

July 31, 2024

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

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

**Sub: Declaration of remote e-Voting results of the 77<sup>th</sup> Annual General Meeting ('AGM') of HIL Limited ('the Company') and Scrutinizer's Report**

**Ref: Regulations 44 and other applicable provisions of SEBI LODR Regulations, 2015**

Dear Sir/Madam,

In continuation to our letter dated July 30, 2024 submitting the summary of the proceedings of 77<sup>th</sup> AGM of the Company held on Tuesday, July 30, 2024 at 3.00 PM IST, please find the following enclosed herewith:

- a. Voting results of the business transacted at the said AGM, as required under Regulation 44(3) of SEBI LODR Regulations, 2015.
- b. Report of the Scrutinizer dated July 31, 2024, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014.

As per the consolidated Scrutinizer's Report dated July 31, 2024, all the resolution nos. 1 to 6 as set out in the Notice of 77<sup>th</sup> AGM, have been passed with requisite majority.

The voting results along with the Scrutinizer's Report dated July 31, 2024 is available on the Company's website at [www.hil.in](http://www.hil.in).

Kindly take the same on record.

Thanking you.

Yours faithfully,  
**For HIL Limited**

Nidhi Bisaria  
**Company Secretary & Compliance Officer**  
Membership No.F5634

Encl: As stated

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Voting results	
Record date	23-07-2024
Total number of shareholders on record date	35961
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	0
b) Public	0
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	7
b) Public	102
<b>No. of resolution passed in the meeting</b>	<b>6</b>
Disclosure of notes on voting results	<a href="#">Add Notes</a>

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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of Financial Statements (Standalone & Consolidated) for the financial year ended March 31, 2024				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		3059212	100.0000	3059212	0	100.0000	0.0000
	Poll	3059212	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	3059212	3059212	100.0000	3059212	0	100.0000	0.0000
Public- Institutions	E-Voting		62622	9.3884	62622	0	100.0000	0.0000
	Poll	667017	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	667017	62622	9.3884	62622	0	100.0000	0.0000
Public- Non Institutions	E-Voting		251612	6.5959	251555	57	99.9773	0.0227
	Poll	3814670	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	3814670	251612	6.5959	251555	57	99.9773	0.0227
<b>Total</b>		7540899	3373446	44.7353	3373389	57	99.9983	0.0017
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To confirm the payment of Interim Dividend and Declaration of Final Dividend				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		3059212	100.0000	3059212	0	100.0000	0.0000
	Poll	3059212	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	3059212	3059212	100.0000	3059212	0	100.0000	0.0000
Public- Institutions	E-Voting		66657	9.9933	66657	0	100.0000	0.0000
	Poll	667017	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	667017	66657	9.9933	66657	0	100.0000	0.0000
Public- Non Institutions	E-Voting		251612	6.5959	251555	57	99.9773	0.0227
	Poll	3814670	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	3814670	251612	6.5959	251555	57	99.9773	0.0227
<b>Total</b>		7540899	3377481	44.7888	3377424	57	99.9983	0.0017
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint Mr. Chandrakant Birla (DIN: 00118473) as a Director liable to retire by rotation				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		3007836	98.3206	3007836	0	100.0000	0.0000
	Poll	3059212	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	3059212	3007836	98.3206	3007836	0	100.0000	0.0000
Public- Institutions	E-Voting		66657	9.9933	64205	2452	96.3215	3.6785
	Poll	667017	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	667017	66657	9.9933	64205	2452	96.3215	3.6785
Public- Non Institutions	E-Voting		251612	6.5959	251408	204	99.9189	0.0811
	Poll	3814670	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	3814670	251612	6.5959	251408	204	99.9189	0.0811
<b>Total</b>		7540899	3326105	44.1075	3323449	2656	99.9201	0.0799
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint Prof. Janat Shah (DIN: 01625535) as an Independent Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		3059212	100.0000	3059212	0	100.0000	0.0000
	Poll	3059212	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	3059212	3059212	100.0000	3059212	0	100.0000	0.0000
Public- Institutions	E-Voting		66657	9.9933	66657	0	100.0000	0.0000
	Poll	667017	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	667017	66657	9.9933	66657	0	100.0000	0.0000
Public- Non Institutions	E-Voting		251612	6.5959	251461	151	99.9400	0.0600
	Poll	3814670	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	3814670	251612	6.5959	251461	151	99.9400	0.0600
<b>Total</b>		7540899	3377481	44.7888	3377330	151	99.9955	0.0045
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve increase in the limit of managerial remuneration payable to the Managing Director & Chief Executive Officer in excess of 5% of the net profits of the Company up to a limit of 8% of the net profits of the Company for the financial year 2023-24				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		3059212	100.0000	3059212	0	100.0000	0.0000
	Poll	3059212	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	3059212	3059212	100.0000	3059212	0	100.0000	0.0000
Public- Institutions	E-Voting		66657	9.9933	177	66480	0.2655	99.7345
	Poll	667017	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	667017	66657	9.9933	177	66480	0.2655	99.7345
Public- Non Institutions	E-Voting		251612	6.5959	250821	791	99.6856	0.3144
	Poll	3814670	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	3814670	251612	6.5959	250821	791	99.6856	0.3144
<b>Total</b>		7540899	3377481	44.7888	3310210	67271	98.0082	1.9918
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0

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Resolution (6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2025				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		3059212	100.0000	3059212	0	100.0000	0.0000
	Poll	3059212	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	3059212	3059212	100.0000	3059212	0	100.0000	0.0000
Public- Institutions	E-Voting		66657	9.9933	66657	0	100.0000	0.0000
	Poll	667017	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	667017	66657	9.9933	66657	0	100.0000	0.0000
Public- Non Institutions	E-Voting		251612	6.5959	251502	110	99.9563	0.0437
	Poll	3814670	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	3814670	251612	6.5959	251502	110	99.9563	0.0437
<b>Total</b>		7540899	3377481	44.7888	3377371	110	99.9967	0.0033
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0





