

NOTICE OF 77th ANNUAL GENERAL MEETING

Notice is hereby given that the 77th Annual General Meeting ("**AGM**") of **HIL Limited** (hereinafter referred to as "**HIL**" or "**the Company**") will be held on **Tuesday, July 30, 2024 at 3:00 PM IST** through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**") to transact the following business:

Ordinary Business:

Item No. 1: To adopt audited Standalone and Consolidated Financial Statements for the financial year ended March 31, 2024:

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon.

Item No. 2: To confirm the payment of Interim Dividend and declare Final Dividend:

To confirm the payment of Interim Dividend of ₹15/- (i.e. 150%) per Equity Share of ₹ 10/- each and to declare a Final Dividend of ₹ 22.50/- (i.e. 225%) per Equity Share of ₹ 10/- each for the financial year 2023-24.

Item No. 3: To appoint Mr. Chandrakant Birla (DIN: 00118473) as a Director liable to retire by rotation:

To appoint a Director in place of Mr. Chandrakant Birla (DIN: 00118473), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

Item No. 4: To appoint Prof. Janat Shah (DIN: 01625535) as an Independent Director of the Company:

To consider and if thought fit to pass with or without modification(s) the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") and the Rules made thereunder, Regulation 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration cum Compensation Committee and approval of the Board of Directors, Prof. Janat Shah (DIN: 01625535), who was appointed by the Board of Directors as an Additional Director of the Company, designated as an Independent Director with effect from May 7, 2024, in terms of Section 161 of the Act, in respect of whom the Company has

received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from May 7, 2024 up to May 6, 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof, if any) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

Item No. 5: To approve increase in the limit of managerial remuneration payable to the Managing Director & Chief Executive Officer in excess of 5% of the net profits of the Company up to a limit of 8% of the net profits of the Company for the financial year 2023-24:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**"), read with Schedule V thereof and the Rules made thereunder and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in accordance with the Articles of Association and the Nomination, Remuneration & Evaluation Policy of the Company, based on the recommendation of the Nomination and Remuneration cum Compensation Committee and approval of the Board of Directors, the approval of the members of the Company be and is hereby accorded to increase the limit of managerial remuneration payable to Mr. Akshat Seth (DIN: 10039820), Managing Director & Chief Executive Officer for the financial year 2023-24, to the extent it would exceed 5% of the net profits of the Company, computed in the manner as laid down in Section 198 of the Act, but not exceeding 8% of the net profits of the Company for the financial year 2023-24.

RESOLVED FURTHER THAT the aggregate salary, allowances, perquisites and other benefits, retiral, variable pay and long term cash incentive as per Company's Scheme paid/payable to Mr. Akshat Seth for the financial year 2023-24 be paid as minimum remuneration subject to compliance with the provisions of Section 197 of the Companies Act, 2013 and other applicable provisions and the rules, circulars, orders and notifications issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof if any) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

Item no. 6: To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2025:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an

Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies

Act, 2013 and the rules framed thereunder and subject to all other approvals, if any, members of the Company hereby ratify the payment of remuneration, as approved by the Board of Directors, to M/s. S. S. Zanwar & Associates, Cost Accountants in practice (Registration No. 100283) of the Company, amounting to ₹ 8 lakh (Rupees Eight Lakhs only) plus applicable taxes and out of pocket expenses, to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof if any) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

By the order of the Board
HIL Limited

Nidhi Bisaria
Company Secretary
Membership. No: F5634

Place: New Delhi
Date: May 7, 2024

NOTES:

1. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act"), in respect to the special businesses to be transacted at the AGM is annexed hereto. Additional information as per Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and Secretarial Standard -2 ("**SS-2**") on General Meetings issued by the Institute of Company Secretaries of India, concerning item nos. 3 and 4 of the Notice are annexed.
2. Pursuant to General Circular No. 9/2023 dated September 25, 2023, read along with General Circular Nos. 11/2022 dated December 28, 2022, 3/2022 dated May 5, 2022, 20/2021 dated December 8, 2021, 10/2021 dated June 23, 2021, 39/2020 dated December 31, 2020, 33/2020 dated September 28, 2020, 22/2020 dated June 15, 2020, 17/2020 dated April 13, 2020 and 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs ("**MCA**") (collectively referred to as "**MCA Circulars**"), the companies are permitted to hold their Annual General Meeting ("**AGM**") through video conferencing ("**VC**") or other audio visual means ("**OAVM**") up to September 30, 2024 without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act, SEBI Listing Regulations and MCA Circulars, the AGM of the Company is being held through VC/OAVM. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company at Office Nos. 1 & 2, L7 Floor, SLN Terminus, Survey No. 133, Near Botanical Garden, Gachibowli, Hyderabad - 500032, Telangana, India, which shall be deemed venue of the AGM.
3. Since the AGM will be held through VC/OAVM, pursuant to the MCA Circulars, physical attendance of the members is not required at the AGM, and attendance of the members through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013. Route map of the venue of the Meeting is accordingly not annexed hereto.
4. Pursuant to the provisions of section 105 of the Act and Regulation 44(4) of the SEBI Listing Regulations, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM pursuant to the applicable MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of Proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. For enabling the Members to participate at the 77th AGM, the Company has entered into an agreement with National Securities Depository Limited ("**NSDL**") to provide VC/OAVM facility and e-voting facility for the Annual General Meeting. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 members on a first-come-first-served basis as per the MCA Circulars. This will not include large members (members holding 2% or more shareholding), Promoters, Institutional Investors, etc., who are allowed to attend AGM without restriction on account on first come first served basis.
6. Corporate/Institutional members (i.e. other than individuals, HUF, NRI, etc.) are entitled to appoint authorised representatives to attend the AGM through VC/OAVM on their behalf and cast their votes through remote e-voting during the e-voting period and/or during the AGM. Corporate/ Institutional members are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote/attend AGM, to the Scrutinizer by e-mail at **mohitkamdar@yahoo.co.in** with a copy marked to National Securities Depositories Limited ("**NSDL**") (agency for providing the Remote e-Voting facility) at **evoting@nsdl.com** and the Company at **cs@hil.in**. They can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "**Upload Board Resolution/Authority Letter**" displayed under "**e-Voting**" tab in their login at e-voting portal.
7. **Dispatch of Annual Report through Electronic Mode:**
In compliance with the MCA Circulars and the Securities and Exchange Board of India ("**SEBI**") circular dated October 7, 2023 read with circular dated January 5, 2023, May 13, 2022, January 15, 2021 and May 12, 2020 (hereinafter referred to as "**SEBI Circulars**"), Notice of the 77th AGM along with the Annual Report for the financial year 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant/ Registrar and Share Transfer Agent of the Company. The Company shall send physical copy of the Annual Report for the financial year 2023-24 to those members who request for the same at **cs@hil.in** mentioning their Folio No./ DP ID and Client ID. Members may note that this Notice along with the Annual Report for the financial year 2023-24 will also be available on the website of the Company at **https://hil.in**, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at **www.bseindia.com** and **www.nseindia.com**, respectively and also on the website of NSDL at **www.evoting.nsdl.com**.
8. **Procedure for updating/registering email address and mobile numbers for receiving AGM Notice and Annual Report of the Company electronically:**
Members who have not registered their email id, may register the same with the Company/RTA by giving the details, viz, folio number/ DP ID & Client ID, e-mail address, mobile number, self-attested copy of PAN card

and Client Master copy (in case of electronic folio) / copy of share certificate (in case of physical folio) to RTA at **investor.relations@vccipl.com** or to the Company at **cs@hil.in** for limited purpose of receiving notice of 77th Annual General Meeting of the Company and Annual Report for FY 2023-24. Post successful registration of the email, the member would get soft copy of the Annual Report 2023-24 along with Notice of the AGM containing the procedure for e-voting along with the User ID and Password to enable casting of vote through remote e-voting or electronic voting at the AGM.

9. The Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, July 24, 2024 till Tuesday, July 30, 2024**, both days inclusive, for the purpose of AGM and for determining the entitlement of the Members for payment of final dividend for financial year 2023-24, if approved at the AGM.
10. **Payment of Final Dividend:** The dividend on Equity Shares, if declared at the AGM, will be paid, subject to deduction of tax at source, on or before August 22, 2024 to the Members whose names appear on the Company's Register of Members as on the close of business hours on Tuesday, July 23, 2024 ("**Cut-off Date**") and whose bank mandate are registered in the records of the Depository Participants/RTA.

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 November 17, 2023) has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature. Further, relevant FAQs published by SEBI on its website can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf. As mandated by the aforesaid SEBI circulars, the dividend, if any, payable by the Company, against your holdings is liable to be withheld if the KYC details are not updated against your holding.

Updation of Bank account details: Members who have not registered their Bank account details are requested to register the same by submitting the details viz. Name and Branch of the Bank in which you wish to receive the dividend, type of Bank Account, Bank Account Number allotted by their banks after implementation of Core Banking Solutions, 9 digit MICR Code Number, 11 digit IFSC Code and scanned copy of the cancelled cheque bearing the name of the first shareholder:

i) **For shares held in physical form:** to the Company/ RTA in prescribed Form ISR-1 and ISR-2 and other KYC documents pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/CIR/2023/169 dated October 12, 2023.

ii) **For shares held in electronic form:** to their Depository Participants.

