

NOTICE OF THE 72ND ANNUAL GENERAL MEETING

Notice is hereby given that the 72nd Annual General Meeting of **HIL Limited** will be held on **Wednesday, the 24th day of July, 2019, at 3.00 PM at Asbestos Centre, Road No.13, Banjara Hills, Hyderabad - 500034, Telangana**, to transact the following business:

Ordinary Business

Item no. 1 : Adoption of Financial Statements (Standalone & Consolidated)

To receive, consider and adopt the financial statements (including consolidated financial statements) for the financial year ended March 31, 2019, together with the statement of profit & Loss and cash flow statement for the financial year ended on that date and the reports of the Board of Directors ("the Board") and Auditors thereon.

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

To declare final dividend of ₹ 12.50 per equity share and to confirm the interim dividend of ₹ 12.50 per equity share already paid for the financial year ended March 31, 2019.

Item no. 3 : Appointment of Mr. Desh Deepak Khetrpal (DIN: 02362633) as a Director liable to retire by rotation

To appoint a Director in place of Mr. Desh Deepak Khetrpal (DIN: 02362633), who retires by rotation and being eligible, offers himself for re-appointment

Special Business

Item no. 4 : To appoint Dr. Arvind Sahay (DIN: 03218334) 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:

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

"RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Arvind Sahay (DIN : 03218334), who was appointed as an Additional Director of the Company with effect from February 8, 2019, pursuant to Section 161 of the Act and Articles of Association of the Company and who has submitted the declaration that he

meets the criteria for Independence as provided under the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of upto 5 (five) consecutive years with effect from February 8, 2019 to February 7, 2024 and not liable to retire by rotation."

Item no. 5 : To appoint Mr. V. V. Ranganathan (DIN: 00060917) 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:

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

"RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. V. V. Ranganathan (DIN : 00060917), who was appointed as an Additional Director of the Company with effect from March 19, 2019, pursuant to Section 161 of the Act and Articles of Association of the Company and who has submitted the declaration that he meets the criteria for Independence as provided under the Act and the Securities and Exchange Board of India Listing Regulations and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of upto 5 (five) consecutive years with effect from March 19, 2019 to March 18, 2024 and not liable to retire by rotation."

Item no. 6 : To reappoint Mrs. Gauri Rasgotra (DIN: 06862334) as an Independent Director of the Company for the second term in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Rules made thereunder, read with Schedule IV of the said Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, Mrs. Gauri Rasgotra (DIN: 06862334), Independent Director of the Company has submitted a declaration that she meets the criteria for independence as provided in the Act and Securities and Exchange Board of India Listing Regulations, and who is eligible for re-appointment and in respect of whom based on evaluation of performance, the Nomination and Remuneration cum Compensation Committee has recommended her reappointment to the Board, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years, commencing from May 8, 2019 to May 7, 2024 and not liable to retire by rotation."

Item no. 7 : To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2020

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the rules framed thereunder and subject to all other approvals, if any required, the Company be and is hereby authorized to pay an amount of ₹ 7.00 Lacs plus other applicable taxes and actual travel, stay, conveyance and other miscellaneous expenses as remuneration payable to S. S. Zanwar & Associates, Cost Accountants in practice (Registration No. 100283), who have been appointed by the Board of Directors as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2020.

Dated: **May 27, 2019**
Place: New Delhi

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

G Manikandan
Company Secretary &
Financial Controller
M. No. A36405

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 7 of the accompanying Notice:

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

Item no. 4 :

The Board of Directors, on the recommendation of Nomination and Remuneration cum Compensation Committee, appointed

Dr. Arvind Sahay as an Additional Director (Independent Director) of the Company, with effect from February 8, 2019 under Sections 149, 150 and 152 of the Companies Act, 2013 and Articles of Association of the Company. Dr. Arvind Sahay shall hold office upto the date of forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director.

The Company has received notice under Section 160 of the Companies Act, 2013 from Dr. Arvind Sahay signifying his candidature as an Independent Director of the Company. The Company has also received a declaration of independence from Dr. Arvind Sahay. In the opinion of the Board, Dr. Arvind Sahay met the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and Securities and Exchange Board of India Listing Regulations, of being eligible for appointment as an Independent Director. Dr. Arvind Sahay is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. A copy of the draft Letter of Appointment for Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day.

A brief profile of Dr. Arvind Sahay, including nature of his expertise is as follows:

Dr. Arvind Sahay is Bachelor of Technology (Chemical Engineer) from Indian Institute of Technology, Kanpur, Post Graduate Diploma in Management from Indian Institute of Management, Ahmedabad and PH.D from University of Texas at Austin.

Dr. Arvind Sahay is a faculty at IIMA and was previously associated with London Business School. His primary areas of interest includes marketing strategy, pricing, neuroscience and consumer behaviour, brand management, high tech marketing, international trade and investment.

