

July 31, 2015

To,
The Corporate Relationship Department,
BSE Limited
Corporate Relationship Department, 1st Floor
New Trading Ring, Rotunda Building, P.J.Tower
Dalal Street, Fort, Mumbai – 400001

Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G, 5th Floor,
Bandra-Kurla Complex Bandra (E), Mumbai – 400051

Sub: Outcome of 68th Annual General Meeting

Dear Sir,

Kindly note that the 68th Annual General Meeting (AGM) of the Company was held on 30th July, 2015 at 3.00 P.M. at Asbestos Centre, Road No.13, Banjara Hills, Hyderabad – 500034. In accordance with the Clause 35B of the Listing Agreement and the provisions of the Companies Act, 2013 and Rules framed there under, the Company had provided electronic voting facility to the members entitled to cast their vote at the Annual General Meeting, from 27th July, 2015 to 29th July, 2015.

The Chairman ordered a poll to provide similar right to the members present, in person and through proxies, at the Annual General Meeting, to vote in proportion to the shares held by them, on all the resolutions pertaining to ordinary and special businesses as set out in items 1 to 8 of the Notice convening the said AGM.

Ms. CS N. Vanitha, Practicing, Company Secretary, (M.No. A 26859 & CP No. 10573) who is also the Scrutinizer for the e-voting process, was appointed to act as the Scrutinizer to scrutinize the polling process in a fair and transparent manner.

The Scrutinizer report for the poll conducted at the Annual General Meeting and the electronic voting is hereby enclosed. Accordingly, the members of the company at the 68th Annual General Meeting of the Company have:

1. Adopted financial statements of the Company for the financial year 2014-15,
2. Declared final dividend of Rs.10/- (face value of Rs.10/- each) and confirmed the interim dividend of Rs.10/- per equity share on 7462563, already paid for the financial year 2014-15.
3. Appointed Mr.Desh Deepak Khetrapal (DIN No.02362633), as director of the Company, liable to retire by rotation.
4. Ratified the appointment of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Registration Number:101049W), as Statutory Auditors of the Company,
5. Appointed Mr.Prashant Vishnu Vastkar (DIN No.07139685), as Director of the Company
6. Appointed Mr.Prashant Vishnu Vastkar (DIN No.07139685), as Managing Director of the Company.
7. Fixed remuneration of Cost Auditor of the Company and
8. Approved creation, offer, issuance and allotment of options under Employees Stock Option Scheme

Thanking you
Yours faithfully
For HIL LIMITED



P. Rajesh Kumar Jain
Company Secretary.

HIL Limited

L7 Floor, SLN Terminus, Sy. No. 133, Beside Botanical Gardens, Gachibowli, Hyderabad 500032, Telangana, India

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CIN: L74999TG1955PLC000656



P.S. Rao & Associates
Company Secretaries

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Combined Scrutinizer Report for E-Voting & Poll For HIL Limited

To
The Chairman,
HIL Limited (Formerly Hyderabad Industries Ltd)
AGMN Towers, Lane Beside Karachi Bakery - Madhapur
11/1, HUDA Techno Enclave, Sector 1,
Madhapur, Hyderabad-500081

Sub: Passing of resolution through electronic and Poll conducted at the 68th AGM of HIL Limited (Formerly Hyderabad Industries Ltd) held on 30th day of July, 2015.

Dear Sir,

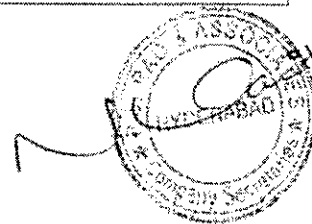
The Board of HIL Limited (The Company) at its meeting held on 12th May, 2015 had appointed me as Scrutinizer for the e-voting held between 27th July, 2015 (9:00 A.M.) and ends on 29th July, 2015 (5:00 P.M.) and the Chairman of the 68th Annual General Meeting (AGM) has appointed me as the Scrutinizer for the Poll held at the 68th Annual General Meeting of the Company on Thursday, the 30th day of July, 2015.

The Company had appointed National Securities Depository Limited (NSDL) as the Service Provider, for the extending the facility of electronic voting to the shareholders of the Company from 27th July, 2015 (9:00 A.M.) and ends on 29th July, 2015 (5:00 P.M.) Venture Capital and Corporate Investments Pvt. Limited (VCCIP) are the Registrar and share Transfer Agent (RTA) of the Company. The e-voting results were unblocked by me on July 30, 2015 in the presence of two witnesses.

At the 68th AGM of the Company held on Thursday, the 30th day of July, 2015, the Chairman of the Company had suo motto called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Chairman of the AGM had appointed me as the Scrutinizer for the same.

