

Ref: HIL/SE/2023-24/114

April 1, 2024

To
BSE Limited
P.J.Towers, Dalal Street,
Mumbai – 400 001

To
National Stock Exchange of India Limited
5th Floor, Exchange Plaza, Bandra (E),
Mumbai – 400 051

Scrip Code: 509675
Through: BSE Listing Centre

Scrip Symbol: HIL
Through: Neaps Portal

Sub: Notice of Postal ballot dated March 28, 2024**Ref: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)**

Pursuant to the Regulation 30 of the SEBI Listing Regulations, we enclose herewith a copy of Postal Ballot Notice dated March 28, 2024 (“**Notice**”), sent to the members of the Company seeking the approval in respect of resolution(s) proposed for the following items, only by way of remote electronic voting (“**e-voting**”):

| S.No. | Description of Resolution(s) | Type of Resolution(s) |
|-------|--|-----------------------|
| 1 | Re-appointment of Dr. Arvind Sahay (DIN: 03218334) as an Independent Director of the Company | Special Resolution |
| 2 | Appointment of Mr. Sunil Ramakant Bhumralkar (DIN 00177658), as an Independent Director of the Company | Special Resolution |
| 3 | Appointment of Mrs. Nidhi Jagat Killawala (DIN: 05182060) as an Independent Director of the Company | Special Resolution |
| 4 | Appointment of Mrs. Amita Birla (DIN: 00837718) as a Non-executive Director of the Company | Ordinary Resolution |
| 5 | To consider and approve grant of long-term cash incentive to Ms. Avanti Birla, President – Strategy of the Company, a related party of the Company | Ordinary Resolution |

In accordance with circulars issued by Ministry of Corporate Affairs (“**MCA**”), from time to time, the postal ballot notice is being sent only in electronic form to Members whose email addresses are registered with their depository participants (in case of electronic shareholding)/the Company’s Registrar and Transfer Agent (in case of physical shareholding) and whose names appear in the Register of Members/List of Beneficial Owners as on Friday, March 22, 2024 (“**Cut-off Date**”). The Company has also made arrangements for those members who have not yet registered their email id to get the same registered by following the procedure mentioned in the Notice.



TOGETHER, WE BUILD.



The Company has engaged the services of National Securities Depositories Limited (“NSDL”) to provide e-voting facility to its members. The voting rights of the Members shall be in proportion to their holding of Equity Shares with the paid-up equity share capital of the Company as on Friday, March 22, 2024. **The remote e-voting period commences from 09.00 am IST on Wednesday, April 3, 2024 and ends at 05.00 pm IST on Thursday, May 2, 2024.**

This Postal Ballot Notice is made available on the Company’s website at www.hil.in and on the website of NSDL at www.evoting.nsdl.com.

This is for your information and records.

Thank you.

Yours faithfully,
For HIL Limited

Nidhi Bisaria
Company Secretary & Compliance Officer
Membership No.5634

Encls: As above

HIL LIMITED

CIN: L74999TG1955PLC000656

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

Ph. No.: +91 40 68249000 | Email: cs@hil.in | Website: www.hil.in

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 | Remote e-Voting ends |
|--|---|
| At 9:00 a.m. IST on Wednesday, April 3, 2024 | At 5:00 p.m. IST on Thursday, May 2, 2024 |

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. 9/2023 dated September 25, 2023, read along with General Circular Nos. 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 or re-enactment 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 (“**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**”) or Depositories as on Friday, March 22, 2024 (“**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 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 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 Scrutinizer 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 Scrutinizer’s decision on the validity of the voting shall be final.

The Scrutinizer 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.

SPECIAL BUSINESS:

Item No. 1: Re-appointment of Dr. Arvind Sahay (DIN: 03218334) as an Independent Director 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 the provisions of Sections 149, 150, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) and the Rules made thereunder, Regulation 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Articles of Association of the Company and pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, Dr. Arvind Sahay (DIN: 03218334), who was appointed as an Independent Director of the Company for a term up to February 7, 2024 and who being eligible for re-appointment, has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not be liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from February 8, 2024 up to February 7, 2029.

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.”