Dr. Arvind Sahay is the recipient of the University Wide Outstanding Dissertation Award from the University of Texas at Austin (for his Ph.D thesis), the Innovation in Teaching Award at London Business School and of the Dewang Mehta Best Teacher Award in Marketing Management and the UTV Bloomberg Best Marketing Professor in India. He was also nominated to the Thinkers50 India list by the Institute of Competitiveness, Harvard Business School.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Dr. Arvind Sahay as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Dr. Arvind Sahay as an Independent Director for period upto 5 (five) consecutive years with effect from February 8, 2019 to February 7, 2024 for the approval by the members of the Company.

Details of Directors seeking reappointment as per Regulation 36 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations 2015 is forming part of the Corporate Governance Report.

Except Dr. Arvind Sahay, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item no. 4 of the Notice.

This Explanatory Statement together with the accompanying Notice of the Annual General Meeting may also be regarded as a disclosure under Regulation 36(3) of the Securities and Exchange Board of India Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI. For detailed information please refer to the Corporate Governance Report and Profile of Directors forming part of this Report.

The Board recommends the Ordinary Resolution set out at Item no. 4 for the approval of members.

Item no. 5 :

The Board of Directors, based on the recommendation of Nomination and Remuneration cum Compensation Committee, appointed Mr. V. V. Ranganathan as an Additional Director (Independent Director) of the Company, with effect from March 19, 2019 under Sections 149, 150 and 152 of the Companies Act, 2013 and Articles of Association of the Company. Mr. V. V. Ranganathan shall hold office upto the date of forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director.

The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. V. V. Ranganathan signifying his candidature as an Independent Director of the Company. The Company has also received a declaration of independence from Mr. V. V. Ranganathan. In the opinion of the Board, Mr. V. V. Ranganathan met the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and Listing Regulations, of being eligible for appointment as an Independent Director. Mr. V. V. Ranganathan is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. A copy of the draft Letter of Appointment for Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day.

A brief profile of Mr. V. V. Ranganathan, including nature of his expertise is as follows:

Mr. V. V. Ranganathan is an accomplished finance professional with over 40 (fourty) years of variegated experience in India and overseas. Mr. V. V. Ranganathan graduated in commerce with a gold medal and qualified as a Chartered Accountant and was later admitted as a fellow member of the Institute of Chartered accountants of India (ICAI, Delhi). Mr. V. V. Ranganathan was also admitted as a member of other professional bodies while serving professional services firms.

Mr. V. V. Ranganathan was a Senior Partner and Country Head for Quality & Risk Management as well as on the governing board of one of the leading big four global services firms and now serves on the boards of companies.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. V. V. Ranganathan as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. V. V. Ranganathan as an Independent Director for period upto 5 (five) consecutive years with effect from March 19, 2019 to March 18, 2024 for the approval by the members of the Company.

Except Mr. V. V. Ranganathan, being an appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item no. 5 of the Notice.

This Explanatory Statement together with the accompanying Notice of the Annual General Meeting may also be regarded as a disclosure under Regulation 36(3) of the Securities and Exchange Board of India Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI. For detailed information please refer to the Corporate Governance Report and Profile of Directors forming part of this Report.

The Board recommends the Ordinary Resolution set out at Item no. 5 for the approval of members.

Item no. 6 :

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto 5 (five) consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto 5 (five) consecutive years on the Board of a Company.

The Members of the Company at the Annual General Meeting held on July 18, 2014 had approved the appointment of Mrs. Gauri Rasgotra (DIN: 06862334) as an Independent Directors for a period of 5 years commencing from May 8, 2014 till May 7, 2019.

Based on the performance evaluation and recommendation of Nomination and Remuneration cum Compensation Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Act and the Securities and Exchange Board of India Listing Regulations, and as per Articles of Association of the Company, Mrs. Gauri Rasgotra is eligible for re-appointment as an Independent Director and had offered herself for re-appointment and the Board of Directors recommends the proposal to re-appoint her as an Independent Director for further period of 5 years i.e from May 8, 2019 to May 7, 2024.

In the opinion of the Board, Mrs. Gauri Rasgotra fulfils the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Securities and Exchange Board of India Listing Regulations for re-appointment as an Independent Director of the Company and are independent of the management.

