

Notice of the 70th Annual General Meeting

Notice is hereby given that the **70th** Annual General Meeting of **HIL Limited** will be held on **Tuesday the 18th day of July, 2017, at 3.00 P.M. at Asbestos Centre, Road No.13, Banjara Hills, Hyderabad, Telangana-500 034**, to transact the following business:

Ordinary Business

Item No. 1 : Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017, together with the reports of the Board of Directors ("the Board") and Auditors thereon.

Item No. 2 : Declaration of Dividend

To declare final dividend of ₹10.00 per equity share and to confirm the interim dividend of ₹10.00 per equity share already paid during the financial year ended 31st March, 2017.

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

To appoint a director in place of Mr. Desh Deepak Khetrpal (DIN: 02362633), who retires by rotation and, being eligible, seeks reappointment.

Item No. 4 : Appointment of Auditors

To appoint auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 75th Annual General Meeting 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 139 and 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, pursuant to the proposal of the audit committee of the Board and recommendation of the Board,

M/s. BSR & Associates, LLP, Chartered Accountants (ICAI Firm Registration Number : 116231W/W-100024) be and is hereby appointed as the statutory auditors of the Company, to hold office for a period of five consecutive years commencing from the financial year 2017-18 i.e from the conclusion of this Annual General Meeting till the conclusion of the 75th Annual General Meeting to be held in year 2022, subject to ratification by the Members at every Annual General Meeting hereafter, on a remuneration that may be determined by the Board in consultation with the auditors"

Special Business

Item No. 5 : Appointment of Mr. Dhirup Roy Choudhary (DIN: 07707322) as a Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 152, 161 and any other applicable provisions, if any, of the Companies Act, 2013, ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), read the Articles of Association of the Company, Mr. Dhirup Roy Choudhary (DIN:07707322), who was appointed as an Additional Director of the Company by the Board of Directors and who holds office up to the date of this Annual General meeting, be and is hereby appointed as an Director of the Company, whose period of office shall not be liable to determine by retirement of directors by rotation."

Item No. 6 : Appointment of Mr. Dhirup Roy Choudhary (DIN: 07707322) as Managing Director & Chief Executive Officer (CEO) of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 (“Companies Act”) read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the appointment of Mr. Dhirup Roy Choudhary (DIN: 07707322) as Managing Director & Chief Executive Officer (CEO), a Whole time Key Managerial Personnel (KMP) of the Company, upon the following terms and conditions including period, remuneration with further liberty to the Board of Directors of the Company from time to time to alter the said terms and conditions of appointment and remuneration of Mr. Dhirup Roy Choudhary in the best interests of the Company and as may be permissible by law, viz.

a. Period

5 years w.e.f. 16th January, 2017 with the liberty to either party to terminate the appointment on three months’ notice in writing to the other.

b. Remuneration

Monthly Emoluments

- I. Basic Salary of ₹5,84,000/- (Rupees Five lacs Eighty Four Thousand only) per month with such increments as the Board/Committee may decide from time to time, however subject to a ceiling of 25% of the basic salary last drawn.
- II. House Rent Allowance of ₹2,92,000/- (Rupees Two lacs Ninety Two Thousand only) per month with such increments as the Board/Committee may decide from time to time, however subject to a ceiling of 25% of the basic salary last drawn.
- III. Special Allowance of ₹5,60,000/- (Rupees Five Lacs Sixty Thousand only) per month with such increments as the Board/Committee may decide from time to time, subject however to a ceiling of 25% of the basic salary last drawn. (This allowance however, will not be taken into account for calculation of benefits such as Provident Fund, Gratuity, Superannuation and Leave Encashment).
- IV. Conveyance/Car Allowance of ₹4,00,000/- (Rupees Four Lacs Only) per month, subject to revision from time to time with a ceiling of 10% of the basic salary last drawn.

Annual Emoluments:

- V. Medical Reimbursements of expenses incurred for self and family, subject to a ceiling of ₹15,000/- per annum.
- VI. Performance Variable Pay as approved by the Board (which expression shall include a committee thereof) subject to a maximum of ₹42,00,000/- (Rupees Forty Two lacs Only) per annum, subject to revision from time to time with a ceiling of 25% of the Annual Performance Variable Pay last drawn. The exact quantum of Performance Variable Pay payable will be based on the achievement of the deliverables agreed upon and performance evaluation by the Nomination and Remuneration cum Compensation Committee of the Board, to be paid on pro rata basis for the actual period of service.
- VII. Leave Travel Allowance upto a ceiling of ₹5,84,000/- Per annum.

Other Benefits:

- VIII. Long-term Incentive Policy and Employee Stock Option/ scheme (including any other incentive policy, scheme, that the Company/Committee may propose for the Executive Directors and/or Senior Executives of the Company) as per the plan applicable to Executive Directors and/or Senior Executives of the Company as may be decided by the Board (this is in addition to the performance variable pay).
- IX. Provident Fund and Gratuity as per Company Rules.
- X. Medical Insurance Coverage in India under the Company’s Group Mediciclaim Insurance as applicable to employees of the Company, from time to time, for Mr. Dhirup Roy Choudhary and his spouse, three dependent Children and dependent parents, subject to a maximum coverage of ₹5,00,000/- per annum for entire family.
- XI. Personal Accidental Insurance Coverage for the employee under the Company’s Group Personal Accidental Insurance Scheme as applicable to employees of the Company, from time to time, subject to a coverage of maximum 40 times of the basic salary.
- XII. Encashment of leave at the end of the year / tenure / cession of service / retirement, as per the applicable rules of the Company, from time to time.
- XIII. Privilege leave, Casual and Sick leave as per the applicable rules/policy of the Company, from time to time.

XIV. Mobile handset, and the expenses towards its usage will be reimbursed by the Company as per the applicable rules/policy of the Company, from time to time.

XV. Telephone connection and broad band connection at residence and the actual expenses towards its usage will be reimbursed.

XVI. Other Allowances / benefits, perquisites - any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and / or any other allowance, perquisites as the Board/Committee may from time to time decide.

XVII. Subject 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 terms of the appointment of Mr. Dhirup Roy Choudhary shall be subject to revision by the Board of Directors (including any committees of the Board), from time to time during the tenure of the appointment taking into account the performance of the Company, within overall limit as provided in this resolution.

“RESOLVED FURTHER THAT the aggregate salary, perquisites, Bonus, benefits, allowances and other payments shall continue to be paid to Mr. Dhirup Roy Choudhary in accordance with the applicable provisions of Schedule V of the Act, and subject to the necessary approvals, if required in case of the loss or inadequacy of profit during his tenure.”

“RESOLVED FURTHER THAT the services of Mr. Dhirup Roy Choudhary, as Managing Director & CEO, may be terminable by either side on three months' notice, or pay in lieu thereof or part thereof in case of shorter notice or on such terms as may be mutually agreed upon.”

“RESOLVED FURTHER THAT the remuneration specified above for Mr. Dhirup Roy Choudhary, as Managing Director & CEO may subject to overall ceiling specified above and subject to Schedule V of the Companies Act, 2013 be modified, during the tenure of office as Managing Director & CEO, as may be agreed to by the Board of Directors and Mr. Dhirup Roy Choudhary, Managing Director & CEO.”

Item No. 7 : To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2018

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

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the rules framed there under and subject to all other approvals, if any required, the Company be and is hereby authorized to pay an amount of ₹6 (Six) lacs as remuneration payable to M/s. S.S. Zanwar & Associates, Cost Accountants in practice (Registration No. 100283), who have been appointed by the Board of Directors as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company, for the financial year ending 31st March, 2018.

Item No. 8 : To approve modifications of HIL Employee Stock Option Scheme, 2015 (ESOS 2015).

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 62 and all other applicable provisions, if any, of the Companies Act, 2013 (**“Act”**) read along with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the provisions contained in the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**“Regulations”**) (including any statutory amendment, modification or re-enactment to the Act or the Regulations for the time being in force) and subject to such approvals, permissions, sanctions and subject to such conditions and modifications as may be prescribed or imposed by the above authorities while granting such approval, permissions and sanctions, and upon receipt of recommendation of the Nomination and Remuneration cum Compensation Committee (**“NRC”**), approval and consent of the Company be and is hereby accorded modify regulation 3.1.13 by inserting sub regulation 3.1.13(a) - in the 'HIL Limited Employees Stock Option Scheme 2015'(**“Scheme”**).”

