

## TO THE SHAREHOLDERS

**Notice** is hereby given that the Sixty-Seventh Annual General Meeting of HIL Limited will be held on Friday, the 18th day of July, 2014, at 3.00 P.M. at Asbestos Centre, Road No.13, Banjara Hills, Hyderabad, Telangana-500 034 to transact the following business:

### Ordinary Business

1. To receive, consider and adopt the financial statements of the Company for the financial year ended March 31, 2014, including the audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the financial year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To declare final dividend of ₹ 5.00/- per Equity Share on 74,62,563 Equity Shares of ₹ 10/- each for the financial year 2013-14.
3. To appoint a director in place of Mr. C.K. Birla (DIN- 00118473), who retires by rotation and being eligible, offers himself for re-appointment.
4. To re-appoint auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the 70th Annual General Meeting and to fix their remuneration and pass the following resolution thereof:

**"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 70<sup>th</sup> 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."

### Special Business

5. **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 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."

6. **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:**

**"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 from 18th July 2014 up to 17th July 2019, whose period of office shall not be liable to retire by rotation."

**7. To appoint Mr. Desh Deepak Khetrapal (DIN:02362633) as Director of the Company 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 Mr. 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".

**8. 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 (Additional 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 7th May, 2019, whose period of office shall not be liable to retire by rotation."

**9. 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:**

**"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 ₹ 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."

By Order of the Board  
For HIL Limited

Registered Office:  
Sanatnagar

Hyderabad - 500 018

CIN No. L74999TG1955PLC000656

Dated : 20<sup>th</sup> June, 2014

**P. Rajesh Kumar Jain**  
Company Secretary

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")**

The following statement sets out all material facts relating to the business mentioned in Item no. 4 to 9 of the accompanying Notice:

**Item No. 4:**

This explanatory statement is provided though strictly not required as per section 102 of the Act.

M/s. S.R. Batliboi & Associates LLP., Chartered Accountants, (ICAI Firm Registration Number: 101049W) have been appointed as the statutory auditors of the Company from financial year 2010-11 onwards and have completed 4 (Four) consecutive years. Prior to them M/s. S.R. Batliboi & Company, Chartered Accountants, (ICAI Firm Registration Number: 301003E) were Auditors of the Company. Collectively both M/s. S.R. Batliboi & Co and M/s. S.R. Batliboi & Associates LLP., have completed over 10 (Ten) consecutive years.

As per the provisions of section 139 of the Act, read along with rules framed there under, no listed company can appoint or re-appoint an audit firm or firms under the same network, as auditor for more than two terms of five consecutive years. The period for which the individual or the firm has held office as auditor prior to the commencement of the Act i.e., prior to 1st April 2014, shall be taken into account for calculating the period of five consecutive years or ten consecutive years, as the case may be. Section 139 of the Act has also provided a period of three years from the date of commencement of the Act to comply with this requirement.

In view of the above, M/s. S.R. Batliboi & Associates LLP., being eligible for re-appointment the Board of Directors has, based on the recommendation of the Audit Committee, at its meeting held on May 8th, 2014, proposed the appointment of M/s. S.R. Batliboi & Associates LLP., Chartered Accountants, (ICAI Firm Registration Number: 101049W) as the statutory auditors of the Company for a period of three years to hold office from the conclusion of this AGM till the conclusion of the 70<sup>th</sup> AGM of the Company to be held in the year 2017, subject to ratification of their appointment at every AGM.

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

This statement may also be regarded as a disclosure under clause 49 of the listing agreement with the Stock Exchanges.

The Board recommends the Ordinary Resolution set out at Item No.4 of the Notice for approval by the shareholders.

**ITEM NOs. 5 & 6:**

Shri. P. Vaman Rao & Shri. Yash Paul have been appointed as Independent Directors of the Company, at various times, pursuant to clause 49 of the listing agreement, whose office was liable to retirement by rotation. With the enactment of the Companies Act, 2013 (Act) it is now incumbent upon every listed Company to appoint 'Independent Directors' as defined in section 149 of the Act, which has been notified w.e.f 1st April 2014, who are not liable to retire by rotation and shall hold office for a term up to 5 (five) consecutive years. The Securities and Exchange Board of India (SEBI) has also amended Clause 49 of the Listing Agreement inter alia stipulating similar conditions for the appointment of Independent Directors by a Listed Company.