A brief profile of Mrs. Gauri Rasgotra, including nature of her expertise is as follows:

Mrs. Gauri Rasgotra has a rare combination of advisory and litigation experience of 27 years in both academic and corporate settings. She managed the litigation of some landmark cases such as the right of citizens to fly the national flag and reviving Satyam under new management after the largest ever corporate scam in India. She is also representing the new directors of IL&FS in the recent crisis being faced by the company. She has also advised International Finance Corporation on Indian laws with regard to a lawsuit filed in the US. She is advising the Committee of Administrators appointed by the Supreme Court regarding implementation of reforms in BCCI. She has also advised the RP in the resolution process of Essar Steel India Ltd and ICICI bank in the challenge to the CIRP process of Innoventive Industries. Mrs. Gauri Rasgotra also worked in the US at the George Washington University Law School in Washington D.C. where she was selected to be the first Director of the school's newly established India Studies Center between 2007 & 2009. Mrs. Gauri Rasgotra is an independent director on the Boards of two prominent public listed companies in India. She is a member of the ICC India Arbitration Group and the ICC India nominee on the ICC Commission on Arbitration and ADR. She is also a member of SIAC Users Council – India.

A copy of the draft Letter of Appointment for Mrs. Gauri Rasgotra is available for inspection at the Registered Office of the Company during business hours on any working day. The Board considers that association of the Mrs. Gauri Rasgotra would be of immense benefit to the Company considering her expertise and experience and it is desirable to avail the services of Mrs. Gauri Rasgotra.

This Explanatory Statement together with the accompanying Notice of the Annual General Meeting may also be regarded as a disclosure under Regulation 36(3) of the Securities and Exchange Board of India Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI. For detailed information please refer to the Corporate Governance Report and Profile of Directors forming part of this Report.

The Board recommends the Special Resolution set out at Item no. 6 for the approval of Members.

Item no. 7 :

As per the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Board of Directors of your Company, at their meeting held on May 27, 2019, based on the recommendation of the Audit Committee, appointed S. S. Zanwar & Associates as Cost Auditors of the Company to conduct audit of cost records of the Company for the products covered under the Companies (Cost Records and Audit) Rules, 2014 for the financial year 2019-20, at a remuneration of ₹ 7.00 Lacs plus other applicable taxes and actual travel, stay, conveyance and other miscellaneous expenses.

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

of the members is sought for passing an Ordinary Resolution as set out at Item no. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2020.

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

The Board of Directors, in the interest of the Company, recommends the Ordinary Resolution set out at Item no. 7 of the Notice for approval by the shareholders.

Dated: **May 27, 2019**
Place: New Delhi

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

G Manikandan
Company Secretary &
Financial Controller
M. No. A36405

NOTES:

1. The relative Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013 ("Act") setting out material facts concerning the special business to be transacted at the Annual General Meeting ('AGM') are annexed hereto.
2. The relevant details as required under Regulation 36 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Securities and Exchange Board of India Listing Regulations"), of the person seeking re-appointment are also annexed.
3. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this report.
4. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send

to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorising their representative(s) to attend and vote on their behalf at the Meeting.

5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
6. Members/ proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
8. All relevant documents referred to in the accompanying Notice under Section 102 of the Act and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
9. The Register of Members and Share Transfer Books of the Company will remain closed from **Thursday, July 18, 2019 to Wednesday, July 24, 2019** (both days inclusive), for annual closing and determining the entitlement of the shareholders to the final dividend for the year ended March 31, 2019.
10. The dividend on Equity Shares, if declared at the Meeting, will be credited / dispatched by **Monday, July 29, 2019** to those members whose names shall appear on the Company's Register of Members as on book closure date and in respect of the shares held in dematerialized form, the dividend will be paid to the members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on the close of business hours on **Wednesday, July 17, 2019**.
11. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants.
12. The Members holding shares in physical form are requested to advise any change of address and / or bank mandate immediately to Venture Capital and Corporate Investments Pvt. Ltd. 12-10-167, Bharat Nagar, Hyderabad – 500018.
13. The Securities and Exchange Board of India (Securities and Exchange Board of India) vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to Venture Capital and Corporate Investments Pvt. Ltd. 12-10-167, Bharat Nagar, Hyderabad – 500018 by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.
14. The Securities and Exchange Board of India (Securities and Exchange Board of India) vide their Circular No. Securities and Exchange Board of India/HO/ MIRSD/ DOP1/ CIR/P/2018/73 dated 20.04.2018 has mandated that the following details of Shareholders must be updated with the Registrar and Share Transfer Agent (RTA) i.e **Folio No., DPID/Client ID, Name of the first securities holder, Payee details, Bank name, Bank account, Bank branch of the holder of securities, MICR** number and instructed the RTA's, Banks and Companies not to issue physical dividend warrants without bank details.