“3.1.13(a) “Provided that Remuneration Committee can grant waiver of minimum 6 months period to such new Employees, who are found to be deserving, who replaces the old eligible employees”.

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

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

EXPLANATORY STATEMENT

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

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 8 of the accompanying Notice:

Item No. 4:

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

The Companies Act, 2013 ('the Act') was notified effective 1st April, 2014. Section 139 of the Act lays down the criteria for appointment and mandatory rotation of statutory auditors. Pursuant to Section 139 of the Act and the Rules made thereunder, it is mandatory to rotate the statutory auditors on completion of two terms of five consecutive years (for Firm). The Rules also lay down the transitional period that can be served by the existing auditors depending on the number of consecutive years for which an audit firm has been functioning as an auditor in the same company. M/s. S R Battiboi & Associates, LLP, Chartered Accountants (Firm registration number: 101049W/E300004) have served the Company for over 10 years before the Act was notified and will be completing the transitional period (three years) at the ensuing 70th Annual General Meeting.

The Audit Committee of the Company has proposed and on 16th January, 2017, the Board has recommended the appointment of M/s. BSR & Associates, LLP, Chartered Accountants, ICAI Firm Registration Number: 116231W/W-100024, as the statutory auditors of the Company. M/s. BSR & Associates, LLP will hold office for a period of five consecutive years commencing from the financial year 2017-18 i.e. from the conclusion of this Annual General Meeting till the conclusion of the 75th Annual General Meeting to be held in year 2022. The first year of audit will be of the financial statements for the year ending 31st March, 2018, which will include the audit of the quarterly financial statements for the year (except First Quarter of 2017-18).

In view of the above, it is proposed the appointment M/s. BSR & Associates, LLP, Chartered Accountants, ICAI Firm Registration Number: 116231W/W-100024, as the statutory auditors from financial year 2017-18 to hold office from the conclusion of the forthcoming 70th Annual General Meeting until the conclusion of the 75th Annual General Meeting of the Company to be held in 2022. In terms of the provisions of Section 139(1) of the Act, their appointment for the above tenure is subject to ratification by the Members at every Annual General Meeting.

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

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

Item No. 5 & 6:

Based on the recommendation of the Nomination and Remuneration cum Compensation Committee, Mr. Dhirup Roy Choudhary was appointed as an Additional Director on the Board of the Company with effect from 16th January, 2017 to hold office upto the date of the ensuing Annual General Meeting. He was also appointed as the Managing Director of the Company with effect from 16th January, 2017, subject to the approval of the Members.

Further, to align the goals of Mr. Dhirup Roy Choudhary, with the vision of the Company, based on the recommendation of the Nomination and Remuneration cum compensation Committee, the Board has re-designated Mr. Dhirup Roy Choudhary, Managing Director as Managing Director and Chief Executive Officer (CEO) with effect from 27th April, 2017.

Mr. Dhirup Roy Choudhary, born on 12th October, 1968 holds a degree in Bachelor of Engineering (Electrical & Electronics) from Birla Institute of Technology and has 25 years of professional experience which brings in multi business, multi-geography and multi-cultural exposure and held various managerial positions in large companies in India and abroad prior to his appointment as the Managing Director & CEO of the Company.

Brief resume of Mr. Dhirup Roy Choudhary, nature of his expertise in specific functional areas, names of companies in which he has worked has been provided in the Corporate Governance Report forming part of the Annual Report of the Company.

Mr. Dhirup Roy Choudhary satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. Mr. Dhirup Roy Choudhary is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") along with the amount of requisite deposit from a Member signifying his intention to propose the appointment of Mr. Dhirup Roy Choudhary as a Director of the Company.