Accordingly, it is proposed to appoint Shri. P. Vaman Rao & Shri. Yash Paul as Independent Directors under Section 149 of the Act and Clause 49 (revised) of the Listing Agreement to hold office for 5 (five) consecutive years from 18th July 2014 up to 17th July 2019.

The Company has received declarations from Shri. P. Vaman Rao & Shri. Yash Paul that they meet with criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

Brief resume of Shri. P. Vaman Rao & Shri. Yash Paul, nature of their expertise in specific functional areas and names of Companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

The Company has received notices in writing from members, alongwith the deposit of requisite amount, under Section

160 of the Act proposing the candidature of each of Shri. P. Vaman Rao & Shri. Yash Paul for the office of Directors of the Company.

Shri. P. Vaman Rao and Shri. Yash Paul are not disqualified from being appointed as Directors in terms of Section 164 of the Act. The Board of Directors of your Company, after reviewing the provisions of the Act, are of the opinion that Shri. P. Vaman Rao & Shri. Yash Paul fulfills the conditions specified in the Act and the Rules made thereunder to be eligible to be appointed as Independent Director pursuant to the provisions of section 149 of the Act and Clause 49 of the Listing Agreement. The Board of Directors of your Company is also of the opinion that Shri. P. Vaman Rao and Shri. Yash Paul are independent of the management of the Company.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri. P. Vaman Rao & Shri. Yash Paul as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri. P. Vaman Rao & Shri. Yash Paul as an Independent Director pursuant to provisions of section 149 read with schedule IV of the Act and Clause 49 of the listing agreement for the approval by the shareholders of the Company.

Copy of the draft letters for respective appointments of Shri. P. Vaman Rao & Shri. Yash Paul as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

Shri. P. Vaman Rao & Shri. Yash Paul are interested in the resolutions set out respectively at Item Nos. 5 & 6 of the Notice with regard to their respective appointments.

The relatives of Shri. P. Vaman Rao & Shri. Yash Paul may be deemed to be interested in the resolutions set out respectively at Item Nos. 5 & 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions.

This statement may also be regarded as a disclosure under clause 49 of the listing agreement with the Stock Exchanges.

The Board recommends the Ordinary Resolutions set out at Item Nos.5 and 6 of the Notice for approval by the shareholders.

#### **ITEM NO. 7:**

The Board of Directors of the Company, pursuant to the provisions of Section 260 of the Companies Act, 1956 and Article 114 of the Articles of Association of the Company, appointed Shri. Desh Deepak Khetrapal as an Additional Director of the Company with effect from 28th October, 2013, who shall hold office up to the date of this Annual General Meeting.

It is proposed to appoint Shri. Desh Deepak Khetrapal as Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.

Shri. Desh Deepak Khetrapal holds Honors degree in Business and Economics and Masters degree in Business Administration in Marketing and Finance and possesses appropriate skills, experience and knowledge, inter alia, in the field of finance and business management. He is currently working as a Managing Director of Orient Cements Ltd., Brief resume of Shri. Desh Deepak Khetrapal, nature of his expertise in specific functional areas and names of Companies in which he hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, is provided in the Corporate Governance Report forming part of the Annual Report.

The Company has received notice in writing from a member, along with the deposit of requisite amount, under Section 160 of the Act proposing the candidature of Shri. Desh Deepak Khetrapal for the office of Director of the Company.

Shri. Desh Deepak Khetrapal is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Board of Directors of your Company, after reviewing the provisions of the Act, are of the opinion that Shri. Desh Deepak Khetrapal fulfills the conditions specified in the Act and the Rules made thereunder to be eligible to be appointed as Director of the Company.

