

July 30, 2022

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

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

**Scrip Code: 509675**  
**Through: BSE Listing Center**

**Scrip Symbol: HIL**  
**Through: NSE Digital Portal**

**Sub: Proceedings of the 75<sup>th</sup> Annual General Meeting ('AGM') of HIL Limited ('the Company') held on Friday, July 29, 2022 at 3.00 pm IST through Video Conference Facility**

Dear Sir,

In terms of the General Circulars dated April 8, 2020, April 13, 2020 and May 5, 2020, as amended from time to time, issued by the Ministry of Corporate Affairs ('MCA') and in compliance with the provisions of the Companies Act, 2013 ('Act') and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the 75<sup>th</sup> AGM of the Company was held on Friday, July 29, 2022 at 3.00 PM IST through two-way Video Conferencing (VC) to transact the business as stated in the Notice dated May 6, 2022, convening the AGM and the said AGM is concluded at around 4:05 PM.

In this regard, please find the enclosed summary of the proceedings of the AGM of the Company as required under Regulation 30, Para A of Schedule – III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Voting Results of the meeting along with the Scrutinizers Report will be informed separately with the stipulated time.

A copy this disclosure is made available on the Company's website at [www.hil.in](http://www.hil.in)

This is for your information and records.

Thanking You.

Yours faithfully,

**for HIL LIMITED**

Mahesh Thakar  
**Company Secretary &  
Head of Legal**  
Encl: as above

### **Summary of proceedings of the 75<sup>th</sup> Annual General Meeting:**

The 75<sup>th</sup> Annual General Meeting ('AGM' or 'Meeting') of the Members of HIL Limited ('the Company') was held on Friday, July 29, 2022 at 3.00 PM IST via two-way Video Conferencing ('VC') facility provided by National Securities Depository Limited ("NSDL"). The Company, while conducting the Meeting, adhered to the circulars issued by the Ministry of Corporate Affairs ('MCA'), the Securities and Exchange Board of India ('SEBI').

Mr. Mahesh Thakar, Company Secretary & Head Legal, who was present at common venue of i.e. registered office of the Company, of the meeting, welcomed the Members to 75<sup>th</sup> Annual General Meeting and briefed them on certain points relating to the participation at the Meeting through VC and also informed that the Company had provided its Members the facility to cast their vote electronically through NSDL system.

Mr. CK Birla, Chairman & Non-Executive Director of the Company, chaired the Meeting and was present through video conference. The Chairman welcomed the shareholders of the Company to the 75<sup>th</sup> Annual General Meeting of the Company. Then, he introduced Board members of the Company Mr. VV Ranganathan, Independent Director, Chairman of Audit Committee and Nomination & Remuneration Committee, Mrs. Gauri Rasgotra, Independent Director and Chairman of Stakeholders relationship Committee, Mr. Desh Deepak Khetrpal, Non-Executive Director, Chairman of CSR Committee, , Mr. Dhirup Roy Choudhary, Managing Director; and Key Managerial Personals of the Company who attended the meeting through video conference from their respective locations.

Chairman also acknowledged the presence of representation from Statutory Auditors, M/s BSR & Associates LLP, Chartered Accountants, and Secretarial Auditor M/s. P.S. Rao & Associates, attending the meeting through video conference from their respective locations.

As there was requisite quorum present, the Chairman called the Meeting to order.

Company Secretary informed that the remote e-voting facility was provided prior to the AGM and also was made available during the AGM for the benefit of Members who were present during the Meeting and had not cast their votes earlier through remote e-voting. The Registers as required under the Companies Act, 2013 were available for inspection. Since there was no physical attendance of Members, and in compliance with the Circulars issued by MCA and SEBI, the requirement of appointing proxies was not applicable, except for the authorized representatives of corporate shareholders.

Thereafter, the Chairman made his opening remarks covering the industry over view, performance of the Company for the financial year 2021-22 and the challenges and opportunities going forward. The Chairman also acknowledged the contribution of all the employees and other stakeholders in achieving the targets. He also shared some thoughts on way forward of the Company.

After his speech, the Chairman, with the consent of the Members, taken the Notice of the Meeting together with corrigendum, as read. The Members were informed that there were no observations made by the Statutory Auditors and secretarial auditors in their reports.

The Chairman read-out the business items of the meeting however he being the interested party requested Mr. Desh Deepak Khetrpal, Non-Executive Director to take-up item no. 3 & 6 of the AGM notice.

Item No.	Agenda item	Resolution required (Ordinary/ Special)	Mode of Voting
<b>Ordinary Business</b>			
1	Adoption of Financial Statements (Standalone & Consolidated) for the financial year ended March 31, 2022	Ordinary	Remote e-voting and remote e-voting during the AGM
2	To confirm the payment of Interim Dividend and Declaration of Final Dividend	Ordinary	Remote e-voting and remote e-voting during the AGM
3	Appointment of Mr. CK Birla (DIN: 00118473) as a Director liable to retire by rotation	Ordinary	Remote e-voting and remote e-voting during the AGM
4	Appointment of Statutory Auditors of the Company	Ordinary	Remote e-voting and remote e-voting during the AGM
<b>Special Business</b>			
5	To consider and ratify reappointment of Mr. Dhirup Roy Choudhary as (DIN: 07707322) the Managing Director and Chief Executive Officer (CEO) of the Company for a further term of 05 (five) years effective January 16, 2022 until January 15, 2027.	Special	Remote e-voting and remote e-voting during the AGM
6	Increase in the managerial remuneration limit payable to Mr. Dhirup Roy Choudhary, Managing Director and Chief Executive Officer of the Company, in excess of 5% of the net profits of the Company for the financial year 2021-22.	Special	Remote e-voting and remote e-voting during the AGM
7	To ratify and accord consent for appointment of Ms. Avanti Birla to the Office or place of profit	Ordinary	Remote e-voting and remote e-voting during the AGM
8	To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2023	Ordinary	Remote e-voting and remote e-voting during the AGM

The Chairman then invited the Members to express their views, ask questions and seek clarifications on the operational and financial performance of the Company and on the resolutions set out in the Notice. The Members were given an opportunity to speak in the order in which they had registered their names. The Chairman appropriately responded to the queries/suggestions raised by them.

The Chairman further informed that the e-voting facility will be kept open for 15 minutes after completion of the meeting and Mr. Mohit Gurjar from M/s. P.S. Rao & Co., Practicing Company Secretaries appointed as the Scrutinizer for the meeting to scrutinize the remote e-voting and the e-voting process at the AGM in a fair and transparent manner.

The Chairman authorized the Managing Director, Chief Financial Officer and Company Secretary to accept and countersign the Scrutinizer's Report and declare the consolidated voting results. The Chairman informed the Members that the combined results of the remote e-voting prior to AGM as well as remote e-voting during the AGM would be announced within the stipulated time frame and the results along with the Scrutinizer's Report would be intimated to the Stock Exchanges in terms of the Listing Regulations and would be placed on the websites of the Company.

The Chairman then thanked the Members for their continued support and for attending the Meeting. He also thanked the Directors for joining the Meeting.

The e-voting facility was kept open for 15 minutes to enable the Members to cast their vote.

Upon completion of the e-voting process, the meeting was concluded at around 4.05 PM IST with vote of thanks.