

HIL Limited

CIN: L74999TG1955PLC000656

Regd. Office: Office Nos. 1 & 2, L7 Floor, SLN Terminus, Sy. No. 133, Beside Botanical Garden,
Gachibowli, Hyderabad - 500032, Telangana, India
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NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended from time to time and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

Remote e-voting starts on	Remote e-voting ends on
At 9:00 am IST on Saturday, January 25, 2025	At 5:00 pm IST on Monday, February 24, 2025

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013 (the “**Act**”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”) and other applicable provisions, if any, of the Act and the Rules, General Circular No. 9/2024 dated September 19, 2024, read along with General Circular Nos. 9/2023 dated September 25, 2023, 11/2022 dated December 28, 2022, 3/2022 dated May 5, 2022, 20/2021 dated December 8, 2021, 10/2021 dated June 23, 2021, 39/2020 dated December 31, 2020, 33/2020 dated September 28, 2020, 22/2020 dated June 15, 2020, 17/2020 dated April 13, 2020 and 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs (collectively referred to as “**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), that the special business set out below is proposed for approval of the Members of HIL Limited (the “**Company**”) by means of Postal Ballot, only by way of remote e-voting process (“**remote e-voting**”).

In view of the aforesaid MCA Circulars, the Company is sending this Postal Ballot Notice (“**Notice**”) only by email to all its Members who have registered their email addresses with the Company/ Registrar and Share Transfer Agent (“**RTA**”) / Depositories as on Friday, January 17, 2025 (“**Cut-off Date**”). Accordingly, no physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is being sent to the Members. The communication of the assent or dissent of the Members shall take place only through the remote e-voting system. If your e-mail address is not registered with the Company/RTA/Depositories, please follow the process provided in the notes to receive this Notice. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date.

The Explanatory Statement pursuant to Section 102 and other applicable provisions, if any, of the Act read with the Rules setting out all material facts relating to the resolutions mentioned in this Notice is annexed hereto.

The Company has engaged the services of National Securities Depository Limited (“**NSDL**”) as the agency to provide remote e-voting facility. For further information, please refer to the notes in this Notice.

The Board of Directors have appointed Mr. Mohit Gurjar, Practising Company Secretary (Membership No. 20557, CP No. 18644), of M/s. P.S. Rao & Associates, Company Secretaries, Hyderabad as the Scrutiniser for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and he has communicated his willingness to be appointed and remain available for the said purpose. The Scrutiniser’s decision on the validity of the voting shall be final.

The Scrutiniser will submit his report, after the completion of scrutiny, to the Chairman or any other officer so authorized. The results of e-voting will be announced within two working days after the last date of voting and will be displayed on the Company's website www.hil.in and will also be communicated to the Stock Exchanges and NSDL. The Company will also display the results of the Postal Ballot at its Registered Office. The last date of e-voting, i.e., Monday, February 24, 2025 shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS:

Item No. 1: Approval for change in name of the Company from "HIL Limited" to "BirlaNu Limited" and consequential alteration to the Memorandum of Association and Articles of Association of the Company.

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

"RESOLVED THAT pursuant to section 4, 5, 13, 14 ,15 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and other applicable provisions and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the provisions of the Memorandum and Articles of Association of the Company and Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to approval of the Central Registration Centre, Registrar of Companies and/ or Stock Exchanges and/or any other appropriate regulatory/statutory authorities/departments as may be necessary, the consent of the Members of the Company be and is hereby accorded for change in name of the Company from **"HIL Limited"** to **"BirlaNu Limited"**.

RESOLVED FURTHER THAT Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted with the following clause:

"I. The name of the Company is BirlaNu Limited."

RESOLVED FURTHER THAT upon issuance of the fresh certificate of incorporation by the Registrar of Companies consequent upon change in name, the Memorandum of Association and the Articles of Association, and all other relevant documents including agreements, deeds, documents, contracts, letterheads, wherein the Company is a party or interested, and at all other places, wherever appearing, shall stand altered as below:

The name **"HIL Limited"** will be substituted with the new name **"BirlaNu Limited"**

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all necessary steps and actions, execute all requisite documents, and undertake all such acts, deeds, matters, and things as may be deemed necessary, appropriate, or desirable in its absolute discretion to give full effect to this resolution.

RESOLVED FURTHER THAT the Board is empowered to address and resolve any questions, difficulties, or doubts that may arise during the course of implementation, at any stage, without the need for any further approval or consent from the Members of the Company, it being the intent that the Members' approval is hereby expressly granted by the authority of this resolution."

Item No. 2: Approval for adoption of revised Memorandum of Association as per the provisions of the Companies Act, 2013.

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 Section 4, 13, 15 and all other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with Table A of

Schedule I of the said Act, and subject to such other requisite approvals, if any, from the appropriate authorities, the consent of the Members of the Company be and is hereby accorded to align clause II, III and IV of the existing Memorandum of Association ("**MoA**") of the Company with the requirements of the Act without changing the main objects of the Company.