The Board considers that keeping in view his vast expertise and knowledge, it would be of immense benefit to the Company that Shri. Desh Deepak Khetrapal is appointed



as a Director of the Company. Accordingly, the Board recommends the resolution in relation to appointment of Shri. Desh Deepak Khetrapal as a Director of the Company, whose period of office shall be liable to determination by retirement of directors by rotation, for the approval by the shareholders of the Company.

Shri. Desh Deepak Khetrapal, being an appointee is interested in the resolution set out at Item No. 7 of the Notice.

The relatives of Shri. Desh Deepak Khetrapal may be deemed to be interested in the resolution set out at Item No. 7 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

This statement may also be regarded as a disclosure under clause 49 of the listing agreement with the Stock Exchanges.

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

### **ITEM NO. 8:**

The Board of Directors of the Company, pursuant to the provisions of Section 149 and 161(1) of the Act and the Articles of Association of the Company, appointed Smt. Gauri Rasgotra as an Independent Director (Additional Director) of the Company who shall hold office for a term up to 5 (five) consecutive years with effect from 8th May, 2014, subject to her election as a Director by the members at this Annual General Meeting.

In terms of the provisions of Section 161(1) of the Act, Smt. Gauri Rasgotra would hold office up to the date of the ensuing Annual General Meeting. It is proposed to appoint Smt. Gauri Rasgotra as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5 (five) consecutive years from 8th May 2014 upto 7th May 2019.

Smt. Gauri Rasgotra is an Advocate and is currently a Partner in the litigation practice of M/s. Khaitan & Co. She has a rare combination of advisory and litigation

experience of 21 years and possesses appropriate skills, experience and knowledge; inter alia, in the field of law. Brief resume of Smt. Gauri Rasgotra, nature of her expertise in specific functional areas and names of companies in which she hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, is provided in the Corporate Governance Report forming part of the Annual Report.

The Company has received notice in writing from a member, along with the deposit of requisite amount, under Section 160 of the Act proposing the candidature of Smt. Gauri Rasgotra for the office of Director of the Company.

The Company has also received declarations from Smt. Gauri Rasgotra that she meets with criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

Smt. Gauri Rasgotra is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Board of Directors of your Company, after reviewing the provisions of the Act, are of the opinion that Smt. Gauri Rasgotra fulfills the conditions specified in the Act and the Rules made there under to be eligible to be appointed as Independent Director pursuant to the provisions of section 149 of the Act and Clause 49 of the Listing Agreement. The Board of Directors of your Company is also of the opinion that Smt. Gauri Rasgotra is independent of the management of the Company.

The Board considers that keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Smt. Gauri Rasgotra is appointed as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Smt. Gauri Rasgotra as an Independent Director pursuant to provisions of section 149 read with schedule IV of the Act for the approval by the shareholders of the Company.

Copy of the letter of appointment of Smt. Gauri Rasgotra as Independent Director setting out the terms and conditions is available on the Company's website [www.hil.in](http://www.hil.in) and is also available for inspection by members at the Registered Office of the Company.

Smt. Gauri Rasgotra being an appointee is interested in the resolutions set out at Item No. 8 of the Notice with regard to her appointment.

The relatives of Smt. Gauri Rasgotra may be deemed to be interested in the resolution set out at Item No. 8 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

This statement may also be regarded as a disclosure under clause 49 of the listing agreement with the Stock Exchanges.

The Board recommends the Ordinary Resolution set out at Item No.8 of the Notice for approval by the shareholders.

#### ITEM NO. 9:

The Board of Directors, on recommendation of the Audit committee, at their meeting held on May 8th 2014, has approved the appointment and remuneration of the M/s. S.S.Zanwar & Associates, Cost Accountants in practice, as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015 on a remuneration of ₹ 5 (Five) lakhs.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 9 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2015.

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

This statement may also be regarded as a disclosure under clause 49 of the listing agreement with the Stock Exchanges.

The Board recommends the Ordinary Resolution set out at Item No.9 of the Notice for approval by the shareholders.