Item No. 2: Appointment of Mr. Sunil Ramakant Bhumralkar (DIN 00177658), as an Independent Director 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 the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) and the Rules made thereunder, Regulation 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Articles of Association of the Company and pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, Mr. Sunil Ramakant Bhumralkar (DIN: 00177658), who was appointed by the Board of Directors as an Additional Director of the Company, designated as an Independent Director with effect from March 18, 2024, in terms of Section 161 of the Act, in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria of independence prescribed under Section 149 (6) of the Act and Regulation 16 (1) (b) of the SEBI Listing Regulations and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from March 18, 2024 up to March 17, 2029.

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.”

Item No. 3: Appointment of Mrs. Nidhi Jagat Killawala (DIN: 05182060) as an Independent Director 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 the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) and the Rules made thereunder, Regulation 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Articles of Association of the Company and pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, Mrs. Nidhi Jagat Killawala (DIN: 05182060), who was appointed by the Board of Directors as an Additional Director of the Company, designated as an Independent Director with effect from April 1, 2024, in terms of Section 161 of the Act, in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director, and who has submitted a declaration that she meets the criteria of independence prescribed under Section 149 (6) of the Act and Regulation 16 (1) (b) of the SEBI Listing Regulations and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from April 1, 2024 up to March 31, 2029.

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.”

Item No. 4: Appointment of Mrs. Amita Birla (DIN: 00837718) as a Non-executive Director of the Company.

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 152 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”), the Companies (Appointment and Qualification of Directors) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and based on recommendation made by the Nomination and Remuneration Committee of the Board of Directors of the Company, the appointment of Mrs. Amita Birla (DIN: 00837718) by the Board of Directors of the Company as an Additional Director (Non-Executive) of the Company in terms of Section 161 of the Act with effect from April 1, 2024, be and is hereby approved as a Director of the Company, liable to retire by rotation.

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.”

Item No. 5: To consider and approve grant of long-term cash incentive to Ms. Avanti Birla, President – Strategy of the Company, a related party of the Company.

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 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 and the rules thereunder ("**Act**") specifically read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time, Regulation 23 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and other applicable law, if any, including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force, pursuant to the recommendations of the Nomination & Remuneration Committee, Audit Committee and the approval of the Board of Directors at their meeting dated February 2, 2024, consent of the members of the Company be and is hereby accorded to grant Long Term Cash Incentive to Ms. Avanti Birla, President – Strategy of the Company and a relative of Mr. Chandrakant Birla, Chairman and Non-executive Director and Mrs. Amita Birla, Non-executive Director of the Company, for an amount of up to **Rs. 1,39,00,730/-** (Rupees One Crore Thirty-Nine Lakhs Seven Hundred Thirty Only) ("**Award Amount**"), assuming 100% performance level. The said Award Amount shall be payable in cash, in two tranches: (i) 40% of the Award Amount, at the end of the financial year ("**FY**") 2023-24, based on the performance of the Company for the FY 2023-24; and (ii) 60% of the Award Amount, at the end of FY 2024-25 based on the performance of the Company for the FY 2024-25.

RESOLVED FURTHER THAT the aforesaid Award is in addition to the remuneration already approved by the shareholders of the Company at the Annual General Meeting of the Company held on July 31, 2023.

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, incidental to 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: March 28, 2024

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, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in **note no. 11** 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 following period:

| | |
|---------------------------------|--|
| Commencement of e-voting | At 9:00 am IST on Wednesday, April 3, 2024 |
| End of e-voting | At 5:00 pm IST on Thursday, May 2, 2024 |

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, March 22, 2024**, are entitled to vote electronically on the Resolutions 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 id 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 info@vccipl.com or Company at cs@hil.in for receiving copy of this Notice.
5. For facilitating to update their aforesaid KYC details, the Company has uploaded required forms – ISR1, ISR2, ISR3, ISR4, SH13 and SH14, as applicable, on its website, **www.hil.in**. Members can download the Forms, as applicable / required, fill in the details and send to the RTA of the Company for updating the details. 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) info@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 Scrutinizer will submit his report to the Chairman, or any other person so authorised, after completion of the scrutiny of the votes cast on the Postal Ballot. The Scrutinizer’s decision on the validity of votes cast will be final.

