

Proxy form

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

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

Email Id: Folio No./ DP id & Client Id:

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

1. Name: Email Id:

Address:

Signature: Or falling him

2. Name: Email Id:

Address:

Signature: Or falling 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 70th Annual General Meeting of the Company at Asbestos Centre, Road No.13, Banjara Hills, Hyderabad – 500034. Telangana at 3.00 pm on Tuesday, 18th July, 2017 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:

1. 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.
2. To declare final dividend of Rs. 10.00 per equity share and to confirm the interim dividend of Rs.10.00 per equity share already during the the financial year ended 31st March, 2017.
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-election.
4. To appoint M/s. BSR & Associates, LLP, Chartered Accountants, (ICAI Firm Registration Number : 116231W/W-100024), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 75th Annual General Meeting.

Special Business:

5. Appointment of Mr. Dhirup Roy Choudhary (DIN: 07707322) as a Director of the Company.
6. Appointment of Mr. Dhirup Roy Choudhary (DIN: 07707322) as Managing Director & Chief Executive Officer (CEO) of the Company.
7. To ratify the remuneration of the Cost Auditors for the financial year ending 31st March, 2018.
8. To approve modifications of HIL Employee Stock Option Scheme, 2015 (ESOS 2015).

Signed this day of 2017

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.