abroad for self.
- 7.3.8 Provision of one Car with Chauffeur on Company's business / personal use with full maintenance
- 7.4 "Resolved further that the office of Mr. Abhaya Shankar, 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, unless such notice or salary in lieu of the notice has been waived by the other party."
- 7.5 "Resolved further that in the event of loss or inadequacy of profits during the tenure of service of Mr. Abhaya Shankar as Managing Director, the payment of salary, commission, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule XIII to the Companies Act, 1956.
- 7.6 "Resolved further that the remuneration specified above for Mr. Abhaya Shankar, Managing Director may, subject to overall ceiling specified above and subject to Schedule XIII of the Companies Act, 1956 be modified, during the tenure of office as Managing Director, as may be agreed to by the Board of Directors and Mr. Abhaya Shankar, Managing Director."
- 7.7 "Resolved further that Mr. P. Vaman Rao, Director or Mr. P. Rajesh Kumar Jain, Company Secretary of the Company be and are hereby directed and severally authorised to complete necessary statutory formalities to give effect to the resolution and to do all such acts, deeds, matter and things as it may, in its absolute discretion deem desirable, necessary, expedient, usual or proper to implement this resolution."

The Resolution was put to vote and passed unanimously.

Shri. Abhaya Shankar, Managing Director thanked the members for reappointing him as a Managing Director.

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

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



C. K. BIRLA
CHAIRMAN