RESOLVED FURTHER THAT in view of the act of Indian Parliament proclaiming the bifurcation of the existing Andhra Pradesh State into two states namely Telangana and residuary Andhra Pradesh, Clause II of the MoA be restated as under:

"Clause II – The Registered Office of the Company will be situated in the State of Telangana."

RESOLVED FURTHER THAT in accordance with Table A of Schedule I of the Act, Clause III of the existing MoA be divided as under:

"Clause III (A) - THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:"

"Clause III (B) - "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:"

the existing objects at serial nos. 1 to 8 be segregated under the said Clause III (A) and objects at serial nos. 9 to 55 be segregated under the said Clause III (B).

the subclauses 6(a), 18(a), 18(b), 33(a) and 54(a) of the existing MoA be and are hereby renumbered consecutively and thereafter, consequently renumbered.

RESOLVED FURTHER THAT Clause IV be amended and read as under:

"Clause IV - The liability of the member(s) is limited, and this liability is limited to the amount unpaid, if any, on the shares held by them."

RESOLVED FURTHER THAT the word "Companies Act, 1956" be substituted with the word "Companies Act, 2013" wherever appears in the existing MoA of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all necessary steps and actions, execute all requisite documents, and undertake all such acts, deeds, matters, and things as may be deemed necessary, appropriate, or desirable in its absolute discretion to give full effect to this resolution.

RESOLVED FURTHER THAT the Board is empowered to address and resolve any questions, difficulties, or doubts that may arise during the course of implementation, at any stage, without the need for any further approval or consent from the Members of the Company, it being the intent that the Members' approval is hereby expressly granted by the authority of this resolution."

Item No. 3: Approval for adoption of new set of Articles of Association as per the provisions of the Companies Act, 2013.

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 Section 5, 14, 15 and all other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with Table F of Schedule I of the said Act, and subject to such other requisite approvals, if any, from the appropriate authorities, the consent of the Members of the Company be and is hereby accorded to substitute the existing Articles of Association ("**AoA**") of the Company with a new set of AoA as per the provisions of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized on behalf of the Company to perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing of all the e-forms and other documents with the statutory / regulatory authorities, and to execute all such forms, papers, deeds, documents, instruments, writings as may be necessary including appointing attorneys or authorized representatives under appropriate Letter(s) of Authority to appear before the applicable offices of the Ministry of Corporate Affairs and other regulatory authorities including the power to delegate all or any of the powers conferred herein, or otherwise, as deemed fit by the Board to be in the best interest of the Company in order to give effect to this resolution.

RESOLVED FURTHER THAT the Board is empowered to address and resolve any questions, difficulties, or doubts that may arise during the course of implementation, at any stage, without the need for any further approval or consent from the Members of the Company, it being the intent that the Members' approval is hereby expressly granted by the authority of this resolution."

Item No. 4: Approval for payment of overall remuneration to Mr. Akshat Seth, Managing Director & CEO for the financial year 2024-25.

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 Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**"), read with Schedule V thereof and the rules, circulars, orders and notifications issued there under and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in accordance with the Articles of Association and the Nomination, Remuneration & Evaluation Policy of the Company, based on the recommendation of the Nomination and Remuneration cum Compensation Committee dated May 7, 2024 and approval of the Board of Directors dated May 7, 2024 and January 21, 2025, the consent of the Members of the Company be and is hereby accorded that the aggregate salary, allowances, perquisites and other benefits, variable pay and long term incentives as per Company's Scheme paid/payable to Mr. Akshat Seth (DIN: 10039820), Managing Director & Chief Executive Officer for the financial year 2024-25 and as detailed below, be the minimum remuneration in the event of loss or inadequacy of profits in the financial year 2024-25:

Particulars	Per Month (Rupees)	Per Annum (Rupees)
Basic Salary	19,53,210	2,34,38,524
Allowances and perquisites:		
House Rent Allowance	9,76,605	1,17,19,260
Special Allowance	14,35,108	1,72,21,299
Leave Travel Allowance	1,62,768	19,53,210
Other Allowances/Perquisites	27,000	3,24,000
Gross Salary	45,54,691	5,46,56,293

In addition to the above, Mr. Akshat Seth is entitled to:

- Annual performance linked variable-pay of up to Rs. 2,51,12,705/- (Rupees Two Crore Fifty-One Lakhs Twelve Thousand Seven Hundred Five Only) payable up to 120% of the said amount subject to the performance of the Company and achievement of agreed targets decided by the NRC/Board.
- Long-term cash incentive of up to Rs. 2,36,25,000/- (Rupees Two Crore Thirty-Six Lakhs and Twenty-Five Thousand Only) as per the Long-term Cash Incentive Plan 2023 of the Company, subject to the performance of the Company and achievement of agreed targets decided by the NRC/Board.
- Provident Fund and Gratuity as per Company Rules.
- Chauffer driven Company maintained car.
- Medical Insurance and Personal Accidental Insurance Coverage under the Group Mediclaim Insurance Scheme and Group Personal Accidental Insurance Scheme as applicable to employees of the Company

from time to time.

