

Ref: HIL/SE/2023-24/51

August 2, 2023

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

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

Sub: Declaration of e-Voting Results of the 76th Annual General Meeting ('AGM') of HIL Limited ('the Company') held on Monday, July 31, 2023 at 3.00 PM IST through Video Conference Mode and Scrutinizer's Report

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

Dear Sir,

Further to the outcome of 76th AGM of the Company held on Monday, July 31, 2023 at 3.00 PM IST through two-way Video Conferencing (VC), pls find the enclosed the following:

- a. Voting results of the business transacted at the AGM, as required under Regulation 44(3) of SEBI LODR Regulations, 2015.
- b. Report of the Scrutinizer dated August 1, 2023, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014.

As per the aforementioned scrutinizer's report all the Resolutions are declared as passed with requisite majority.

The Voting Results along with the Scrutinizer's Report dated August 1, 2023 is made available on the Company's website at www.hil.in

This is for your information and records.

Thanking you.

Yours faithfully,

For HIL Limited

Akshat Seth
Managing Director & CEO
DIN: 10039820

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Voting results	
Record date	21-07-2023
Total number of shareholders on record date	39893
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	10
b) Public	67
No. of resolution passed in the meeting	5
Disclosure of notes on voting results	Add Notes

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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, 2023				
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
	Total	3059212	3059212	100.0000	3059212	0	100.0000	0.0000
Public- Institutions	E-Voting		313012	41.4599	313012	0	100.0000	0.0000
	Poll	754976	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	754976	313012	41.4599	313012	0	100.0000	0.0000
Public- Non Institutions	E-Voting		256092	6.8780	256069	23	99.9910	0.0090
	Poll	3723375	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3723375	256092	6.8780	256069	23	99.9910	0.0090
Total		7537563	3628316	48.1365	3628293	23	99.9994	0.0006
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* 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 for financial year 2022-23				
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
	Total	3059212	3059212	100.0000	3059212	0	100.0000	0.0000
Public- Institutions	E-Voting		318564	42.1952	318564	0	100.0000	0.0000
	Poll	754976	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	754976	318564	42.1952	318564	0	100.0000	0.0000
Public- Non Institutions	E-Voting		256024	6.8761	256010	14	99.9945	0.0055
	Poll	3723375	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3723375	256024	6.8761	256010	14	99.9945	0.0055
Total		7537563	3633800	48.2092	3633786	14	99.9996	0.0004
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* 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				Appointment of Mr. Desh Deepak Khetrpal (DIN: 02362633) 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		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
	Total	3059212	3059212	100.0000	3059212	0	100.0000	0.0000
Public- Institutions	E-Voting		318564	42.1952	316112	2452	99.2303	0.7697
	Poll	754976	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	754976	318564	42.1952	316112	2452	99.2303	0.7697
Public- Non Institutions	E-Voting		256024	6.8761	256001	23	99.9910	0.0090
	Poll	3723375	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3723375	256024	6.8761	256001	23	99.9910	0.0090
Total		7537563	3633800	48.2092	3631325	2475	99.9319	0.0681
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* 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)				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, 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
	Total	3059212	3059212	100.0000	3059212	0	100.0000	0.0000
Public- Institutions	E-Voting		318564	42.1952	318564	0	100.0000	0.0000
	Poll	754976	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	754976	318564	42.1952	318564	0	100.0000	0.0000
Public- Non Institutions	E-Voting		256024	6.8761	255997	27	99.9895	0.0105
	Poll	3723375	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	3723375	256024	6.8761	255997	27	99.9895	0.0105
Total		7537563	3633800	48.2092	3633773	27	99.9993	0.0007
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* 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)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To accord consent for increase in remuneration of Ms. Avanti Birla, President-Strategy, 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	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		3059212	0	0.0000	0	0	0.0000
Public- Institutions	E-Voting	754976	318564	42.1952	243709	74855	76.5024	23.4976
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		754976	318564	42.1952	243709	74855	76.5024
Public- Non Institutions	E-Voting	3723375	256024	6.8761	254030	1994	99.2212	0.7788
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		3723375	256024	6.8761	254030	1994	99.2212
Total		7537563	574588	7.6230	497739	76849	86.6254	13.3746
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

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



Combined Scrutinizer Report for E-Voting process of 76th AGM of HIL Limited

To
The Managing Director
HIL Limited
Office No. 1 & 2, L7 Floor, SLN Terminus,
Survey no. 133, Near Botanical Gardens, Gachibowli,
Hyderabad-500032

Sub: Consolidated Scrutinizer's Report on remote e-Voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for the 76th Annual General Meeting of HIL Limited held on Monday, July 31, 2023 at 3.00 PM (IST) through video conferencing ('VC')/ other audio visual means ('OAVM').

Dear Sir,

The Board at its meeting held on 15th May, 2023 has given authorization to Mr. Akshat Seth, Managing Director & CEO of the Company to appoint Scrutinizer for conducting Remote e-Voting. Accordingly Mr. Akshat Seth, Managing Director & CEO of the Company has appointed M/s. P. S. Rao & Associates, Company Secretaries as the scrutinizer for the 76th Annual General Meeting of HIL Limited pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process held before the AGM i.e. from Thursday, 27th July, 2023 (9:00 A.M.) till Sunday, 30th July, 2023 (5:00 P.M.) and the e-voting held during the AGM on Monday, July 31, 2023, in a fair and transparent manner, for ascertaining the requisite majority and for giving my report in connection with the items of business as provided in the notice dated 15th May, 2023.

