

REF: HIL/SE/2023-24/21

May 23, 2023

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

Scrip Code: 509675
Through Listing Center

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

Scrip Symbol: HIL
Through Neaps

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2023

Ref: Regulation 24A of SEBI LODR Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached Annual Secretarial Compliance Report of the Company issued by M/s. P S Rao & Associates, Practicing Company Secretaries, Hyderabad for the financial year ended March 31, 2023.

Kindly take the same on record.

Thanking You.

Yours faithfully,

For HIL Limited

Saikat Mukhopadhyay
Chief Financial Officer



**Secretarial compliance report
of
HIL LIMITED
for the Financial Year ended 31.03.2023**

To
The Board of Directors
HIL Limited
Hyderabad

We, P. S. Rao & Associates, Practising Company Secretaries have examined:

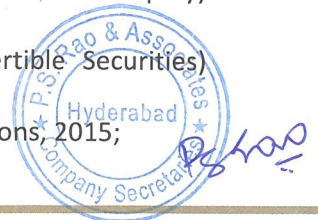
- (a) all the documents and records made available to us and explanation provided by M/s HIL Limited ("Listed Entity") having its registered office at Office 1 & 2, L7 Floor, SLN Terminus, Survey no. 113, Gachibowli, Hyderabad 500032, Telangana, India, hereinafter referred to as "**the listed entity**"
- (b) the filings/ submissions made by the listed entity to the BSE Limited and National Stock Exchange of India Limited (Hereinafter referred as "Stock Exchanges"),
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.03.2023 (01.04.2022 to 31.03.2023) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - **Not Applicable during the reporting period**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **Not Applicable during the reporting period;**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; - **Not Applicable during the reporting period**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



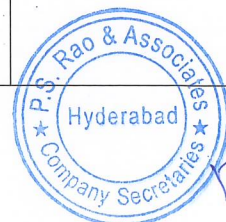
- (h) The Depositories Act, 1996
 (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
 (j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client and circulars/ guidelines issued thereunder;

and based on the above examination, I/We hereby report that, during the review period:

- i. The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder,
- ii. The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- iii. There were no instances of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder during the Reporting period:
- iv. There were no observations made in previous reports issued to the Company:
- v. The reporting of clause 6(A) and 6(B) of the circular No. CIR/CFD/CMD1/114/2019 dated 18th October 2019 issued by the Securities and Exchange Board of India on "Resignation of statutory auditors from listed' entities and their material subsidiaries" is not applicable during the Review Period.

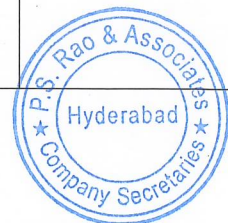
Pursuant to Circular Ref. No. NSE/CML/2023/21 & NSE/CML/ 2023/30 dated March 16, 2023 & April 10, 2023 issued by National Stock Exchange of India Limited and Notice No. 20230316-14 & 20230410-41 dated March 16, 2023 & April 10, 2023 issued by BSE Limited, following are the additional affirmations:

Sr .No	Particulars	Compliance status (YES/NO/NA)	Observations /Remarks by PCS*
1	<p>Secretarial Standard:</p> <p>The compliances of of the Company are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI) as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	NA
2	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the Company • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes	NA



Handwritten signature/initials in blue ink.

3	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website 	Yes	NA
4	<p>Disqualification of Director(s):</p> <p>None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity</p>	Yes	NA
5	<p>To examine details related to Subsidiaries of listed entities:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	Yes	NA
6	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	Yes	NA
7	<p>Performance Evaluation:</p> <p>The Company has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations</p>	Yes	NA
8	<p>Related Party Transactions:</p> <p>(a) The Company has obtained prior approval of Audit Committee for all Related party Transactions</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee</p>	Yes	NA
9	<p>Disclosure of events or information:</p> <p>The Company has provided all the required disclosure(s) under Regulation 30 along with</p>	Yes	NA

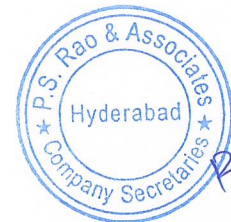


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	Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.		
10	Prohibition of Insider Trading: The Company is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	NA
11	Actions taken by SEBI or Stock Exchange(s), if any: No Action(s) has been taken against the Company/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder [Please refer point(a) and (b) below]	Yes	NA
12	Additional Non-compliances, if any: No additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	NA	No non-compliance observed for any SEBI regulation/circular /guidance note etc.

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

S. No	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Regulation/ Circular no.	Deviations	Action Taken by	Type of Action	Details of violations	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
Not applicable										



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- b. The listed entity has taken the following actions to comply with the observations made in previous reports:

S. No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular no.	Deviations	Action Taken by	Type of Action	Details of violations	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
Not applicable										

For P.S. Rao & Associates
Company Secretaries



P.S. Rao

P S Rao
Partner

M. No. F10322

C P No: 3829

PR: 710/2020

UDIN: F010322E000306860

Place: Hyderabad

Date: May 15, 2023