- vi. Encashment of leave at the end of the year / tenure / cession of service / retirement, as per the applicable rules of the Company.
- vii. Reimbursement of mobile handset, telephone connection and broad band connection at residence and the expenses towards its usage at actuals as per the applicable rules/policy of the Company.
- viii. Perquisites, if any, arising on account of exercise of options as granted under the HIL Limited Employee Stock Option Scheme 2023.

Subject to as aforesaid, the Managing Director & CEO shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof if any) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

By order of the Board of Directors

For HIL Limited

Sd/-

Nidhi Bisaria

Company Secretary

ICSI M. No. F5634

Date: January 21, 2025

Place: New Delhi

Notes:

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“**Act**”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice (“**Notice**”).
2. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, enabling them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in **note no. 10** of this Notice. Members are requested to read the instructions carefully before casting their vote.
3. Members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through remote e-voting process. The e-voting facility will be available during the following period:

Commencement of e-voting	9:00 am IST on Saturday, January 25, 2025
End of e-voting	5:00 pm IST on Monday, February 24, 2025

The e-voting module shall be disabled by NSDL for voting thereafter. During this period, Members whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories, as on the **Cut-off date, i.e., Friday, January 17, 2025**, are entitled to vote electronically on the Resolution set forth in this Notice. Once the vote on a resolution is cast, the shareholder shall not be allowed to change it subsequently. A person who is not a Member as on the Cut-off date should treat this Notice for information purpose only.

It is however, clarified that all Members of the Company as on the Cut-off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.

4. The Notice shall be available on the website of the Company at www.hil.in, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on NSDL's website at www.evoting.nsdl.com. Members may also contact RTA at investor.relations@vccipl.com or Company at cs@hil.in for receiving copy of this Notice.
5. In accordance with MCA Circulars, the Company has made necessary arrangements for the Members to register their email address. Members who have not registered their email address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) by giving the details of folio number, e-mail address and self-attested copy of PAN card to RTA at info@vccipl.com, if the shares are held in physical form.

Alternatively, Members may send a request at the email id(s) investor.relations@vccipl.com or cs@hil.in along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio.

6. The Scrutiniser will submit his report to the Chairman, or any other person authorised by him, after completion of the scrutiny of the votes cast, on the result of the Postal Ballot on or before two working days of last date of e-voting. The Scrutiniser's decision on the validity of votes cast will be final.
7. The Results declared along with the Scrutiniser's Report shall be placed on the Company's website www.hil.in and on the website of NSDL www.evoting.nsdl.com and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
8. The resolutions proposed in this Notice, subject to receipt of requisite number of votes, shall be deemed to be passed on the last date specified for e-voting i.e. Monday, February 24, 2025. Further, resolutions passed by the Members through postal ballot are deemed to be passed as if they are passed at the General meeting of the Members of the Company.

9. All the material documents referred to statement pursuant to Section 102 of the Act will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternately, Members may also send their requests to cs@hil.in from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.

10. **Process to cast votes through remote e-voting:**

The way to vote electronically on NSDL e-Voting system consists of ‘two steps’ which are mentioned below:





Step 1: Access to NSDL e-voting system:

A. Login method for e-voting for Individual shareholders holding securities in demat mode:

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div>   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the evoting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B. Login Method for e-voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

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 ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 holding 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. Password details for shareholders other than Individual shareholders are given below:

- a. If you are already registered for e-voting, then you can use 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, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
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.

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

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

1. After successful login at Step 1, you will be able to see all the companies ‘EVEN’ in which you are holding shares and whose voting cycle.
2. Select ‘EVEN’ of company for which you wish to cast your vote during the remote e-voting period.
3. Now you are ready for e-voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message ‘Vote cast successfully’ will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 upload their Board Resolution/ Power of Attorney / Authority Letter by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “e-voting” tab on this screen or 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 Scrutiniser by e-mail to mohitkamdar@yahoo.co.in with a copy marked to evoting@nsdl.com and cs@hil.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.: 022 - 4886 7000 or send a request to Mr. Amit Vishal, Asst. Vice President-NSDL or Ms. Pallavi Mhatre, Senior Manager–NSDL at evoting@nsdl.com or contact at NSDL, 4th Floor, ‘A’ Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013.
11. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:
- a. In case shares are held in physical mode please provide Folio no., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) by email to RTA at investor.relations@vccipl.com or to the Company’s email id, cs@hil.in.
 - b. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-

attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to RTA at investor.relations@vccipl.com or to the Company's email id, cs@hil.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-voting for Individual shareholders holding securities in demat mode.

- c. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
- d. In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013 ("ACT")

The following statement sets out all material facts relating to Item No. 1, 2, 3 and 4 mentioned in the accompanying Notice.