To  
The Chairman of the 77<sup>th</sup> Annual General Meeting of  
HIL Limited  
Office Nos. 1 & 2, L7 Floor, SLN Terminus,  
Survey no. 133, Near Botanical Gardens, Gachibowli,  
Hyderabad - 500032

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on the e-voting process for the 77<sup>th</sup> Annual General Meeting of HIL Limited**

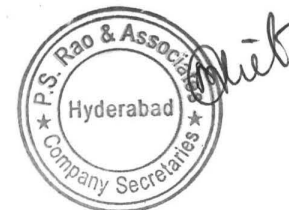
I, Mohit Gurjar of M/s. P. S. Rao & Associates, Practicing Company Secretaries, having office at Flat No. 10, 4th Floor, Ishwarya Nilayam, Dwarakapuri Colony, Punjagutta, Hyderabad-500082, had been appointed as the Scrutinizer by the Board of Directors of HIL Limited ("the Company") pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct & scrutinize the remote e-voting process held prior to and during the 77<sup>th</sup> Annual General Meeting ("AGM") of the Company held on Tuesday, July 30, 2024 at 3.00 p.m. (IST) through VC/OAVM in respect of the below mentioned resolutions proposed at the said AGM.

The Notice dated May 7, 2024, convening the 77<sup>th</sup> AGM, as confirmed by the Company was sent, in respect of the below mentioned resolutions proposed at the AGM of the Company through electronic mode, to those Members whose email addresses are registered with the Company/Depositories, in compliance with the Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and all other circulars, clarifications issued in this regard (collectively referred to as "MCA Circulars") issued by the Ministry of Corporate Affairs ("MCA") and SEBI Circulars dated May 12, 2020 and subsequent Circulars issued in this regard with the latest being October 7, 2023 (collectively referred to as "SEBI Circulars").

The Company had availed the e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting remote e-voting before and during the AGM by the shareholders of the Company.

The voting period for remote e-voting commenced on Friday, July 26, 2024 at 9.00 a.m. (IST) and ended on Monday, July 29, 2024 at 5.00 p.m. (IST) and the NSDL e-voting platform was disabled thereafter.

The Company had also provided remote e-voting facility to the shareholders present at the AGM through VC/ OAVM and who had not cast their vote earlier.



The shareholders of the Company holding shares as on the “cut-off” date i.e. Tuesday, July 23, 2024, were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of remote e-voting during the AGM, the report on votes cast under remote e-voting prior to and during the AGM were unblocked in the presence of two witnesses, who are not in the employment of the Company and counted.

I have scrutinized and reviewed the remote e-voting prior to and during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior to and during the AGM on the resolutions contained in the Notice of the AGM.

My responsibility as scrutinizer for the remote e-voting is restricted to making a Scrutinizer’s Report of the votes cast in favour or against the resolutions.

I now submit my consolidated report as under on the results of the remote e-voting done prior to and during the AGM in respect of the said resolutions.

**Resolution 1: Ordinary Resolution**

**To adopt audited Standalone and Consolidated Financial Statements for the financial year ended March 31, 2024:**

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
199	3373389	99.998

(i) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
7	57	0.002

(ii) Invalid votes:

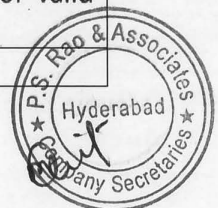
Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

**Resolution 2: Ordinary Resolution**

**To confirm the payment of Interim Dividend and declare Final Dividend:**

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
200	3377424	99.998



(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
7	57	0.002

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

### Resolution 3: Ordinary Resolution

To appoint Mr. Chandrakant Birla (DIN: 00118473) as a Director liable to retire by rotation:

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
190	3323449	99.92

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
16	2656	0.08

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

### Resolution 4: Special Resolution

To appoint Prof. Janat Shah (DIN: 01625535) as an Independent Director of the Company:

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
196	3377330	99.996

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
11	151	0.004



(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

**Resolution 5: Special Resolution**

**To approve increase in the limit of managerial remuneration payable to the Managing Director & Chief Executive Officer in excess of 5% of the net profits of the Company up to a limit of 8% of the net profits of the Company for the financial year 2023-24:**

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
175	3310210	98.00

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
32	67271	2.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

**Resolution 6: Ordinary Resolution**

**To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2025:**

(i) Voted in favour of the resolution:

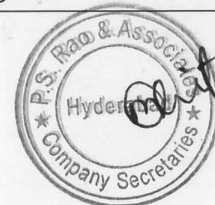
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
197	3377371	99.997

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
10	110	0.003

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0




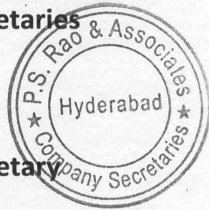
All the resolutions hereinabove have been passed with requisite majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider, in respect of the votes cast through remote e-voting by the shareholders of the Company. I shall be arranging to hand over these records to you or such other person as authorized by you.

Thanking you.

Yours faithfully,  
**For P.S. Rao & Associates,  
Company Secretaries**

  
**Mohit Gurjar  
Company Secretary  
CP No. 18644**



Place: Hyderabad  
Date: 31.07.2024  
UDIN: A020557F000867326

**Scrutiniser's Report received by  
For HIL Limited**

**NIDHI** Digitally signed  
by NIDHI  
**BISARIA**  
Date: 2024.07.31  
23:29:04 +05'30'

**(Nidhi Bisaria)  
Company Secretary  
FCS- 5634  
(Authorised by Chairman)**