The result of the E-Voting together with that of the Poll is as under:

No. of members who cast their votes through e-voting and poll	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
121	3123208	Various as mentioned under each of the Resolution

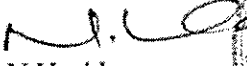


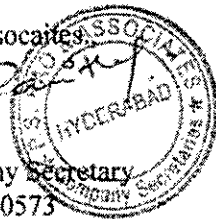
All the Resolutions stands passed under e-voting and poll with the requisite majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider and RTA both electronically and manually, in respect of the votes cast through e-voting and poll 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.

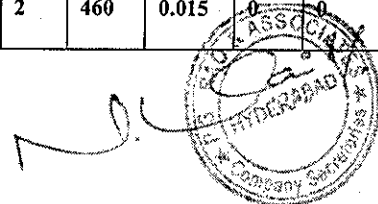
Thanking You
Yours faithfully,

For P.S.Rao & Associates

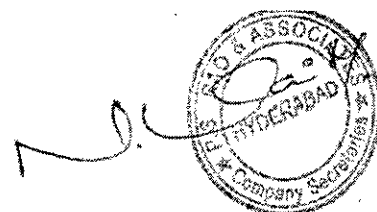

N. Vanitha
Practicing Company Secretary
Membership No. 10573
Place: Hyderabad
Date: 31st July, 2015



S.No	Resolution Description	Mode	Ballots Received	Total Votes	Favour			Against			Invalid		
					Ballots	Votes	% of total valid votes	Ballots	Votes	% of total valid votes	Ballots	Votes	% of total valid votes
1	Ordinary Resolution: To receive, consider and adopt the financial statements of the Company for the financial year ended March 31, 2015, including the audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date and the reports of the Board of Directors and Auditors thereon.	Electronic	36	965645	33	965085	99.942	3	560	0.058	0	0	0
		Poll	85	2158044	85	2158044	100.00	0	0	0.000	0	0	0
		Total	121	3123689	118	3123129	99.982	3	560	0.018	0	0	0
2	Ordinary Resolution: To declare final dividend of Rs.10.00/- per Equity Share and to confirm the interim dividend of Rs.10.00/- per Equity Share already paid on 74, 62,563 Equity Shares of Rs. 10/- each for the financial year 2014-15.	Electronic	36	965674	33	965114	99.942	3	560	0.058	0	0	0
		Poll	85	2158044	85	2158044	100.00	0	0	0	0	0	0
		Total	121	3123718	118	3123150	99.982	3	560	0.018	0	0	0
3	Ordinary Resolution: To appoint a director in place of Mr Desh Deepak Khetrapal (DIN-02362633), who retires by rotation and being eligible, offers himself for re-election	Electronic	36	965574	34	965114	99.952	2	460	0.048	0	0	0
		Poll	85	2158044	85	2158044	100.00	0	0	0	0	0	0
		Total	121	3123618	119	3123158	99.985	2	460	0.015	0	0	0
4	Ordinary Resolution: To ratify the appointment of M/s. S.R. Batliboi & Associates LLP., Chartered Accountants, (ICAI Firm Registration Number: 101049W) as statutory auditors and if thought fit to pass with or without modification(s).	Electronic	36	965624	34	965164	99.952	2	460	0.048	0	0	0
		Poll	85	2158044	85	2158044	100	0	0	0	0	0	0
		Total	121	3123668	119	3123208	99.985	2	460	0.015	0	0	0



5	Ordinary Resolution: To consider and appoint Mr.Prashant Vishnu Vatkar (DIN: 07139685) as a Director of the Company.	Electronic	36	965624	33	965134	99.950	3	490	0.050	0	0	0
		Poll	85	2158044	85	2158044	100.00	0	0	0.000	0	0	0
		Total	121	3123668	118	3123178	99.984	3	490	0.016	0	0	0
6	Special Resolution: To consider and appoint Mr. Prashant Vishnu Vatkar (DIN: 07139685) as the Managing Director of the Company.	Electronic	35	965574	32	965084	99.950	3	490	0.050	0	0	0
		Poll	85	2158044	85	2158044	100.00	0	0	0.000	0	0	0
		Total	120	3123618	117	3123128	99.984	3	490	0.016	0	0	0
7	Ordinary Resolution: To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2016	Electronic	36	965624	33	964964	99.932	3	660	0.068	0	0	0
		Poll	85	2158044	85	2158044	100.00	0	0	0	0	0	0
		Total	121	3123668	118	3123008	99.979	3	660	0.021	0	0	0
8	Special Resolution: To create, offer, issue and allot Options under Employee Stock Option Scheme	Electronic	36	965624	33	965149	99.951	3	475	0.049	0	0	0
		Poll	85	2158044	85	2158044	100.00	0	0	0	0	0	0
		Total	121	3123668	118	3123193	99.985	3	475	0.015	0	0	0



 N.O. & ASSOCIATES
 HYDERABAD
 Company Secretaries