Item Nos. 1 to 3:

The Members are hereby notified that the Company was incorporated on June 17, 1946 as "Hyderabad Asbestos Cement Products Limited," primarily engaged in manufacturing asbestos cement roofing sheets. On November 11, 1985, the name was changed to "Hyderabad Industries Limited" to reflect its diversified business activities, and on August 16, 2012, it was further revised to "HIL Limited" to broaden its market appeal.

Since adopting the name HIL Limited, the Company has expanded its manufacturing and distribution network and introduced new product categories, creating significant growth opportunities. However, the lack of a unified brand identity and consumer-centric approach has resulted in a fragmented portfolio and limited brand recognition.

To achieve its vision of becoming a leading global enterprise in the building solutions sector, the Company is implementing a growth strategy focused on expanding its product portfolio with innovative offerings and building cohesive brands that resonate with modern consumers and emerging markets. A key element of this strategy is consolidating all offerings under a unified brand identity to maximise the impact of its investments and marketing initiatives.

In alignment with this vision, the Company has resolved to adopt a new name that reflects its evolving aspirations and values. This rebranding initiative represents a pivotal step in strengthening the Company's global presence, enhancing brand recognition, and fostering deeper connections with stakeholders. It marks a renewed commitment to innovation, quality, and sustainable growth, reinforcing the Company's position as a trusted global leader in its domain.

Accordingly, the Board at its meeting held on July 30, 2024 proposed for change in name of the Company and subsequently RUN (Reserve Unique Name) application was submitted to the Central Registration Centre (CRC), Ministry of Corporate Affairs. Pursuant to the said application, CRC confirmed the availability of the proposed name "BirlaNu Limited" vide its letter dated January 10, 2025.

Further, the Board at its subsequent meeting held on January 21, 2025 considered the approval of CRC and approved change in name of the Company from "HIL Limited" to "BirlaNu Limited" and all such consequential changes to the Memorandum of Association ("**MoA**") and Articles of Association ("**AoA**") of the Company.

Pursuant to Sections 5, 13 and 14 of the Act, for effecting the change in name of the Company and consequent amendment in the Memorandum and Articles of Association of the Company and all other

related documents, it is necessary to obtain approval of the Members of the Company by way of Special Resolution.

Accordingly, a special resolution under item No. 1 of the notice is being proposed in accordance with the said provisions for approval of the shareholders.

It is also informed to the Members that the existing Memorandum and Articles of Association of the Company were adopted post enactment of erstwhile Companies Act, 1956 and the same were amended from time to time as per the requirements of the Company in compliance with the provisions of the Act. Now, since the proposed name change requires alteration to existing Memorandum and Articles of Association of the Company, it is also proposed to amend and align:

- i. Clause II of Memorandum of Association i.e. Registered Office clause, in view of the act of Indian Parliament on bifurcation of Andhra Pradesh into Telangana and Andhra Pradesh;
- ii. Clause III of MoA i.e. object clause, in line with the requirements of Table A of Schedule I to the Companies Act, 2013 by classifying the existing objects at serial nos. 1 to 8 under *Clause III (A) - "THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE*; and objects at serial nos. 9 to 55 under *Clause III (B) - "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE*:
without changing any of the objects of the Company;
- iii. Clause III of MoA to effect changes made to numbering of certain subclauses;
- iv. Clause IV of MoA, i.e., liability clause, be amended to reflect the exact wordings of Table A of Schedule I of the Companies Act, 2013; and
- v. Other such ancillary changes that are required to align the MOA in line with Table A of Schedule I to the Companies Act, 2013.

With the enactment of the Act, a significant portion of the articles in the Company's Articles of Association have become either redundant or irrelevant. Furthermore, under Section 6 of the Act, the provisions of this Act have an overriding effect on the Memorandum and Articles of Association of the Company. Therefore, instead of amending the existing Articles of Association, it is proposed to adopt a new set of Articles of Association for the Company.

The proposed amendments to the Memorandum of Association (MoA) and the adoption of the new set of AoA were approved by the Board at its meeting held on January 21, 2025. Accordingly, these changes are being presented for the approval of the Members by way of a special resolution, as outlined in Item Nos. 2 and 3 of the notice, in accordance with the relevant provisions of the Act. Members can inspect the draft MoA and AoA at the Company's Registered Office/Corporate Office on any working day during business hours up to the last date of voting, i.e., Monday, February 24, 2025. Additionally, these documents are available on the Company's website and can be accessed at <https://hil.in/investor-relations/postal-ballot-2025/>.

The Company has complied with the requirements of Regulation 45 of the SEBI Listing Regulations and has obtained a certificate for the same from Mr. G. Ganesh, (Membership No. 211704), a Practicing Chartered Accountant, which is enclosed as an Annexure to this Notice.

The proposed change in name would neither result in change of the legal status or constitution or operations or activities of the Company, nor would affect any of the rights of the Company or of the shareholders/stakeholders of the Company. All the existing share certificates bearing the current name of the Company will, after name change, continue to be valid for all purposes.

