

## Form No. MGT – 11-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./ Dpid & 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 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 72<sup>nd</sup> Annual General Meeting of the Company at Asbestos Centre, Road No.13, Banjara Hills, Hyderabad – 500 034. Telangana at 3.00 pm on Wednesday, July 24, 2019 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Resolution	Vote ( Optional, See Note no 3 below)	
		For	Against
<b>Ordinary Business</b>			
1	Adoption of Financial Statements (Standalone & Consolidated)		
2	To confirm the payment of Interim Dividend and Declaration of Final Dividend		
3	Appointment of Mr. Desh Deepak Khetrpal (DIN: 02362633) as a Director liable to retire by rotation		
<b>Special Business</b>			
4	<b>Ordinary Resolution</b> To appoint Dr. Arvind Sahay (DIN: 03218334) as an Independent Director of the Company		
5	<b>Ordinary Resolution</b> To appoint Mr. V. V. Ranganathan (DIN: 00060917) as an Independent Director of the Company		
6	<b>Special Resolution</b> To reappoint Mrs. Gauri Rasgotra (DIN: 06862334) as an Independent Director of the Company		
7	<b>Ordinary Resolution</b> To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2020		

Signed this ..... day of ..... 2019

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

### NOTES:

- 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.
- Those members who have multiple folios with different joint holders may use copies of this Proxy.
- It is optional to indicate your preference. If you leave the "for" or "against" column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem