

Ref: HIL/SE/2024-25/007

May 3, 2024

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

To
National Stock Exchange of India Limited
5th Floor, Exchange Plaza, Bandra (E),
Mumbai - 400 051

Scrip Code: 509675
Through: BSE Listing Centre

Scrip Symbol: HIL
Through: NEAPS

Sub: Disclosure of Remote e-Voting results of Postal Ballot Notice dated March 28, 2024 and Scrutinizer's Report

Ref: Regulation 44 and other applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Dear Sir,

This is with reference to our intimation dated April 1, 2024 informing dispatch of Postal Ballot Notice dated March 28, 2024 ("Notice"), to the members of the Company seeking their approval on the following resolution(s), only by way of remote electronic voting ("**e-voting**"):

| S.No. | Description of Resolution(s) | Type of Resolution(s) |
|--------------|--|------------------------------|
| 1 | Re-appointment of Dr. Arvind Sahay (DIN: 03218334) as an Independent Director of the Company | Special Resolution |
| 2 | Appointment of Mr. Sunil Ramakant Bhumralkar (DIN 00177658), as an Independent Director of the Company | Special Resolution |
| 3 | Appointment of Ms. Nidhi Jagat Killawala (DIN: 05182060) as an Independent Director of the Company | Special Resolution |
| 4 | Appointment of Ms. Amita Birla (DIN: 00837718) as a Non-executive Director of the Company | Ordinary Resolution |
| 5 | Grant of long-term cash incentive to Ms. Avanti Birla, President – Strategy of the Company, a related party of the Company | Ordinary Resolution |

The remote e-voting period commenced from 09:00 am IST on Wednesday, April 3, 2024 and ended at 05:00 pm IST on Thursday, May 2, 2024.

Pursuant to the provisions of SEBI Listing Regulations read with relevant provisions of the Companies Act 2013, we wish to inform that the said resolutions have been passed with requisite majority on May 2, 2024.

In this regard, please find enclosed herewith the following:

1. Remote e-Voting results as required under Regulation 44(3) of SEBI Listing Regulations; and
2. Report of Scrutinizer dated May 3, 2024, pursuant to Section 108 and 110 of the Companies Act, 2013 and read with the Companies (Management and Administration) Rules, 2014.

The e-voting results along with the Scrutinizer's Report will also be available on the Company's website at www.hil.in and on the website of National Securities Depositories Limited at www.evoting.nsdl.com.

Kindly take the same on your records.

Thanking you.

Yours faithfully,
For HIL Limited

Nidhi Bisaria
Company Secretary & Compliance Officer
Membership No.5634

Encls: As stated

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General information about company

| | |
|---|---------------|
| Scrip code | 509675 |
| NSE Symbol | HIL |
| MSEI Symbol | NOTLISTED |
| ISIN | INE557A01011 |
| Name of the company | HIL LIMITED |
| Type of meeting | Postal Ballot |
| Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot) | 02-05-2024 |
| Start time of the meeting | |
| End time of the meeting | |

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| Scrutinizer Details | |
|---|----------------------|
| Name of the Scrutinizer | Mohit Gurjar |
| Firms Name | P.S Rao & Associates |
| Qualification | CS |
| Membership Number | 20557 |
| Date of Board Meeting in which appointed | 28-03-2024 |
| Date of Issuance of Report to the company | 03-05-2024 |

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| Voting results | |
|---|---------------------------|
| Record date | 22-03-2024 |
| Total number of shareholders on record date | 37084 |
| No. of shareholders present in the meeting either in person or through proxy | |
| a) Promoters and Promoter group | |
| b) Public | |
| No. of shareholders attended the meeting through video conferencing | |
| a) Promoters and Promoter group | |
| b) Public | |
| No. of resolution passed in the meeting | 5 |
| Disclosure of notes on voting results | Add Notes |