None of the Directors /Key Managerial Personnel of the Company /their relatives (except to the extent of their shareholding in the Company, if any), are, in any way, concerned or interested, financially or otherwise, in the Special Resolutions set out at Item nos. 1 to 3 of the Notice.

The Board of Directors of the Company recommends the resolutions set forth at Item nos. 1 to 3 of the accompanying notice, for the approval of the shareholders as special resolutions.

Item No. 4:

The shareholders, on April 4, 2023, by way of an ordinary resolution, approved the appointment of Mr. Akshat Seth (DIN 10039820) as the Chief Executive Officer (CEO) & Key Managerial Personnel (KMP) with effect from February 1, 2023 and as the Managing Director (MD) with effect from February 11, 2023 for a term of five (5) years along with payment of managerial remuneration which includes salary, allowances, perquisites and other benefits, retirals, variable pay and long term cash and stock incentives as per Company's Scheme, for the said period. The said resolution empowered the Board, on the recommendation of the Nomination and Remuneration cum Compensation Committee ("NRC"), to determine and approve annual increments to the salary and performance-based variable pay, subject to a ceiling of 25% of the last drawn basic salary and performance-based variable pay, respectively, in compliance with the provisions of section 196, 197 read with Schedule V of the Companies Act, 2013 ("the Act").

In accordance with the above, the Board on the recommendation of NRC, at its meeting held on May 7, 2024 approved the following remuneration of Mr. Akshat Seth, Managing Director & CEO, for the financial year 2024-25 subject to the necessary approvals, if required in case of loss or inadequacy of profits during the said financial year:

Particulars	Per Month (Rupees)	Per Annum (Rupees)
Basic Salary	19,53,210	2,34,38,524
Allowances and perquisites:		
House Rent Allowance	9,76,605	1,17,19,260
Special Allowance	14,35,108	1,72,21,299
Leave Travel Allowance	1,62,768	19,53,210
Other Allowances/Perquisites	27,000	3,24,000
Gross Salary	45,54,691	5,46,56,293

In addition to the above, Mr. Akshat Seth is entitled to:

- Annual performance linked variable-pay of up to Rs. 2,51,12,705/- (Rupees Two Crore Fifty-One Lakhs Twelve Thousand Seven Hundred Five Only) payable up to 120% of the said amount subject to the performance of the Company and achievement of agreed targets as may be decided by the NRC/Board.
- Long-term cash incentive of up to Rs. 2,36,25,000/- (Rupees Two Crore Thirty-Six Lakhs and Twenty-Five Thousand Only) as per the Long-term Cash Incentive Plan 2023 of the Company, subject to the performance of the Company and achievement of agreed targets as may be decided by the NRC/Board.
- Provident Fund and Gratuity as per Company Rules.
- Chauffer driven Company maintained car.
- Medical Insurance and Personal Accidental Insurance Coverage under the Group Mediciam Insurance Scheme and Group Personal Accidental Insurance Scheme as applicable to employees of the Company from time to time.
- Encashment of leave at the end of the year / tenure / cession of service / retirement, as per the applicable rules of the Company.
- Reimbursement of mobile handset, telephone connection and broad band connection at residence and the expenses towards its usage at actuals as per the applicable rules/policy of the Company.
- Perquisites arising on account of exercise of options as may be granted under the HIL Limited Employee Stock Option Scheme 2023.

Subject to as aforesaid, the Managing Director & CEO shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.

However, considering the estimated profits computed under section 198 of the Companies Act, 2013, based on the actual profits up to September 30, 2024 and the estimated profits for the remaining half year, the Company is likely to have no or inadequate profits for the financial year 2024-25.

In view of the above, the Board of Directors at its meeting held on January 21, 2025, approved that the shareholders' approval be sought by way of special resolution as appended in this Notice in terms of the provisions of section 197 read with Schedule V of the Companies Act, 2013, so that the aggregate salary, allowances, perquisites and other benefits, variable pay and long term incentives as per Company's Scheme paid/payable to Mr. Akshat Seth for the financial year 2024-25, be paid as minimum remuneration for the said financial year.

Accordingly, a special resolution, as appended in this Notice, is proposed for approval of the shareholders in terms of Section 197 of the Act read with Schedule V thereof, to approve minimum remuneration of Mr. Akshat Seth (Managing Director & CEO) for the financial year 2024-25, in excess of the thresholds set forth in Section 197 read with Schedule V of the Act.

The information as required by second proviso of Paragraph B of Section-II of Part-II of Schedule V of the Companies Act, 2013, is given below:

I. General Information:

(1) Nature of industry

HIL Limited is engaged in business of manufacturing and sale of Fiber Cement, Humid Cure Roofing Sheets, Autoclaved Aerated Concrete Blocks (Fly Ash Blocks), Fiber Cement Board and Panels and a wide range of plumbing solutions, including CPVC, UPVC, Column Pipes, SWR and Pressure Pipes & Fittings ideal for household, industrial, and commercial applications; and Wall Care Putty.

