

Ref: HIL/SE/2023-24/49

July 31, 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: Summary of Proceedings of the 76th Annual General Meeting ('AGM') of HIL Limited ('the Company') held on Monday, July 31, 2023

Dear Sir,

In terms of the General 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"), and in compliance with the provisions of the Companies Act, 2013 ('Act') and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the 76th AGM of the Company was held on Monday, July 31, 2023 at 3.00 PM IST through Video Conferencing (VC)/ Other Audio Visual Means ("OAVM") to transact the business as stated in the Notice dated May 15, 2023 convening the AGM and the said AGM was concluded at around 4.20 PM IST.

In this regard, please find the enclosed summary of the proceedings of the AGM of the Company as required under Regulation 30, Para A of Schedule – III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Voting Results of the meeting along with the Scrutinizers Report will be informed separately within the stipulated time.

A copy this disclosure is made available on the Company's website at www.hil.in

Kindly take the same on record.

Thanking you.

Yours faithfully,

For HIL Limited

Akshat Seth
Managing Director & CEO

Summary of proceedings of the 76th Annual General Meeting:

The 76th Annual General Meeting ('AGM' or 'Meeting') of the Members of HIL Limited ('the Company') was held on Monday, July 31, 2023 at 3.00 PM IST via two-way Video Conferencing ('VC') facility provided by National Securities Depository Limited ("NSDL"). The Company, while conducting the Meeting, adhered to the circulars issued by the Ministry of Corporate Affairs ('MCA'), the Securities and Exchange Board of India ('SEBI').

Mr. Kamal Saboo, Company Secretary & Head Legal, who was present at common venue of the meeting i.e. registered office of the Company situated at Office 1 & 2, 7th Floor, SLN Terminus, Gachibowli, Hyderabad - 500032, welcomed the Members to 76th Annual General Meeting and briefed them on certain points relating to the participation at the Meeting through VC and also informed that the Company had provided its Members the facility to cast their vote electronically through NSDL system.

Mr. CK Birla, Chairman & Non-Executive Director of the Company, chaired the Meeting and was present through video conference. The Chairman welcomed the shareholders of the Company to the 76th Annual General Meeting of the Company. Then, he introduced Board members of the Company Mr. Desh Deepak Khetrpal, Non-Executive Director, Chairman of CSR Committee, Dr Arvind Sahay, Independent Director, Mr. VV Ranganathan, Independent Director, Chairman of Audit Committee and Nomination & Remuneration Committee, who also represented Stakeholders Relationship Committee in absence of Ms. Gauri Rasgotra, Mr. Akshat Seth, Managing Director & CEO; and other Key Managerial Personal of the Company attended the meeting.

Chairman also acknowledged the attendance of Mr. Vikash Somani, Partner, M/s. B S R and Co., the Statutory Auditors of the Company, representation from P.S. Rao and Associates, Secretarial Auditors of the Company for the financial year 2022-23 as well the Scrutinizers of the meeting and the Cost Auditors S.S. Zanwar & Associates, Cost Accountants, in the meeting through video conference from their respective locations.

As there was requisite quorum present, the Chairman called the Meeting to order.

Company Secretary informed that the remote e-voting facility was provided prior to the AGM and also was made available during the AGM for the benefit of Members who were present during the Meeting and had not cast their votes earlier through remote e-voting. The Registers as required under the Companies Act, 2013 were available for inspection. Since there was no physical attendance of Members and in compliance with the Circulars issued by MCA and SEBI, the requirement of appointing proxies was not applicable, except for the authorized representatives of corporate shareholders.

Thereafter, the Chairman made his opening remarks covering the industry over view, performance of the Company for the financial year 2022-23 and the challenges and opportunities going forward. The Chairman also acknowledged the contribution of all the employees and other stakeholders in achieving the targets. He also shared some thoughts on way forward of the Company.

After his speech, the Chairman, with the consent of the Members, taken the Notice of the Meeting read. The Members were informed that there were no observations made by the Statutory Auditors and secretarial auditors in their reports.

The Chairman read-out the business items of the meeting however he being the interested party requested Mr. Desh Deepak Khetrpal, Non-Executive Director to take-up item no. 5 of the AGM notice.

Item no.	Agenda item	Resolution required (Ordinary/Special)	Mode of Voting
Ordinary Business:			
1	Adoption of Financial Statements (Standalone & Consolidated) for the financial year ended March 31, 2023	Ordinary	Remote e-voting and remote e-voting during the AGM
2	To confirm the payment of Interim Dividend and Declaration of Final Dividend	Ordinary	Remote e-voting and remote e-voting during the AGM
3	Appointment of Mr. Desh Deepak Khetrpal (DIN:02362633) as a Director liable to retire by rotation	Ordinary	Remote e-voting and remote e-voting during the AGM
Special Business:			
4	To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2024	Ordinary	Remote e-voting and remote e-voting during the AGM
5	To accord consent for increase in remuneration of Ms. Avanti Birla, President-Strategy, of the Company	Ordinary	Remote e-voting and remote e-voting during the AGM

The Chairman then invited the Members to express their views, ask questions and seek clarifications on the operational and financial performance of the Company and on the resolutions set out in the Notice. The Members were given an opportunity to speak in the order in which they had registered their names. The Chairman appropriately responded to the queries/suggestions raised by them.

The Chairman further informed that the e-voting facility is made available during the meeting and requested the Shareholders who have not cast their vote yet, to do so. He also informed that Mr. Mohit Gurjar from M/s. P.S. Rao & Associates, Company Secretaries appointed as the Scrutinizer for the meeting to scrutinize the remote e-voting and the e-voting process at the AGM in a fair and transparent manner.

The Chairman authorized the Managing Director and the Company Secretary to accept and countersign the Scrutinizer's Report and declare the consolidated voting results. The Chairman informed the Members that the combined results of the remote e-voting prior to AGM as well as remote e-voting during the AGM would be announced within the stipulated time frame and the results along with the Scrutinizer's Report would be intimated to the Stock Exchanges in terms of the SEBI Listing Regulations and would be placed on the website of the Company.

The Chairman then thanked the Members for their continued support and for attending the Meeting. He also thanked the Directors for joining the Meeting.

The e-voting facility was kept open for 15 minutes to enable the Members to cast their vote.

Upon completion of the e-voting process, the meeting was concluded at around 04.20 PM IST with vote of thanks.