11. **Tax Deduction at Source on Dividend:** Pursuant to Income-tax Act, 1961, as amended, the dividend income is taxable in the hands of members and therefore, the Company shall be required to deduct tax at source ('TDS') at the prescribed rates from dividend paid to members. For the prescribed rates for various categories, members are requested to refer to the Finance Act, 2020 and amendments thereof.

For Resident members, TDS shall be deducted under Section 194 of the Income-tax Act, 1961 @ 10% on the amount of Dividend declared and paid by the Company during the financial year 2024-25, provided PAN is provided by the member. If PAN is not submitted to the Company/RTA (in case shares are held in physical mode)/not updated in their demat account (in case shares are held in demat mode)/PAN is not linked with Aadhar, TDS would be deducted @ 20% as per Section 206AA of the Income-tax Act, 1961.

However, no TDS shall be deducted on the Dividend payable to a resident Individual if the total dividend received/to be received during the financial year 2024-25 does not exceed ₹ 5,000.

A resident individual member with PAN and who is not liable to pay income-tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source. Further, in terms of Section 206AB of the Income-tax Act, 1961, effective from July 1, 2021, TDS deducted shall be higher of the following i) Twice the rate specified in the relevant provision of the Income-tax Act; or ii) Twice the rate or rates in force; or iii) the rate of 5%, in case the person has not furnished the return of income for the assessment year relevant to the previous year immediately preceding the financial year in which tax is required to be deducted/collected, for which the time limit for furnishing the return of income under sub-section (1) of section 139 has expired and aggregate of tax deducted at source and tax collected at source in his case is rupees fifty thousand or more in the said previous year. It shall not be limited to TDS only on dividend income received by the member but will include all TDS transactions of the member during the relevant financial year.

Non-resident members can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No

Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits.

Members may submit the aforementioned documents by sending an email to RTA at **investor.relations@vccipl.com** or to the Company at **cs@hil.in** on or before Thursday, July 18, 2024 in order to enable the Company to determine and deduct appropriate tax. No communication on the tax determination/deduction shall be entertained post July 18, 2024. It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from the members, there would still be an option available with the members to file the return of income and claim an appropriate refund, if eligible.

Members may download the TDS certificate from the Income Tax Department's website **<https://www.incometax.gov.in/>** (refer to Form 26AS). If any member needs assistance in obtaining the TDS certificate, he/she may write to the Company at **cs@hil.in** or to RTA at **investor.relations@vccipl.com**.

12. Members are requested to address all correspondences, including for dividends, to the RTA of the Company, at:

Name	M/s. Venture Capital and Corporate Investments Pvt. Ltd
Address	"AURUM", Door No. 4-50/P-II/57/4F & 5F, Plot No.57, 4 th & 5 th Floors, Jayabheri Enclave Phase - II, Gachibowli, Hyderabad - 500 032
Email ID	investor.relations@vccipl.com
Land line no.	040-23818475/76
Website	www.vccipl.com

13. **IEPF related information:** Dividends, if not encashed for a period of 7 years, from the date of transfer to Unpaid/Unclaimed Dividend Account of the Company, are liable to be transferred to Investor Education and Protection Fund ('IEPF'). Further, the shares of a member who does not encash his/ her dividend for a continuous period of 7 years, are also liable to be transferred to the demat account of IEPF Authority as per procedure laid down under the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules").

Members who have not encashed their dividend paid by the Company so far up to and during the financial year ended March 31, 2024, may immediately approach the Company/RTA for claiming such dividend amount. Information in respect of the unclaimed dividend up to March 31, 2024, is uploaded on the website of the Company, **<https://hil.in>**.

Please note that the unpaid/unclaimed final dividend for the financial year 2016-17 shall become due to

transfer to IEPF on August 19, 2024 upon completion of seven years in terms of section 124(6) of the Act. The corresponding shares shall be transferred to relevant demat account of the IEPF Authority as per Rule 6 of the IEPF Rules, as amended. You are thus requested to claim the unclaimed dividend by sending a written application to RTA or to the Company's Registered/Corporate Office address along with requisite supporting documents as detailed in notice sent to the shareholders whose dividend and/or shares are liable to be transferred. The said application should reach the Company on or before August 9, 2024 so as to enable us to update the details and submit your request to the bankers to remit the said unclaimed dividend by NEFT. In case no claim is received with respect to the above dividend, the shares (whether held in physical or electronic form) will be transferred by the Company to the demat account of the IEPF Authority.