(2) Date of commencement of commercial production: June 23, 1955

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable

(4) Financial performance based on given indicators (on standalone basis) (Rs. in Crore):

Particulars	H1FY25	2023-24	2022-23	2021-22
Total income	1280.09	2266.76	2187.73	2005.45
Earnings Before Interest, Depreciation, Amortization & Tax	172.59*	174.53	228.37	306.63
Profit Before Tax and Exceptional items	44.83	95.82	163.68	248.31
Profit after tax for the year	102.71*	102.98	130.10	185.83
Basic Earnings Per Share (in Rs.)	136.20	136.59	172.95	247.73

*Inclusive of income from exceptional items

(5) Foreign investments or collaborations, if any:

The Company has below overseas subsidiaries/ Joint venture:

S. No.	Legal name of the entity	Relationship	Country of incorporation and Date	Full address
1	HIL International GmbH	Subsidiary (Wholly Owned Subsidiary)	Germany, 03.07.2018	Millenkamp 7-8, 48653 Coesfeld, Germany
2	Parador Holding GmbH	Step Down Subsidiary (WOS to HIL International GmbH)	Germany, 20.06.2016	Millenkamp 7-8, 48653 Coesfeld, Germany
3	Parador GmbH	Step Down Subsidiary (WOS to Parador Holding GmbH)	Germany, 21.09.2015	Millenkamp 7-8, 48653 Coesfeld, Germany
4	Parador Parkettwerke GmbH	Step Down Subsidiary (WOS to Parador GmbH)	Austria, 10.04.1998	Wiener Strasse 66, 7540 Güssing, Austria

5	Parador (Shanghai) Trading Co. Ltd.	Equity Joint venture (50%) of Parador GmbH and (50%) Horgus Oriental Glamour Co., Ltd	Republic of China, 08.08.2018	Room 1006, Floor 10, No 233 Taicang Road, Huangpu District, Shanghai Municipality, the People's Republic of China
6	Parador UK Limited	Step Down Subsidiary (WOS to Parador GmbH)	England and Wales, 13.07.2022	C/o Rodl & Partner Legal Ltd 170 Edmund Street Ground Floor, Birmingham, United Kingdom B3 2HB

II. Information about the appointee:

(1) Background details:

Mr. Akshat Seth (DIN: 10039820), aged 46 years, is a professional holding Bachelor's and Master's Degree in Chemical Engineering from Indian Institute of Technology (IIT), Delhi and Master of Business Administration (MBA) from Indian Institute of Management (IIM), Calcutta.

Akshat has over two decades of proven track record of scaling up and transforming businesses and building high performing teams. His sharp, strategic mindset and an eye for operational excellence has helped him create and unlock value across multiple industry segments in India, Europe and the Middle east.

He joined CK Birla Group in 2014 to lead the Office of Growth & Strategy driving strategy, M&A and new business development across all group companies. In this role, he worked closely with the business leadership teams for strategy formulation, performance tracking and driving special improvement projects. He has been instrumental in driving the growth plans for the Company, both organic and inorganic.

Mr. Akshat has been associated with CK Birla Healthcare Pvt. Ltd. as Vice Chairman and was instrumental in conceptualizing and scale up of the brand of CK Birla Hospitals and chain of fertility clinics – Birla Fertility & IVF as well to foray in Digital Health within the CK Birla Healthcare platform.

(2) Past remuneration (p.a.):

Mr. Akshat Seth was paid remuneration for the financial year 2023-24 as under:

Particulars	Per Month (Rupees)	Per Annum (Rupees)
Basic Salary	18,00,000	2,16,00,000
Allowances and perquisites:		
House Rent Allowance	9,00,000	1,08,00,000
Special Allowance	11,95,420	1,43,45,040
Leave Travel Allowance	1,50,000	18,00,000
Other Allowances/Perquisites	27,000	3,24,000
Gross Salary	40,72,420	4,88,69,040

In addition to the above, Mr. Akshat Seth was entitled to:

- Annual performance linked variable-pay of Rs. 2,01,17,828/- (Rupees Two Crore One Lakh Seventeen Thousand Eight Hundred Twenty-Eight only) being 77% of the eligible amount, as decided by the NRC/Board basis the performance of the Company and achievement of agreed targets.

