

January 21, 2025

To
BSE Limited
P.J. Towers, Dalal Street
Mumbai – 400 001
Scrip Code: 509675
Through: BSE Listing Centre

To
National Stock Exchange of India Limited
5th Floor, Exchange Plaza, Bandra (E),
Mumbai – 400 051
Scrip Symbol: HIL
Through: NEAPS

Sub: Outcome of the Board Meeting held on January 21, 2025

Ref: Regulation 30, 45 and other applicable Regulations of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

We hereby inform that the Board of Directors of the Company at its meeting held today has, inter alia, considered and approved:

- I. Change in name of the Company from “HIL Limited” to “BirlaNu Limited” and all such consequential changes to the Memorandum of Association (“**MoA**”) and Articles of Association of Company (“**AoA**”).
- II. To align the existing MoA with the provisions of the Companies Act, 2013 and the rules made thereunder and Securities laws.
- III. Adoption of new set of Articles of Association in line with the requirements of Table F of Schedule I to the Companies Act, 2013 with all such necessary changes that are required to reflect the existing Articles of Association of the Company and changes in applicable laws.

Aforesaid proposals are recommended for the shareholders’ approval through postal ballot and further intimations and disclosures in connection therewith will be submitted to the Stock Exchanges in due course.

The brief details of alteration in MoA and adoption of new set of AOA as required under Regulation 30 read with Part A of the Schedule III of the SEBI Listing Regulations are provided in **Annexure – I**.

The meeting of Board of Directors commenced at 1:30 p.m. IST and concluded at 01:50 p.m. IST.

Kindly take the same on record.

Yours faithfully,
For HIL Limited

Nidhi Bisaria
Company Secretary & Compliance Officer
Membership No. F5634
Encl: As above

Annexure-I

Summary of amendments in the MoA and AoA of the Company

S.no	Amendments/Changes
1	<p>(i) Existing Clause I of the MoA of the Company to be substituted thereof by the following new Clause I as under: “The name of the Company is BirlaNu Limited.”</p> <p>(ii) to align clause II, III and IV of MoA of the Company in accordance with Table A of Schedule I of the Companies Act, 2013 (“the Act”) as under:</p> <p>(a) In view of the act of Indian Parliament proclaiming the bifurcation of the existing Andhra Pradesh State into two states namely Telangana and residuary Andhra Pradesh, Clause II of the MoA be restated as under: “The Registered Office of the Company will be situated in the State of Telangana.”</p> <p>(b) In accordance with Table A of Schedule I of the Act, Clause III of the existing MoA be divided as under: “Clause III (A) - “The objects to be pursued by the Company on its incorporation are: Clause III (B) - “Matters which are necessary for furtherance of the objects specified in Clause III (A) are:” The existing objects at serial nos. 1 to 8 be segregated under the said Clause III (A) and existing objects at serial nos. 9 to 55 be segregated under the said Clause III (B); and the subclauses 6 (a), 18 (a), 18 (b), 33 (a) and 54 (a) of the existing MoA be renumbered consecutively and consequent changes in the numbering of clauses in the new MoA shall be effected.</p> <p>(c) Clause IV be amended to reflect the exact wordings of Table A of Schedule I of the Companies Act, 2013 and shall be read as under: “The liability of the member(s) is limited, and this liability is limited to the amount unpaid, if any, on the shares held by them.” Other consequential changes in MoA of the Company including words “Companies Act, 1956” be substituted with the words “Companies Act, 2013” wherever appearing in the existing MoA of the Company.</p>
2	<p>Since the changes are proposed to align the existing MoA and AoA with the provisions of the Companies Act, 2013 and the rules made thereunder and Securities laws, it is considered expedient to adopt a new set of AoA in substitution of the existing AoA based on "Table-F" of Schedule I of the Act which sets out the model AoA for a company limited by shares.</p>