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| Resolution required: (Ordinary / Special) | | | | Special | | | | |
|---|-------------------------------|--------------------|---------------------|--|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/promoter group are interested in the agenda/resolution? | | | | No | | | | |
| Description of resolution considered | | | | Re-appointment of Dr. Arvind Sahay (DIN: 03218334) 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 | | 2152852 | 70.3728 | 2152852 | 0 | 100.0000 | 0.0000 |
| | Poll | 3059212 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 3059212 | 2152852 | 70.3728 | 2152852 | 0 | 100.0000 | 0.0000 |
| Public- Institutions | E-Voting | | 316354 | 43.4167 | 242000 | 74354 | 76.4966 | 23.5034 |
| | Poll | 728646 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 728646 | 316354 | 43.4167 | 242000 | 74354 | 76.4966 | 23.5034 |
| Public- Non Institutions | E-Voting | | 270076 | 7.1962 | 269519 | 557 | 99.7938 | 0.2062 |
| | Poll | 3753041 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 3753041 | 270076 | 7.1962 | 269519 | 557 | 99.7938 | 0.2062 |
| Total | | 7540899 | 2739282 | 36.3257 | 2664371 | 74911 | 97.2653 | 2.7347 |
| 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 |

[Home](#)[Validate](#)**Resolution (2)**

| Resolution required: (Ordinary / Special) | | Special | | | | | | |
|--|-------------------------------|---|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/promoter group are interested in the agenda/resolution? | | No | | | | | | |
| Description of resolution considered | | Appointment of Mr. Sunil Ramakant Bhumralkar (DIN 00177658), 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 | | 2152852 | 70.3728 | 2152852 | 0 | 100.0000 | 0.0000 |
| | Poll | 3059212 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 3059212 | 2152852 | 70.3728 | 2152852 | 0 | 100.0000 | 0.0000 |
| Public-Institutions | E-Voting | | 316354 | 43.4167 | 316354 | 0 | 100.0000 | 0.0000 |
| | Poll | 728646 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 728646 | 316354 | 43.4167 | 316354 | 0 | 100.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | | 270039 | 7.1952 | 269604 | 435 | 99.8389 | 0.1611 |
| | Poll | 3753041 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 3753041 | 270039 | 7.1952 | 269604 | 435 | 99.8389 | 0.1611 |
| Total | | 7540899 | 2739245 | 36.3252 | 2738810 | 435 | 99.9841 | 0.0159 |
| 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 required: (Ordinary / Special) | | Special | | | | | | |
|--|-------------------------------|---|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/promoter group are interested in the agenda/resolution? | | No | | | | | | |
| Description of resolution considered | | Appointment of Mrs. Nidhi Jagat Killawala (DIN: 05182060) 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 | | 2152852 | 70.3728 | 2152852 | 0 | 100.0000 | 0.0000 |
| | Poll | 3059212 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 3059212 | 2152852 | 70.3728 | 2152852 | 0 | 100.0000 | 0.0000 |
| Public-Institutions | E-Voting | | 316354 | 43.4167 | 316177 | 177 | 99.9441 | 0.0559 |
| | Poll | 728646 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 728646 | 316354 | 43.4167 | 316177 | 177 | 99.9441 | 0.0559 |
| Public- Non Institutions | E-Voting | | 270039 | 7.1952 | 269569 | 470 | 99.8260 | 0.1740 |
| | Poll | 3753041 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 3753041 | 270039 | 7.1952 | 269569 | 470 | 99.8260 | 0.1740 |
| Total | | 7540899 | 2739245 | 36.3252 | 2738598 | 647 | 99.9764 | 0.0236 |
| 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 required: (Ordinary / Special) | | Ordinary | | | | | | |
|--|-------------------------------|--|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/promoter group are interested in the agenda/resolution? | | Yes | | | | | | |
| Description of resolution considered | | Appointment of Mrs. Amita Birla (DIN: 00837718) as a Non-executive 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 | | 2101476 | 68.6934 | 2101476 | 0 | 100.0000 | 0.0000 |
| | Poll | 3059212 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 3059212 | 2101476 | 68.6934 | 2101476 | 0 | 100.0000 | 0.0000 |
| Public-Institutions | E-Voting | | 316354 | 43.4167 | 247896 | 68458 | 78.3603 | 21.6397 |
| | Poll | 728646 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 728646 | 316354 | 43.4167 | 247896 | 68458 | 78.3603 | 21.6397 |
| Public- Non Institutions | E-Voting | | 270039 | 7.1952 | 269551 | 488 | 99.8193 | 0.1807 |
| | Poll | 3753041 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 3753041 | 270039 | 7.1952 | 269551 | 488 | 99.8193 | 0.1807 |
| Total | | 7540899 | 2687869 | 35.6439 | 2618923 | 68946 | 97.4349 | 2.5651 |
| 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 | 51376 |
| Public Insitutions | 0 |
| Public - Non Insitutions | 0 |