By Order of the Board  
For HIL Limited

Registered Office: **P. Rajesh Kumar Jain**  
Sanatnagar Company Secretary  
Hyderabad - 500 018  
CIN No. L74999TG1955PLC000656  
Dated: 20<sup>th</sup> June, 2014

#### Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM(S) IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. Proxies submitted on behalf of Limited Companies, Societies, Partnership Firms, etc. must be supported by appropriate resolution / authority, as applicable, issued by the member organisation.
2. An explanatory statement, pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of item No. 4-9 of the notice, is annexed hereto.
3. The details under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of Director seeking appointment/re-appointment at the Annual General Meeting, is annexed hereto.
4. The Register of Members and Share Transfer Books of the Company in respect of Equity Shares will remain closed on Friday, 18th July, 2014.
5. If the Final Dividend as recommended by the Board of Directors is approved at the AGM, payment of such dividend will be made on Friday, July 25, 2014 as under:

- a) To all Beneficial Owners in respect of shares held in dematerialized form as per the data made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on July 17, 2014;
  - b) To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on July 17, 2014.
6. M/s. Venture Capital and Corporate Investments Pvt. Ltd. 12-10-167, Bharat Nagar, Hyderabad - 500018 (email: info@vccilindia.com) Tel: 040-23818475/76; Fax: 040-23868024; is the Share Transfer Agent (STA) of the Company. For effecting changes in the Address / Bank details / NECS (National Electronic Clearing Service) mandate; the members are requested to notify to the said share transfer agent if shares are held in physical form; and their respective Depository Participant (DP), if the shares are held in dematerialised form.
  7. To avoid loss of dividend warrants in transit and undue delay in respect of dividend warrants, the Company has provided a facility to the members for remittance of dividend through the National Electronic Clearing System (NECS). The NECS facility is available at locations identified by Reserve Bank of India from time to time and covers most of the cities and towns. Members holding shares in physical form and desirous of availing this facility are requested to contact the Company's Registrar and Transfer Agent.
  8. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the STA / Company. Members holding shares in physical form are informed to furnish their bank account details to the Company / STA to have printed the same on the dividend warrants so as to avoid possibility of misuse of dividend warrants by others.
  9. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details, NECS, mandates, nominations power to attorney, change of address / name, etc. to their Depository Participant only and not to the Company's Registers and Transfer Agents. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its Registrars and Transfer Agents to provide efficient and better service to the Members.
  10. Pursuant to the provisions of Section 205A of the Companies Act, 1956, all unclaimed / unpaid dividends up to the financial year ended 31st March, 2006 have been transferred to the Investor Education and Protection Fund of the Central Government.

The Ministry of Corporate Affairs (MCA) on 10th May, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012 (IEPF Rules), which is applicable to the Company, The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the financial years from 2006, as on date of the 67th Annual General Meeting (AGM) to be held on 18th July, 2014, on the website of the IEPF viz [www.iepf.gov.in](http://www.iepf.gov.in) and under "Investors Section" on the Website of the Company viz [www.hil.in](http://www.hil.in).
  11. Consequent upon the introduction of Section 205C by the Companies (Amendment) Act, 1999, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Account of the Company is required to be transferred to the Investor Education and Protection Fund set up by the Government of India and no payment shall be made in respect of any such claims by the Fund. Members who have not yet encashed their dividend warrant(s) for the financial years 2006-2007 to 2012-2013 are requested to make their claims to the Company without any delay.
  12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are,

therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

13. Electronic copy of the Annual Report for 2013-14 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2013-14 is being sent in the permitted mode.
14. Electronic copy of the Notice of the 67th Annual General Meeting of the Company along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 67th Annual General Meeting of the Company along with Attendance Slip and Proxy Form is being sent in the permitted mode.
15. Members may also note that the Notice of the 67th Annual General Meeting and the Annual Report for 2013 will also be available on the Company's website [www.hil.in](http://www.hil.in) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Sanatnagar, Hyderabad for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication, the shareholders may also send requests to the Company's investor email [id:cs@hil.in](mailto:cs@hil.in) & [agv@hil.in](mailto:agv@hil.in).
16. Members are requested to visit the website of the Company, i.e., "[www.hil.in](http://www.hil.in)" for viewing the quarterly, half-yearly and annual financial results and for more information on the Company.
17. Members desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the Meeting.
18. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies to the Meeting.
19. Members/Proxies are requested to kindly take note of the following:
  - i. Attendance slip, as sent herewith, is required to be brought at the venue duly filled in and signed, for attending the meeting.
  - ii. Folio No./DP & Client ID No. may please be quoted in all correspondence with the Company and or the STA.