I, Mohit Gurjar, of M/s P. S. Rao & Associates, Company Secretaries state that I was appointed as the scrutinizer for the 76th Annual General Meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-Voting in respect of the below mentioned resolutions proposed at the 76th Annual General Meeting ("AGM") of HIL Limited on Monday, July 31st, 2023 at 3:00 p.m. through VC / OAVM.

I was also appointed as Scrutinizer to scrutinize the remote e-Voting process held during the said AGM.

The Company had appointed National Securities Depository Limited (NSDL) as the Service Provider, for extending the facility of Remote e-Voting to the shareholders of the Company, which was open from Thursday, 27th July, 2023 (9:00 A.M.) till Sunday, 30th July, 2023 (5:00 P.M.) as well as during the Annual General Meeting held on 31st July, 2023. Venture Capital and Corporate Investments Pvt. Limited (VCCIPL) is the Registrar and share Transfer Agent (RTA) of the Company.

MOHIT Gurjar
GURJAR
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MOHIT GURJAR
Date: 2023.08.01
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1. The notice dated May 15, 2023, convening the AGM, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed 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 MCA circulars dated December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA") read with its earlier circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021 and May 5, 2022 (collectively referred to as "MCA Circulars")
2. The Company had availed the e-voting facility offered by National Securities Depository Limited ('NSDL') for conducting remote e-voting by the Shareholders of the Company.
3. 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.
4. The shareholders of the Company holding shares as on the "cut-off date" Friday, July 21, 2023 were entitled to vote on the resolutions as contained in the Notice of the AGM.
5. After the closure of remote e-voting at the AGM, the report on remote voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and counted.
6. I have scrutinized and reviewed the remote e-voting held prior to and during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.
7. 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.
8. 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.
9. I now submit my consolidated report as *Annexure -1* on the result of the remote e-voting prior to and during the AGM in respect of the said resolutions.

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GURJAR
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by MOHIT
GURJAR
Date: 2023.08.01
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The participation of shareholders for voting through remote e-voting prior to AGM and e-voting conducted during the AGM is as under:

No. of members who cast their votes through e-voting	Total Number of shares held by them*	Total No. of valid votes (as per the details provided under each one of the Resolution(s) mentioned hereunder)
208*	3633868	Various as mentioned under each of the Resolution

**Represents the total number of shareholders who participated in Remote E-Voting and E-voting during the AGM and the maximum number of shares held by them. However, some of the shareholders have abstained from voting on certain resolutions.*

All the Resolutions stands passed through remote e-voting held prior to AGM and e-voting conducted during the AGM with the requisite majority.

I hereby confirm that I am maintaining the Registers received from the NSDL and RTA electronically in respect of the votes cast through 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
Digitally signed
by MOHIT
GURJAR
Date: 2023.08.01
23:49:34 +05'30'

**Mohit Gurjar
Partner
CP No. 18644**

**Place: Hyderabad
Date: 1st August, 2023
UDIN. No: A020557E000715713**

Annexure-1

S. No.	Resolution Description	Mode	Number of members voted	Total Valid Votes	Favor			Against			Invalid		
					Number of members voted	Votes	% of total valid votes	Number of members voted	Votes	% of total valid votes	Number of members voted	Votes	% of total valid votes
1	To receive, consider and adopt the Audited Standalone & Consolidated Financial statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon	Electronic	207	3628316	204	3628293	99.99	3	23	0.01	0	0	-
		Total	207	3628316	204	3628293	99.99	3	23	0.01	0	0	-
2	To confirm the payment of Interim Dividend of Rs. 20/- (i.e. 200%) per Equity Share of Rs. 10/- each and to declare a Final Dividend of Rs. 25/- (i.e. 250%) per Equity Share of Rs. 10/- each for the financial year 2022-23	Electronic	206	3633800	204	3633786	99.99	2	14	0.97	0.01	0	-
		Total	206	3633800	204	3633786	99.99	2	14	0.01	0.01	0	-
3	To Appointment of Mr. Desh Deepak Khetrupal (DIN: 02362633) as a Director liable to retire by rotation.	Electronic	206	3633800	198	3631325	99.93	8	2475	0.07	0	0	-
		Total	206	3633800	198	3631325	99.93	8	2475	0.07	0	0	-
4	To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2024	Electronic	206	3633800	202	3633773	99.99	4	27	0.01	0	0	-
		Total	206	3633800	202	3633773	99.99	4	27	0.01	0	0	-

5	*To accord consent for increase in remuneration of Ms. Avanti Birla, President-Strategy, of the Company	Electr onic	195	574588	163	497739	86.63	32	7684 9	13.37	0	0	-
		Total	195	574588	163	497739	86.63	32	7684 9	13.37	0	0	-

** Pursuant to the provisions of Regulation 23(4) of SEBI (LODR) Regulations, 2015, 3059212 votes poled by promoters were not considered and only votes poled by public are considered.*

**For P.S.Rao & Associates
Company Secretaries**

MOHIT
GURJAR
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GURJAR
Date: 2023.08.01
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Mohit Gurjar
Partner
CP No. 18644
Place: Hyderabad
Date: 1st August, 2023
UDIN. No: A020557E000715713