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| Resolution required: (Ordinary / Special) | | Ordinary | | | | | | |
|--|-------------------------------|---|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/promoter group are interested in the agenda/resolution? | | Yes | | | | | | |
| Description of resolution considered | | To consider and approve grant of long-term cash incentive to Ms. Avanti Birla, President – Strategy of the Company, a related party 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 | | 0 | 0.0000 | 0 | 0 | 0 | 0 |
| | Poll | 3059212 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 3059212 | 0 | 0.0000 | 0 | 0 | 0.0000 | 0.0000 |
| Public-Institutions | E-Voting | | 316354 | 43.4167 | 242000 | 74354 | 76.4966 | 23.5034 |
| | Poll | 728646 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 728646 | 316354 | 43.4167 | 242000 | 74354 | 76.4966 | 23.5034 |
| Public- Non Institutions | E-Voting | | 270039 | 7.1952 | 265474 | 4565 | 98.3095 | 1.6905 |
| | Poll | 3753041 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 3753041 | 270039 | 7.1952 | 265474 | 4565 | 98.3095 | 1.6905 |
| Total | | 7540899 | 586393 | 7.7762 | 507474 | 78919 | 86.5416 | 13.4584 |
| 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 | 2152852 |
| Public Insitutions | 0 |
| Public - Non Insitutions | 0 |



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

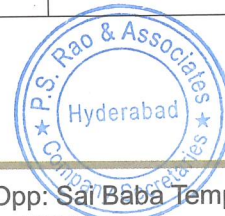
Dear Sir,

Sub: Report of Scrutinizer on Postal Ballot

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 to conduct the postal ballot process in fair and transparent manner in respect of the Resolutions proposed in the Notice dated March 28th, 2024 in compliance with the Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 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 respectively ("MCA Circulars"), (collectively the 'MCA Circulars') and do hereby submit my report as under:

The following Resolutions were proposed for the approval of the Shareholders through Postal ballot (E-voting only) Notice dated March 28, 2024:

| Description of Resolution | Type of Resolution |
|---|--------------------|
| i. Re-appointment of Dr. Arvind Sahay (DIN: 03218334) as an Independent Director of the Company | Special Resolution |



| | |
|---|---------------------|
| ii. Appointment of Mr. Sunil Ramakant Bhumralkar (DIN 00177658), as an Independent Director of the Company | Special Resolution |
| iii. Appointment of Ms. Nidhi Jagat Killawala (DIN: 05182060) as an Independent Director of the Company | Special Resolution |
| iv. Appointment of Ms. Amita Birla (DIN: 00837718) as a Non-executive Director of the Company | Ordinary Resolution |
| v. Grant of long-term cash incentive to Ms. Avanti Birla, President – Strategy of the Company, a related party of the Company | Ordinary Resolution |

The notice dated March 28, 2024 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company, were sent to the shareholders in respect of the above-mentioned resolutions proposed through email only on Monday, April 1, 2024 in accordance with the MCA Circulars.

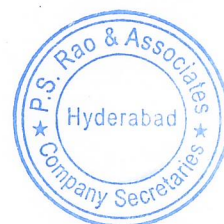
A Public Notice with regard to the Postal Ballot Notice was published on Tuesday, April 2, 2024 in "Business Standard", English Newspaper (All India edition), and in "Nava Telangana", Telugu Newspaper (Hyderabad edition) providing requisite information and contact details of the NSDL for registering email ID and queries on e-voting.