**CIN : L74999TG1955PLC000656**

**Regd. Office: Sanatnagar, Hyderabad- 500018.**

**Tel: 91 40 30999121, 30999122, 23251708 Fax: 040-23701227, 23702400**

**Website : www.hil.in, Email: cs@hil.in**

**Registered Folio no./DP ID no./Client ID no.:**

**Number of shares held :**

Dear member,

**Subject : Instructions for e-voting**

Pursuant to provisions of section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 67th Annual General Meeting to be held on Friday, July 18, 2014 at 3.00 pm at Asbestos Centre, Road No. 13, Banjara Hills, Hyderabad. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility.

The e-voting facility is available at the link <https://www.evoting.nsdl.com>

The electronic voting particulars are set out below:

<b>EVEN (e-voting event number)</b>	<b>USER ID</b>	<b>Password</b>

The e-voting facility will be available during the following voting period:

<b>Commencement of e-voting</b>	<b>End of e-voting</b>
<b>07-07-2014 at 9.00 a.m. IST</b>	<b>09-07-2014 at 6.00 p.m. IST</b>

Please read the instructions printed below before exercising your vote.

These details and instructions form an integral part of the Notice for the Annual General Meeting to be held on July 18, 2014.

**Steps for e-voting**

1. Open the internet browser and type the URL: <https://www.evoting.nsdl.com>
2. Click on **Shareholder-Login**
3. If you are already registered with NSDL for e-voting, then you can use your existing User ID and Password for Login.

(contd...)



4. If you are logging in for the first time, please enter the User ID and Password provided in this document.
5. The Password Change Menu will appear on your screen. Change to a new Password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of the two. Please take utmost care to keep your Password confidential.
6. Once the e-Voting home page opens, click on e-Voting> Active Voting Cycles.
7. Select the EVEN (E-Voting Event Number) of HIL Limited (the number is provided in this document). Once you enter the number, the Cast Vote page will open. Now you are ready for e-voting.
8. Cast your vote by selecting your favored option and click Submit. Also click Confirm when prompted. Please note that once your vote is cast on the selected resolution, it cannot be modified.
9. Institutional shareholder (i.e. members other than individuals, HUF, NRIs, etc.) are required to send a scanned copy (PDF / JPG format) of the relevant board resolution/authority letter, etc., together with the attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer via email at : [psraoassociates@gmail.com](mailto:psraoassociates@gmail.com), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
10. In case of any queries, please refer to the Frequently Asked Questions (FAQs) for members and the e-voting user manual for members available in the 'Downloads' section of <https://www.evoting.nsdl.com>. You can also contact NSDL via email at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

### General Instructions

- a. The e-voting period commences on July 07, 2014 (9.00 a.m. IST) and ends on July 09, 2014 (6.00 p.m. IST). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 20-06-2014, may cast their vote electronically. The e-voting module shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- b. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20-06-2014 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- c. Ms. N. Vanitha (Membership Number 10573), Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- d. The Scrutinizer shall, within a period of not exceeding three working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor of or against, if any, forthwith to the Chairman of the Company.
- e. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on
- f. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.hil.in](http://www.hil.in) and on the website of NSDL within two days of the passing of the resolutions at 67th Annual General Meeting of the Company on Friday, July 18, 2014 and communicated to the BSE Ltd., National Stock Exchange of India Ltd.

All documents referred to in the accompanying Notice and the Statement pursuant to Section 102 (1) of the Companies Act, 2013, will be available for inspection at the Registered Office of the Company during business hours on all working days up to the date of declaration of the result of the 67th Annual General Meeting of the Company.

Password	USER ID	by order of the Board of Directors for HIL Limited
		

Registered Office:

Sanatnagar,  
Hyderabad- 500018  
India

P. Rajesh Kumar Jain  
Company Secretary

Hyderabad  
20-06-2014