In compliance with the provisions of Sections 152, 161, 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, it is now proposed to seek the Shareholders' approval for appointment of Mr. Dhirup Roy Choudhary as Director, Managing Director & Chief Executive Officer and a Key

Managerial Personnel, who is not liable to retire by rotation in terms of the applicable provisions of the Companies Act, 2013 ("Act") with effect from 16th January, 2017, on the terms and conditions as detailed in the resolution.

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

The Board recommends the Ordinary Resolution set out at Item No. 5 and Special Resolution set out at Item No. 6 for approval by the Shareholders'.

ITEM NO. 7:

The Company is required under Section 148 of the Act to have the audit of its cost records conducted by a Cost Accountant in Practice. The Board of Directors of the Company has on the recommendation of the Audit Committee, approved the appointment and remuneration M/s. S.S. Zanwar & Associates, the Cost Auditors of the Company to conduct audit of cost records of the Company for the products covered under the Companies (Cost Records and Audit) Rules, 2014 for the financial year ending 31st March, 2018 at a remuneration of ₹6.00 lacs plus reimbursement of out-of-pocket expenses.

In accordance with the provisions of Section 148 of the Act read with Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the Members of the Company. Accordingly, the consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending 31st March, 2018.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution.

The Board recommends the above resolution for the approval of the Members.

ITEM NO 8:

The Company has adopted "HIL Employee Stock Option Scheme 2015" ("Scheme") with an objective to give eligible employees, who are performing well, a certain minimum opportunity to gain from the Company's performance, thereby acting as a retention tool and to attract the best talent available in the market.

The Board of Directors ("Board") of the Company at their meeting held on 27th April, 2017, based on the recommendation of the Nomination and Remuneration cum Compensation

Committee has approved the modification of the definition of "Eligible Employee" under Clause 3.1.13 of the Scheme, to enable the Nomination and Remuneration cum Compensation Committee to grant waiver of minimum 6 months period for the new employees, who replaces the eligible employees on or before 30th June, 2017.

Existing Clause (3.1.13) which describes about eligible employees for the scheme which is re-produced below:

"Eligible Employee means a permanent Employee on the rolls of the Company as on 1st April, 2015, whether whole time or not, who are selected by the Remuneration Committee under the Plan eligible for Grant. For the purposes of this definition, new Employee who replaces the old Eligible Employee and joins the employment of the Company before 30th June, 2017 shall also be selected by the Remuneration Committee under the Plan eligible for Grant provided that they have been with the Company at least for 6 (six) months prior to 30th June, 2017"

The Board on recommendation of Nomination and Remuneration cum Compensation Committee has approved the modification of Clause 3.1.13 by insertion of sub proviso 3.1.13(a):

3.1.13(a) "Provided that Remuneration Committee can grant waiver of minimum 6 months period to such new Employees, who are found to be deserving, who replaces the old eligible employees".

Apart from the above, all other terms and conditions of the Scheme remains changed.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution, except to the extent of the stock options that may be granted/granted to them under the Scheme.

The Board recommends the above resolution for the approval of the Members.

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

Registered Office:

Office No 1 & 2 , L7 Floor,
SLN Terminus,
Sy. No. 133, Near Botanical Gardens,
Gachibowli, Hyderabad – 500032

Dated: 27th April, 2017

Place: New Delhi

G Manikandan

Company Secretary &
Financial Controller

NOTES:

1. The relative Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the special business under Item Nos. 5&6 of the Notice, are annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking appointment and re-appointment are also annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report.
3. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorising their representative(s) to attend and vote on their behalf at the Meeting.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. Members/ proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
7. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 12th July, 2017 to Tuesday, 18th July, 2017 (both days inclusive), for annual closing and determining the entitlement of the shareholders to the final dividend for the year ended 31st March, 2017.
9. The dividend on Equity Shares, if declared at the Meeting, will be credited / dispatched by Saturday, **22nd July, 2017** to those Members whose names shall appear on the Company's Register of Members as on book closure date and in respect of the shares held in dematerialized form, the dividend will be paid to the Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on the close of business hours on Tuesday, **11th July, 2017**.
10. Members holding shares in electronic form are requested to intimate any change in their address and / or bank mandates to their Depository Participants with whom they are maintaining their demat accounts immediately. The Members holding shares in physical form are requested to advise any change of address and / or bank mandate immediately to M/s. Venture Capital and Corporate Investments Pvt. Ltd. 12-10-167, Bharat Nagar, Hyderabad – 500018.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Venture Capital and Corporate Investments Pvt. Ltd. 12-10-167, Bharat Nagar, Hyderabad – 500018.
12. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

13. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
14. Members desiring any information relating to the accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
15. Members holding shares in electronic form may submit the same to their respective depository participant.
16. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules issued thereunder, Companies can serve Annual Reports and other communications through electronic mode to those shareholders who have registered their email address either with the Company or with the Depository. It is a welcome move for the society at large, as this will reduce paper consumption to a great extent and allow shareholders to contribute towards a greener environment. This is a golden opportunity for every shareholder of HIL to contribute to the cause of Green Initiative. Members who have not registered their e-mail address with the Company are requested to register the same by submitting the letter to M/s. Venture Capital and Corporate Investments Pvt. Ltd. 12-10-167, Bharat Nagar, Hyderabad - 500018. The Members holding shares in electronic form are requested to register their e-mail address with their Depository Participants only. The Members of the Company, who have registered their e-mail address, are entitled to receive communications in physical form, upon request.
17. Copies of the Annual Report 2016-17 are being sent by electronic mode only to the Members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copies of the Annual Report 2016-17 are being sent by the permitted mode.
18. In accordance with the provisions of Section 72 of the Companies Act, 2013, Members are entitled to make nominations in respect of the Equity Shares held by them, in physical form. Members desirous of making nominations may procure the prescribed form from the Registrar & Share Transfer Agent M/s. Venture Capital and Corporate Investments Pvt. Ltd. 12-10-167, Bharat Nagar, Hyderabad - 500018 and have it duly filled and sent back to them.
19. Members wishing to claim dividends, which remain unclaimed are requested to correspond with M/s. Venture Capital and Corporate Investments Pvt. Ltd. 12-10-167, Bharat Nagar, Hyderabad - 500018 (email: info@vccilindia.com) Tel: 040-23818475/76; Fax: 040-23868024.
20. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the Annual General Meeting.
21. The facility for voting through electronic voting system or ballot or polling paper shall be made available at the Annual General Meeting and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting.
22. The Notice of the 70th Annual General Meeting and instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all Members whose email addresses are registered with the Company / Depository Participant(s) unless a Member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
23. Members may also note that the Notice of the Seventieth Annual General Meeting and the Annual Report 2016-17 will be available on the Company's website www.hil.in.
24. The board of directors has appointed M/s. P.S. Rao & Associates, Practicing Company Secretaries (C.P No. 10573) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.

25. The facility for voting, through polling paper shall also be made available at the Annual General Meeting and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the Annual General Meeting.
26. The Members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
27. All the Shareholders are informed that the shares, wherein the dividend(s) remains unclaimed from the financial year 2009-10 for a period of seven consecutive years, will be transferred to IEPF or IEPF Suspense Account and are requested to claim their unclaimed dividends by writing to the Company or RTA.
28. The instructions for e-voting are as under:
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed to be considered at the 70th Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the Annual General Meeting ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the Annual General Meeting and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The Members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on 14th July, 2017 (9:00 am) and ends on 17th July, 2017 (5:00 pm). During this period Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 11th July, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
 - V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for Members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/ PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" (E-Voting Event Number) of "HIL Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to psraoassocaites@gmail.com with a copy marked to evoting@nsdl.co.in and cs@hil.in

B. In case a Member receives physical copy of the Notice of Annual General Meeting [for Members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy]:

(i) Initial password is provided as below/at the bottom of the Attendance Slip enclosed along with the Annual Report :

EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 11th July, 2017.

X. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 11th July, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot

your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

XI. A Member may participate in the Annual General Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Annual General Meeting.

XII. A person, whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting through ballot paper.

XIII. Ms. CS Vanitha of M/s. PS Rao & Associates, Practicing Company Secretaries (M. No. 26859 & CP No 10573) has been appointed for as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XIV. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper”/“Poling Paper” for all those Members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.

XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.hil.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the share of the Company are listed.