7. The results of e-voting will be announced within two working days after the last day of e-voting along with the Scrutinizer's Report and 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. Thursday, May 2, 2024. 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. SEBI vide notification dated January 24, 2022, has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialisation form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, members are advised to dematerialise the shares held by them in physical form.
11. **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"> 1. 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. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for |

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| | <p>IDEAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none"> 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <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. |

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| Individual Shareholders (holding securities in demat mode) login through their depository participants | 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. |
|--|---|

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 Scrutinizer 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 022 - 4886 7000 or send a request to Mr. Amit Vishal, Asst. Vice President-NSDL or Mr. Sanjeev Yadav, Assistant 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.
12. 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 email ID info@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 email ID info@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 Nos. 1, 2, 3, 4 and 5 mentioned in the accompanying Notice.

Item No. 1:

The shareholders of the Company in the 72nd Annual General Meeting of the Company held on July 24, 2019 approved the appointment of Dr. Arvind Sahay (DIN: 03218334) as an Independent Director of the Company for a period of 5 (five) consecutive years up to February 7, 2024. In terms of the provisions of Section 149(10) of the Companies Act, 2013 (“the Act”), Dr. Arvind Sahay is eligible for re-appointment as an Independent Director of the Company for a second term of five consecutive years subject to approval of the shareholders by way of special resolution.

In terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the listed entity shall ensure that approval of Members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the item for re-appointment of Dr. Arvind Sahay as an Independent Director is being proposed for approval of the Members through Postal Ballot.

Dr. Arvind Sahay is Director and Professor of Marketing at Management Development Institute, Gurgaon. He is an alumnus of Indian Institute of Management, Ahmedabad and Indian Institute of Technology (IIT), Kanpur. He has a Ph.D. degree from the University of Texas, Austin and has taught for 8 years at London Business School, United Kingdom and 19 years at Indian Institute of Management (IIM), Ahmedabad. Dr. Sahay has led executive education programs on Pricing, Neuroscience in Marketing, Enhancing Salesforce Performance, Fintech: Strategy and Tactics and Applications of Behavioural Science for CXOs. As founding Chairperson of the NSE Centre for Behavioural Science, he was instrumental in establishing the first of its kind centre for research in a management school in India. His primary areas of interest include marketing strategy, pricing, neuroscience and consumer behaviour and brand management. He has a cumulative boardroom experience of more than 35 years.

Considering the expertise, knowledge, acumen, integrity, experience, proficiency, substantial contribution of Dr. Sahay and on the basis of his performance evaluation report over the past years, based on the recommendation of the Nomination & Remuneration Committee (“NRC”), the Board of Directors of the Company in its meeting held on February 2, 2024 approved re-appointment of Dr. Arvind Sahay as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years i.e. from February 8, 2024 till February 7, 2029, subject to approval of members. The Board is of the opinion that Dr. Sahay continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company.

In terms of the applicable provisions of the Act and the SEBI Listing Regulations, the Company has received requisite disclosures/declarations from Dr. Sahay, including (i) consent to act as Director under section 152 of the Act in Form DIR-2; (ii) declaration under section 164 of the Act in Form DIR-8 to the effect that he is not disqualified from being re-appointed as a Director; (iii) declaration that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority; (iv) declaration of independence under section 149(7) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations; (v) declaration that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties (vi) disclosure of interest under section 184(1) of the Act in Form MBP-1; and all other necessary information/declarations. Dr. Sahay has also confirmed that he has complied with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (IICA).

The Company has also received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director of the Company.

In the opinion of the Board, Dr Sahay fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and that he is independent of the Management.

Further, in conformity with the Company's Nomination, Remuneration & Evaluation Policy, Dr. Arvind Sahay will be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof of which membership, if any, are held by him, reimbursement of expenses for participation in the meetings and also commission on an annual basis, of such sum as may be recommended by the NRC and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder.

The terms and conditions of the appointment of Independent Directors are uploaded on the website of the Company at <https://hil.in/investor-relations/letter-of-appointments-terms-of-independent-director/> and would also be made available for inspection to the Members of the Company as per the details mentioned in the notes of this Notice.

Dr. Arvind Sahay is not related to any other Director or Key Managerial Personnel of the Company or relatives of the Directors or Key Managerial Personnel of the Company.

Except Dr. Sahay and his relatives, none of the other Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in this resolution.

The Board of Directors of the Company recommends the resolution set forth at Item no. 1 of the accompanying Notice, for the approval of the shareholders as a special resolution.

Additional details as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

Item Nos. 2 and 3:

The Board of Directors on the recommendation of the Nomination and Remuneration Committee ("NRC") approved the appointment of Mr. Sunil Ramakant Bhumralkar (DIN 00177658) as an Additional (Independent) Director of the Company, for a period of 5 (five) years commencing from March 18, 2024 upto March 17, 2029, and appointment of Mrs. Nidhi Jagat Killawala (DIN: 05182060) as an Additional (Independent) Director of the Company, for a period of 5 (five) years commencing from April 1, 2024 upto March 31, 2029, in their meetings held on February 2, 2024 and March 28, 2024 respectively, subject to approval of the Members by way of special resolution.

Pursuant to the provisions of Section 161 of the Act, Mr. Bhumralkar and Mrs. Killawala will hold office upto the date of ensuing Annual General Meeting. However, in terms of Regulation 17(1)(c) of SEBI Listing Regulations, approval of members of the Company is required to be obtained for appointment of a Director, at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, the approval of members is being sought for the aforesaid appointment of Mr. Bhumralkar and Mrs. Killawala, through this Postal Ballot.

In terms of the applicable provisions of the Act and the SEBI Listing Regulations, the Company has received requisite disclosures/declarations from Mr. Bhumralkar and Mrs. Killawala, including (i) consent to act as Director under section 152 of the Act in Form DIR-2; (ii) declaration under section 164 of the Act in Form DIR-8 to the effect that he/she is not disqualified from being appointed as a Director; (iii) declaration that he/she is not debarred from holding the office of Directors by virtue of any SEBI order or any other such authority; (iv) declaration of independence under section 149(7) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations; (v) declaration that he/she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or

impact his ability to discharge his/her duties (vi) disclosure of interest under section 184(1) of the Act in Form MBP-1; and all other necessary information/declarations. Mr. Bhumralkar and Mrs. Killawala have also confirmed that they have complied with Rule 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

The Company has also received notice(s) in writing under Section 160 of the Act from a member proposing the candidature of Mr. Bhumralkar and Mrs. Killawala for the office of Independent Director of the Company.

Further, in the opinion of the NRC and the Board, Mr. Bhumralkar and Mrs. Killawala possess the requisite skills and capabilities required for the role of an Independent Director of the Company, considering their qualifications and expertise.

Mr. Sunil Ramakant Bhumralkar is a fellow member of the Institute of Chartered Accountants of India (ICAI) with 37 years' experience of working with leading accounting and auditing firms in India. He was a senior audit partner for more than 24 years with S R Batliboi & Associates LLP (a member firm of EY in India) till his retirement effective July 1, 2019. During his tenure with the firm, he was the head of assurance for South India and was part of the audit and firm's leadership team. Mr. Bhumralkar participated and led audits of large MNC/Indian listed and unlisted companies across various industry sectors. He has significant experience in financial reporting under Indian GAAP/IND AS, Internal financial controls, corporate governance and Company Law/SEBI requirements. He was co-opted as a member of Auditing and Assurance Standards Board of the ICAI during 2014-15 and member of Financial Reporting and Review Board - Bangalore for a number of years. Subsequent to his retirement, he is working as a mentor/ advisor to a leading Assurance and Advisory firm and to strategic growth companies in various industries.

Mrs. Nidhi Jagat Killawala holds B. A., LL. B, (Hons.) from the National Law School of India University, Bangalore and is a Partner in the Corporate and Commercial practice group of Khaitan & Co. LLP. Nidhi has nearly 12 years of experience in the private equity and venture capital space and her practice encompasses a wide range of complex business transactions, with an emphasis on venture capital and private equity transactions, M&A, strategic investments, and related corporate and securities law matters. She has been recognized as a "Recommended Lawyer" by Legal 500 (2023) and Chambers, Asia – Pacific (2022). Her expertise includes advising on corporate and commercial transactions such as mergers and acquisitions, private equity, venture capital, foreign investment laws and general corporate laws.

In conformity with the Company's Nomination, Remuneration & Evaluation Policy, Mr. Sunil Ramakant Bhumralkar and Mrs. Nidhi Jagat Killawala will be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof of which membership, if any, is held by him/her, reimbursement of expenses for participation in the meetings and also commission on an annual basis, of such sum as may be recommended by the NRC and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder.

The terms and conditions of the appointment of Independent Directors are uploaded on the website of the Company at <https://hil.in/investor-relations/letter-of-appointments-terms-of-independent-director/> and would also be made available for inspection to the Members of the Company as per the details mentioned in the notes of this Notice.

Mr. Sunil Ramakant Bhumralkar and Mrs. Nidhi Jagat Killawala are not related to any other Director or Key Managerial Personnel of the Company or relatives of the Directors or Key Managerial Personnel of the Company.

Except Mr. Sunil Ramakant Bhumralkar and Mrs. Nidhi Jagat Killawala and their relatives, to the extent of their respective resolutions, none of the other Directors, Key Managerial Personnel or any of their

respective relatives are, in any way, concerned or interested, whether financially or otherwise, in the resolutions set out at item nos. 2 and 3.

The Board of Directors of the Company recommends the resolutions set forth at Item no. 2 and 3 of the accompanying Notice, for the approval of the shareholders as special resolution.

Additional details as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

Item No. 4:

Pursuant to the provisions of Section 161 of the Act, the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on March 28, 2024 has appointed Mrs. Amita Birla (DIN: 00837718) as an Additional Director (Non-Executive) of the Company with effect from April 1, 2024 and is eligible to be appointed as a Director of the Company, liable to retire by rotation, subject to the approval of the members of the Company as per the provisions of the Act and SEBI Listing Regulations.

As per the provisions of the Act, any person appointed as an Additional Director holds office up to the date of ensuing Annual General Meeting. Further, as per Regulation 17 (1C) of the SEBI Listing Regulations, the listed company shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought for the appointment of Mrs. Amita Birla as a Non-Executive Director of the Company, liable to retire by rotation, by way of Postal Ballot.

Mrs. Amita Birla is the Co-Chairman of the \$2.9 billion CK Birla Group and the Founder and Chairman of Birlasoft Limited, a leading global technology organisation with a market capitalisation of \$1.79 billion. Birlasoft operates across the manufacturing, banking and financial services, insurance, energy and healthcare domains.

In addition to managing the CK Birla Group businesses with her husband Mr. CK Birla, Mrs. Amita ensures a focused eye on new age technologies, emerging opportunities and of particular importance: the healthcare vertical of the Group. Through their family foundations Mrs. Amita and Mr. CK Birla are both committed philanthropists who are deeply involved in notable schools, a University, galleries, science museums, planetaria and healthcare.

The appointment of Mrs. Amita Birla would be in the best interest of the Company taking into consideration her knowledge, background and expertise in the areas of entrepreneurship, technology and innovation, governance, social impact, etc.

The Company has received the notice from a Member under Section 160 of the Act proposing the candidature of Mrs. Amita Birla for the office of Director of the Company. The Company has also received from Mrs. Amita Birla, the consent to act as a Director of the Company along with a declaration to the effect that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has not been debarred or disqualified from being appointed as a Director of the Company by any Order of the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Mrs. Amita Birla is a spouse of Mr. CK Birla, Promoter, Chairman and Non-executive Director of the Company. Except Mr. CK Birla, she is not related to any other Director or Key Managerial Personnel of the Company or relatives of the others Directors or Key Managerial Personnel of the Company.

In conformity with the Company's Nomination, Remuneration & Evaluation Policy, Mrs. Birla will be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof of which membership, if any, is held by her, reimbursement of expenses for participation in the meetings and also commission on an annual basis, of such sum as may be

recommended by the NRC and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder.