Members are requested to avail the Electronic Clearing Service (ECS) facility for receiving dividend. Shareholders are requested to update the same with RTA and avoid withhold of dividends or transfer of dividends to Unpaid/ IEPF account.
15. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
16. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
17. Members desiring any information relating to the accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
18. Members holding shares in electronic form may submit the same to their respective depository participant.
19. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant rules issued thereunder, Companies can serve Annual Reports and

- other communications through electronic mode to those shareholders who have registered their email address either with the Company or with the Depository. It is a welcome move for the society at large, as this will reduce paper consumption to a great extent and allow shareholders to contribute towards a greener environment. This is a golden opportunity for every shareholder of HIL to contribute to the cause of Green Initiative. Members who have not registered their e-mail address with the Company are requested to register the same by submitting the letter to Venture Capital and Corporate Investments Pvt. Ltd. 12-10-167, Bharat Nagar, Hyderabad - 500018. The Members holding shares in electronic form are requested to register their e-mail address with their Depository Participants only. The Members of the Company, who have registered their e-mail address, are entitled to receive communications in physical form, upon request.
20. Copies of the Annual Report 2018-2019 are being sent by electronic mode only to the Members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2018-2019 are being sent by the permitted mode.
 21. In accordance with the provisions of Section 72 of the Companies Act, 2013, Members are entitled to make nominations in respect of the Equity Shares held by them, in physical form. Members desirous of making nominations may procure the prescribed form from the Registrar & Share Transfer Agent Venture Capital and Corporate Investments Pvt. Ltd. 12-10-167, Bharat Nagar, Hyderabad - 500018 and have it duly filled and sent back to them.
 22. Members wishing to claim dividends, which remain unclaimed are requested to correspond with 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.
 23. In compliance with the provisions of Section 108 of the Act and the rules framed thereunder, as amended from time to time, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the Annual General Meeting.
 24. The facility for voting through electronic voting system or ballot or polling paper shall be made available at the Annual General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting.
 25. The Notice of the 72nd Annual General Meeting and instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
 26. Members may also note that the Notice of the 72nd Annual General Meeting and the Annual Report 2018-19 will be available on the Company's website www.hil.in.
 27. The board of directors has appointed Mr. Mohit Gurjar, (CP No 18644, and Membership No. 20557) of P.S. Rao & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
 28. The facility for voting, through polling paper shall also be made available at the Annual General Meeting and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the Annual General Meeting.
 29. The Members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
 30. All the Shareholders are informed that the shares, wherein the dividend(s) remains unclaimed from the financial year 2011-12 for a period of seven consecutive years, will be transferred to IEPF or IEPF Suspense Account and are requested to claim their unclaimed dividends by writing to the Company or RTA.
 31. The instructions for e-voting are as under:
 - a. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 2015 Regulations, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 72nd Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - b. The facility for voting through ballot paper shall be made available at the Annual General Meeting and the members attending the meeting who have not cast

their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

- c. The Members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
- d. The remote e-voting period commences on **July 20, 2019 (9:00 am) and ends on July 23, 2019 (5:00 pm)**. During this period Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **July 17, 2019** may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

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

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

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

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

5. Your password details are given below

- a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'

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

- ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at **evoting@nsdl.co.in** mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of Company for which you wish to cast your vote.

4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to **mohitkamdar@yahoo.co.in** with a copy marked to **evoting@nsdl.co.in**
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **"Forgot User Details/Password?"** or **"Physical User Reset Password?"** option available on www.evoting.nsdl.com to reset the password
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Form No. MGT – 11-PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014

Name and Address of the Shareholder(s).....

Email Id: Folio No./ Dpid & Client Id:.....

I/We being the member(s) ofShares of HIL Limited, herby appoint.

1. Name:Email Id:

Address:

Signature:Or falling him

2. Name:.....Email id:

Address:

Signature:Or failing him

3. Name:Email Id:

Address:

Signature:

As my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 72nd Annual General Meeting of the Company at Asbestos Centre, Road No.13, Banjara Hills, Hyderabad – 500 034. Telangana at 3.00 pm on Wednesday, July 24, 2019 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Resolution	Vote (Optional, See Note no 3 below)	
		For	Against
Ordinary Business			
1	Adoption of Financial Statements (Standalone & Consolidated)		
2	To confirm the payment of Interim Dividend and Declaration of Final Dividend		
3	Appointment of Mr. Desh Deepak Khetrpal (DIN: 02362633) as a Director liable to retire by rotation		
Special Business			
4	Ordinary Resolution To appoint Dr. Arvind Sahay (DIN: 03218334) as an Independent Director of the Company		
5	Ordinary Resolution To appoint Mr. V. V. Ranganathan (DIN: 00060917) as an Independent Director of the Company		
6	Special Resolution To reappoint Mrs. Gauri Rasgotra (DIN: 06862334) as an Independent Director of the Company		
7	Ordinary Resolution To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2020		

Signed this day of 2019

Signature of Shareholder Signature of Proxyholder(s).....

NOTES:

- This form in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
- Those members who have multiple folios with different joint holders may use copies of this Proxy.
- It is optional to indicate your preference. If you leave the "for" or "against" column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem