HIL LIMITED

CIN : L74999TG1955PLC000656
Regd. Office: L7 Floor, SLN Terminus, Survey No.133,
Near Botanical Gardens, Gachibowli, Hyderabad -500032
Tel: 91 40 30999000 | Fax: 91 40 30999240
Website : www.hil.in, Email: cs@hil.in

PROXY FORM

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

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

E-mail id : .... Folio No./ Dpid & Client id : ....

I/We being the member(s) of ....Shares of HIL Limited, hereby appoint.

1. Name : ....Email id : ....
   Address :..
   Signature : ....
   Or failing him
2. Name : ....Email id : ....
   Address :..
   Signature : ....
   Or failing him
3. Name : ....Email id : ....
   Address :..
   Signature : ....

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Sixty Eighth Annual General Meeting of the company at Asbestos Centre, Road No. 13, Banjara Hills, Hyderabad -500 034, Telangana at 3.00 pm on Thursday, July 30, 2015 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:

1. To receive, consider and adopt the financial statements of the Company and the reports of the Board of Directors and Auditors for the financial year ended March 31, 2015.
2. To declare final dividend of ₹ 10.00/- and to confirm the interim dividend of ₹ 10.00/- per Equity Share on 74,62,563 Equity Shares of ₹ 10/- each for the financial year 2014-15.
3. To appoint a Director in place of Mr Desh Deepak Khetrapal (DIN 02362633),who retires by rotation and being eligible offers himself for re-appointment.
4. To ratify appointment of M/s S R Batliboi & Associates LLP., Chartered Accountants, (ICAI Firm Registration Number: 101049W) as Statutory Auditors.

Special Business:

5. To appoint Mr. Prashant Vishnu Vatkar (DIN 07139685) as Director:
6. To appoint Mr. Prashant Vishnu Vatkar (DIN 07139685) as Managing Director:
7. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2016:
8. To Create, offer, issue and allot Options under Employee Stock Option Scheme:

Signed this .... day of 2015

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

NOTES:

1. This form in order to be effective should be duly completed and deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.
2. Those members who have multiple folios with different joint holders may use copies of this Proxy.