Except Mrs. Amita Birla and Mr. CK Birla and their respective relatives to the extent of their shareholding interest in the Company, none of the other Directors, Key Managerial Personnel and any of their respective relatives are, in anyway, concerned or interested, whether financially or otherwise, in the Resolution No. 4 as set out in this Notice.

The Board of Directors of the Company recommends the resolution set forth at Item no. 4 of the accompanying Notice, for the approval of the shareholders as an ordinary resolution.

Additional details as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

Item No. 5:

With an intention to attract, motivate and retain high quality talent at the senior management level and to reward their individual performance, which is directly linked to the achievement of the financial growth objectives of the Company, thus driving shareholder value creation, the Company introduced long-term incentive (LTI) plans during the financial year 2022-23, comprising of stock and cash benefits as approved by the Nomination and Remuneration Committee ("**NRC**") and the Board of Directors of the Company ("**Board**").

As part of plans, the NRC and Board have identified a select group of senior executives as eligible employees and granted long term incentive, payable in cash as well as by way of stock options to all such eligible employees, considering the specific facts and laws applicable in relation to each executive.

Based on the recommendation of the NRC and the Audit Committee, the Board at its meeting held on February 2, 2024 identified Ms. Avanti Birla, President – Strategy, and a relative of Mr. Chandrakant Birla, Chairman and Non-executive Director and Mrs. Amita Birla, Non-executive Director of the Company, granted an Award, i.e., a long-term incentive, payable in cash, of **up to Rs. 1,39,00,730/-** (Rupees One Crore Thirty Nine Lakhs Seven Hundred Thirty Only) ("**Award Amount**") assuming 100% performance level.

The said Award Amount shall be payable in cash, in two tranches: (i) 40% of the Award Amount, at the end of the financial year ("**FY**") 2023-24, based on the performance of the Company for the FY 2023-24; and (ii) 60% of the Award Amount, at the end of FY 2024-25 based on the performance of the Company for the FY 2024-25.

Ms. Avanti Birla, President – Strategy, is a related party within the definition of Section 2(76) of the Act, occupying the office or place of profit in the Company. As per the provisions of Section 188(1)(f) of the Companies Act, 2013 ("**Act**"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended, approval of the shareholders of the Company is required for the grant of the Award, and the subsequent payments of the Award Amount to Ms. Avanti Birla.

It is informed that the said grant of the Award is in addition to the remuneration for Ms Avanti Birla already approved by the shareholders of the Company at the Annual General Meeting held on July 31, 2023.

The information as per Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 is as follows:

- a. Name of the Related Party: Ms. Avanti Birla.
- b. Name of Director or Key Managerial Personnel who is related: Mr. CK Birla, Chairman and Non-executive Director and Mrs. Amita Birla, Non-executive Director of the Company.
- c. Nature of Relationship: Ms. Avanti Birla is daughter of Mr. CK Birla and Mrs. Amita Birla.

d. Nature, material terms, monetary value and particular of contract and arrangement: As detailed above and in the resolution no. 5. Ms. Avanti Birla does not hold any shares of the Company.

The certified true copy of resolutions passed by the NRC and Board at its meeting held on February 2, 2024 shall be available for inspection by members as per the details mentioned in the notes of this Notice.

Except Mr. CK Birla and Mrs. Amita Birla and their respective relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel and any of their relatives are, in anyway, concerned or interested, whether financially or otherwise, in the Resolution No. 5 as set out in this Notice.

The Board recommends the resolution set forth at Item no. 5 of the accompanying Notice, for the approval of the shareholders as an ordinary resolution.