- ii. Long-term cash incentive of Rs. 1,26,00,000/- (Rupees One Crore Twenty-Six Lakh only) (1st Tranche) as per the Long-term Cash Incentive Plan 2023 of the Company, as decided by the NRC/Board on basis the performance of the Company and achievement of agreed targets.
 - iii. Provident Fund and Gratuity as per Company Rules.
 - iv. Chauffeur driven Company maintained car.
 - v. Medical Insurance and Personal Accidental Insurance Coverage under the Group Medclaim Insurance Scheme and Group Personal Accidental Insurance Scheme as applicable to employees of the Company from time to time.
 - vi. Encashment of leave at the end of the year / tenure / cessation of service / retirement, as per the applicable rules of the Company.
 - vii. Reimbursement of Mobile handset, telephone connection and broad band connection at residence and the expenses towards its usage at actuals as per the applicable rules/policy of the Company.
 - viii. Perquisites arising on account of exercise of options as granted under the HIL Limited Employee Stock Option Scheme 2023.
 - ix. Appointment will be terminable by either party by giving three months' notice or salary in lieu thereof.
- Subject to as aforesaid, the Managing Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.

(3) Recognition or awards:

Under the leadership of Mr. Akshat Seth as MD & CEO, the Company was awarded several prestigious awards including the following prominent awards earned during the financial year 2024 -25:

➤ Super Brand Award 2024

“Charminar” and “Birla Aerocon” has been awarded the **Super Brands 2023-24** recognition in the category of *Cement Roofing Sheets* by the *Super Brands Council*. Superbrands is the world’s largest independent arbiter of branding, and this recognition pays tribute to the strongest and most valuable brands in the world through their publications. Achieving “Superbrands Status” strengthens a brand’s position, adds prestige, and sets it apart from competitors.

➤ The Economic Times Best Brands

“Charminar” and “Birla Aerocon” awarded as Best Brands 2024 by Economic Times in Manufacturing category. This award recognizes brands that have demonstrated resilience and adaptability in confronting challenges. It honors brands that have effectively managed evolving customer expectations and embraced rapid technological changes to enhance customer experiences and drive innovation.

➤ Brand of the Year by Realty+

“Charminar” and “Birla Aerocon” received the **INEX** award in the *Roofing & Ceiling Ideas* category and in the *Cement & Concrete* category, respectively, from Realty+. **BIRLA HIL Putty** was awarded the **INEX** award in the *Wall Finishes* category by Realty+. The INEX awards program acknowledges brands that contribute to innovation, technology, and excellence in building materials, construction products, and systems that shape the future of the built environment.

Birla Aerocon received the **Harit Bharat** award in the *Harit Bharat Construction Materials* category from Realty+. This award recognizes organizations and individuals who are committed to sustainable initiatives and contribute to environmental stewardship through their products and services.

➤ GreenPro Certification

“Charminar Fortune” and “Birla HIL CPVC Pipes” received the **Green Pro** certification in the *Green Product* category by CII - *Green Products*. This certification recognizes products that

meet the stringent requirements of the Green Pro Eco label by the CII - Green Products & Services Council, confirming that these products are eco-friendly and sustainable.

- Charminar was honoured with the **Brand of the Decade** award in the *Infrastructure Roofing Solutions* category by Brand Advertising Research and Consulting (BARC). This prestigious recognition is given to brands that have consistently grown and innovated over the past decade, establishing themselves as market leaders.

➤ **Great Place to Work, 2024**

HIL has been certified as a Great Place to Work for the sixth time in a row for the year 2024-25 with an outstanding trust index score of 94. The Company is ranked amongst:

- Great Place To Work®, India; re-certified from March 2024 to March 2025; Ranked at 12
- Top 25 | India's Best Workplaces™ in Manufacturing 2024
- Top 50 | Large India's Best Workplaces Building a culture of Innovation by All 2024
- India's Best Companies to Work for 2023: Top 50 – Ranked at 27
- Top 50 | India's Best Workplaces™ for Millennials, 2023
- Best in industry: Cement & Building Materials, 2023

(4) **Job profile and suitability:**

Please refer point no. 1 under the above heading “Information about the appointee”.

(5) **Proposed Remuneration:** As detailed in resolution no. 4 of this notice.

(6) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)**

(Rs. in crore)

Name of the Company	Everest Industries Limited		Ramco Industries Limited		Visaka Industries Limited	
Particulars	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24
Revenue	1685	1589	1310	1299	1647	1520
Profit Before tax	44	28	104	80	74	4
MD & CEO remuneration	3.43	3.98	5.16	4.04	3.94	2.01

Considering the turnover of the Company and the experience and responsibilities of Mr. Akshat Seth, the remuneration paid/payable to him is reasonable and in line with remuneration levels in industry.

(7) **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:**

Except the remuneration and perquisites as stated above, Mr. Akshat Seth has no direct or indirect pecuniary relationship with the Company or managerial personnel. Further, he does not hold any shares in the Company.

III. Other information

(1) **Reasons of loss or inadequate profits:**

As on H1FY25, the Company achieved a 6% growth in revenue; however, Profit Before Tax (excluding exceptional income) declined by 46% compared to H1FY24. The performance is impacted by a weaker demand scenario, further impacting volume growth across categories. This is primarily driven by lower consumer spending, reduced government investment in capital projects and unfavorable weather conditions across large parts of the country. The Company also faced a soft pricing regime, compounded by adverse movements in raw material prices, especially PVC resin, and unfavorable forex fluctuations.