The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting e-voting by the shareholders of the Company.

The shareholders of the Company holding shares as on the "cut-off date" i.e. Friday, March 22, 2024 were entitled to vote on the resolutions as contained in the Notice.

The e-voting period commenced on Wednesday, April 3, 2024 at 09:00 A.M.(IST) and ended on Thursday, May 2, 2024 at 05:00 P.M. (IST) and the NSDL e-voting module was disabled thereafter. The votes cast under e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company.

I have scrutinized and reviewed the votes polled through remote e-voting based on the data downloaded from the NSDL e-voting system and maintained register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 as amended.



A handwritten signature in blue ink, appearing to be "P. S. Rao".

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

Further I enclose herewith as **annexure** to the Report the results of the remote e-voting in respect of the said Resolutions.

I hereby confirm that I am maintaining the Registers received from the Service Provider, 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 Gurjar
Company Secretary
CP No. 18644**

Place: Hyderabad

Date: 03-05-2024

UDIN: A020557F000303257

| S. No. | Resolution Description | Mode | Valid Ballots Received | Total Valid Votes | Favor | | | Against | | | Invalid | |
|--------|--|--------------|------------------------|-------------------|------------|----------------|------------------------|-----------|--------------|------------------------|-----------|----------------|
| | | | | | Ballots | Votes | % of total valid votes | Ballots | Votes | % of total valid votes | Ballots | Votes |
| 1 | Re-appointment of Dr. Arvind Sahay (DIN: 03218334) as an Independent Director of the Company | Electronic | 222 | 2739282 | 189 | 2664371 | 97.27 | 33 | 74911 | 2.73 | 0 | 0 |
| | | Total | 222 | 2739282 | 189 | 2664371 | 97.27 | 33 | 74911 | 2.73 | 0 | 0 |
| 2 | Appointment of Mr. Sunil Ramakant Bhumralkar (DIN: 00177658), as an Independent Director of the Company | Electronic | 220 | 2739245 | 209 | 2738810 | 99.98 | 11 | 435 | 0.02 | 0 | 0 |
| | | Total | 220 | 2739245 | 209 | 2738810 | 99.98 | 11 | 435 | 0.02 | 0 | 0 |
| 3 | Appointment of Ms. Nidhi Jagat Killawala (DIN: 05182060) as an Independent Director of the Company | Electronic | 220 | 2739245 | 206 | 2738598 | 99.98 | 14 | 647 | 0.02 | 0 | 0 |
| | | Total | 220 | 2739245 | 206 | 2738598 | 99.98 | 14 | 647 | 0.02 | 0 | 0 |
| 4 | Appointment of Ms. Amita Birla (DIN: 00837718) as a Non-executive Director of the Company | Electronic | 219 | 2687869 | 188 | 2618923 | 97.43 | 31 | 68946 | 2.57 | 1 | 51376 |
| | | Total | 219 | 2687869 | 188 | 2618923 | 97.43 | 31 | 68946 | 2.57 | 1 | 51376 |
| 5 | Grant of long-term cash incentive to Ms. Avanti Birla, President – Strategy of the Company, a related party of the Company | Electronic | 210 | 586393 | 161 | 507474 | 86.54 | 49 | 78919 | 13.46 | 10 | 2152852 |
| | | Total | 210 | 586398 | 161 | 507474 | 86.54 | 49 | 78919 | 13.46 | 10 | 2152852 |

Result of the Voting: Based on the votes casted in favour to the votes casted against, I report that the resolutions proposed in the Postal Ballot Notice dated 28 March, 2024 has been passed with requisite majority. These Resolutions are deemed to be passed on the last date of voting that is Thursday, May 2, 2024.

For P.S.Rao & Associates
Company Secretaries


Mohit Gurjar
Partner
CP No. 18644



Place: Hyderabad
Date: 03-05-2024
UDIN: A020557F000303257