By order of the Board of Directors

For HIL Limited

Sd/-

Nidhi Bisaria

Company Secretary

ICSI M. No. F5634

Date: March 28, 2024

Place: New Delhi

Details of Directors seeking appointment/re-appointment pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings.

| Particulars | Dr. Arvind Sahay | Mr. Sunil Ramakant Bhumralkar | Mrs. Nidhi Jagat Killawala | Mrs. Amita Birla |
|---|--|--|---|--|
| Director Identification Number (DIN) | 03218334 | 00177658 | 05182060 | 00837718 |
| Age | 59 years | 65 years | 34 years | 67 years |
| Qualification | 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. | Bachelor of Commerce from University of Pune and Fellow member of the Institute of Chartered Accountants of India (ICAI). | B. A., LL. B, (Hons.) from the National Law School of India University, Bangalore. | GCE - A Level |
| Date of first appointment on the Board of the Company | February 8, 2019 | March 18, 2024 | April 1, 2024 | April 1, 2024 |
| Nature of expertise in specific functional areas | He has expertise in marketing strategy, pricing, neuroscience, consumer behavior, brand management, high tech marketing, international trade and investment. | He has expertise in financial reporting under Indian GAAP/IND AS, Internal financial controls, corporate governance and Company Law/SEBI requirements. | Her expertise includes advising on corporate and commercial transactions such as mergers and Acquisitions, private equity, venture capital, foreign investment laws and general corporate laws. | Her expertise in management and operation of diverse nature of business. |
| Remuneration last drawn (Sitting fee and Commission for FY 2022-23) | Rs. 22.50 Lakhs | Not applicable | Not applicable | Not applicable |
| Remuneration proposed to be paid | Details are provided in explanatory statement forming part of this Notice. | | | |

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|---|--|--|---|--|
| Number of Board meetings of the Company attended during the financial year 2023-24 | 8 (Eight) | 1 (one) | Not applicable | Not applicable |
| Directorships held in other Indian Public Limited Companies | <ol style="list-style-type: none"> 1. Tata AIA Insurance Company Limited 2. IFCI Limited 3. India International Bullion Exchange IFSC Limited | - | 1. Birlasoft Limited | <ol style="list-style-type: none"> 1. Birlasoft Limited 2. Orient Cement Limited 3. Neosym Industries Limited |
| Memberships/ Chairmanships of Committees of Board of Indian Public Limited Companies in which he/she is a Director. | <ol style="list-style-type: none"> 1. HIL Limited <ol style="list-style-type: none"> a. Audit Committee – Member b. Stakeholders’ Relationship Committee – Member c. Nomination and Remuneration Committee – Chairman d. Risk Management Committee – Member 2. IFCI Limited <ol style="list-style-type: none"> a. Audit Committee – Member b. Stakeholders’ Relationship Committee – Chairman c. Nomination and Remuneration Committee – Member d. Risk & Asset Liability Management Committee – Member e. Review Committee on Non-Cooperative Borrowers and Recovery & NPA Management Committee – Member | <ol style="list-style-type: none"> 1. HIL Limited <ol style="list-style-type: none"> a. Audit Committee – Chairman b. Risk Management Committee – Chairman c. Nomination & Remuneration Committee – Member d. Corporate Social Responsibility Committee – Member e. Stakeholders’ Relationship Committee - Member | <ol style="list-style-type: none"> 1. Birlasoft Limited <ol style="list-style-type: none"> a. Audit Committee – Member b. Stakeholders’ Relationship Committee - Member c. Nomination and Remuneration Committee - Member d. Risk Management Committee - Member | <ol style="list-style-type: none"> 1. Birla Soft Limited <ol style="list-style-type: none"> a. Corporate Social Responsibility Committee -Chairman b. Nomination and Remuneration Committee - Member |

| | | | | |
|--|---|-----|-----|---|
| | <ul style="list-style-type: none"> f. Business Responsibility Reporting Committee – Member. <p>3. India International Bullion Exchange IFSC Limited</p> <ul style="list-style-type: none"> a. Standing Committee on Technology – Chairman b. Audit Committee – Member c. Nomination & Remuneration Committee – Member <p>4. Tata AIA Insurance Company Limited</p> <ul style="list-style-type: none"> a. Audit Committee – Member b. Corporate Social Responsibility Committee - Member | | | |
| Listed entities from which the person has resigned in the past three years as Director | Nil | Nil | Nil | Nil |
| Number of shares held in the Company including as a beneficial owner | Nil | Nil | Nil | Nil |
| Relationship with other Directors and Key Managerial Personnel of the Company | No | No | No | Spouse of Mr. CK Birla, Chairman and Non-executive Director of the Company. |