Furthermore, the Company has been making significant investments to drive future growth, including in new products, talent and brand development. Additionally, higher borrowings for the acquisition of Crestia Polytech Pvt. Ltd. and its group companies, coupled with increased interest rates, have further contributed to elevated interest costs during FY25.

(2) Steps taken or proposed to be taken for improvement:

- a) The Company is leveraging its expertise and experience and investing continuously to build strong momentum towards growth and expansion of its business. With the acquisition of Crestia Polytech Pvt. Ltd. and its group companies, the Company has further enhanced Company's brand strength in pipes & fittings business in several key markets.
- b) There have been continuous efforts to manage the cost and profitability through improved contribution margins driven by lower raw material and freight costs and sourcing excellence as well as efficient management of working capital and inventory would help limit the negative impact of headwinds.
- c) The Company is employing various means to reduce the impact of rising costs through building long-term partnerships with its suppliers, reducing the risk of price fluctuations. The Company has mapped and developed its extensive vendor base to insulate itself from any geopolitical instability. The Company has built a global network of suppliers that allows diversification of supply sources and unhindered logistical movement of its inventory. Several other cost saving initiatives and operational improvements have been executed.
- d) During the year, the Company has migrated to SAP S4 HANA and also took significant steps towards a digital-led way of working and building a culture of excellence.

(3) Expected increase in productivity and profits in measurable terms:

The Government's increasing focus on modernising and further strengthening the country's infrastructure, is likely to have significantly positive impact on the building materials sector as the construction activity gathers pace across segments. With the above initiatives and many more, it is expected that the profitability in the coming year is likely to improve.

IV. Disclosures:

The disclosures as required on all elements of remuneration package such as salary, benefits, bonuses, pensions, details of fixed components and performance linked incentives along with performance criteria, service contract details, notice period, severance fees, etc. shall be made in the Boards' Report under the heading "Corporate Governance Report" forming part of the Board's Report for FY 2024-25.

Mr. Seth along with his relatives does not hold any shares in the Company nor has any relationship with any of the Directors or Key Managerial Personnel of the Company. Mr. Seth has been granted 36,603 stock options convertible into equivalent number of equity shares of the Company on or after July 17, 2024 to the extent of 14,641 stock options and remaining 21,962 stock options on or after April 1, 2025, as and when exercised by him in terms of the Employees Stock Option Scheme 2023. However, he has not exercised any stock options till the date of this Notice.

Mr. Seth is directly concerned and interested in this resolution, as it relates to his remuneration. Except Mr. Seth, no other Director or Key Managerial Personnel of the Company and their relatives are in any way, either financially or otherwise, concerned or interested in the proposed resolution.

The Board recommends the special resolution set forth at Item no. 4 of the Notice for the approval of the Members.

By order of the Board of Directors
For HIL Limited
Sd/-
Nidhi Bisaria
Company Secretary
ICSI M. No. F5634

Date: January 21, 2025
Place: New Delhi



2024-25/HIL/026

January 20, 2025

TO WHOMSOEVER IT MAY CONCERN

I, G.Ganesh, Chartered Accountant, MRN. 211704, hereby confirm and certify that M/s HIL Limited ("the Company") having CIN: L74999TG1955PLC000656 and Registered office at Office 1 & 2, L7 Floor, SLN Terminus, Sy. No. 133, Beside Botanical Garden, Gachibowli, Hyderabad – 500032, has duly complied with conditions stipulated under sub-regulation (1) of Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for change of name of the Company from "HIL Limited" to "BirlaNu Limited".

Based on my examination of the records and according to the information and explanation given to us, I do hereby further confirm that:

- a) the time period of at least one year has elapsed from the last name change:

The Company changed its name from 'Hyderabad Industries Limited' to 'HIL Limited' on August 16, 2012. Since then the Company has not changed its name.

- b) at least fifty percent of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name:

There is no change in the business activity and the main objects of the Company. Further, reasons for proposed change in name of the Company are as under:

The Company has resolved to adopt a new name that reflects its evolving aspirations and values. This rebranding initiative represents a pivotal step in strengthening the Company's global presence, enhancing brand recognition, and fostering deeper connections with stakeholders. It marks a renewed commitment to innovation, quality, and sustainable growth, reinforcing the Company's position as a trusted global leader in its domain.


Accordingly, it is proposed to change the existing name of the Company from "HIL Limited" to "BirlaNu Limited". Subsequently, the offerings portfolio will be unified under the new brand; leveraging the benefits of focused investments and awareness generation while retaining the legacy of Birla brand, the equity associated with it.

- c) The amount invested in the new activity/project is atleast fifty percent of the assets of the listed entity:

Not applicable, there is no change in the activity/project of the Company.

This certificate is being issued on specific request of the Company.

Hyderabad
January 20, 2025,


G.Ganesh
M.No. 211704
Chartered Accountant
UDIN: 25211704BMOEXG3321