The Members whose unclaimed dividends and/or shares have been transferred to IEPF, may contact the Company or RTA and submit the required documents for issue of Entitlement Letter. The Members can attach the Entitlement Letter and other required documents and file the IEPF-5 form for claiming the dividend and/or shares available on **www.iepf.gov.in**. The procedure for claiming the shares from IEPF Authority is available on **<https://hil.in/wp-content/uploads/2022/11/Procedure-for-claiming-shares-unclaimed-dividend.pdf>**.

14. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at **<https://hil.in/wp-content/uploads/2024/05/Form-ISR-4.pdf>** and on the website of the Company's RTA, at **<https://www.vccipl.com/index.html>**. It may be noted that any service request can be processed only after the folio is KYC compliant.
15. **KYC updation for members:** SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 read with Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 had simplified norms for processing investor's service request by RTAs and for furnishing PAN, KYC and nomination details. For facilitating to update their aforesaid details, the Company has uploaded required forms - ISR1, ISR2, ISR3, ISR4, SH13 and SH14, on its website, **<https://hil.in>**.

Members can download the Forms, as applicable / required, fill in the details and send to the RTA of the Company for updating the details.

Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc, to their Depository Participants ("DPs") if the shares are held in demat form and to the Company/RTA in prescribed Forms, if the shares are held in physical form.

16. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("**ODR Portal**") for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website <https://hil.in/investor-relations/sebi-circulars/>.

17. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a demat account or alternatively, contact RTA to seek guidance for the demat procedure. Members may also visit website of depositories viz. National Securities Depository Limited viz. <https://nsdl.co.in/faqs/faq.php> or Central Depository Services (India) Limited viz. <https://www.cdslindia.com/investors/open-demat.html> for further understanding of the demat procedure.
18. **Procedure for inspection of documents:** The register of Directors and Key Managerial Personnel and their shareholding, register of contracts, certificate from the Secretarial Auditors on the implementation of ESOP Scheme and other relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the

date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to cs@hil.in.

19. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before July 18, 2024 by sending an e-mail to cs@hil.in. The same will be replied by the Company suitably. Please note that the shareholders' questions will be answered only if the shareholder continues to hold the shares as on the cut-off date, i.e., July 23, 2024.

20. **VOTING THROUGH ELECTRONIC MEANS AND ATTENDING THE AGM THROUGH VC/OAVM:**

- i. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 regarding e-Voting facility provided by Listed Entities, the Company is providing to its Members facility to exercise their right to vote on resolutions proposed to be passed at the AGM by electronic means ("**e-Voting**").
- ii. **Remote e-Voting:** Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("**remote e-Voting**"). The facility of casting the votes by remote e-Voting will be provided by NSDL.
- iii. The remote e-Voting period commences on **Friday, July 26, 2024, at 9:00 a.m. IST and ends on Monday, July 29, 2024 at 5:00 p.m. IST**. During this period, the Members, whose names appear in the Register of Members / Beneficial Owners as on Tuesday, July 23, 2024 ("**Cut-off date**") may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, July 23, 2024. The remote e-Voting module shall be disabled by NSDL for voting thereafter.
- iv. **Voting at the AGM:** Members who have not voted through remote e-Voting may avail the e-Voting facility provided in the AGM by NSDL. Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote through remote e-Voting are eligible to vote through e-Voting at the AGM. However, Members who have voted through remote e-Voting will be eligible to attend the AGM. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned for remote e-Voting.

- v. A Member shall opt for only one mode of voting, i.e., either through remote e-Voting or through e-Voting during the Meeting. If a Member cast's votes by both the modes, then voting done through remote e-Voting shall prevail.
- vi. The voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date, that is Tuesday, July 23, 2024.
- vii. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company shall be entitled to vote at the 77th AGM.
- viii. Once the vote on a resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
- ix. Members who have acquired shares of the Company after the dispatch of this Notice and holding shares as on the cut-off date / member who has forgotten the User ID and Password, may approach NSDL at evoting@nsdl.com, for issuance of User ID and Password for exercising their right to vote by electronic means as explained in e-Voting instructions. However, if he/she is already registered with NSDL for remote e-Voting then he/ she can use his/her existing User ID and Password for casting the vote. Individual members

holding securities in dematerialized mode may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for individual members holding securities in dematerialized mode."

x. **The instructions for remote e-Voting and joining the AGM are as under:**

A. **VOTING THROUGH ELECTRONIC MEANS:**

Process to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system.

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

1) ***Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode***

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for individual members holding securities in dematerialized mode is given below:

Type of members	Login Method
Individual members holding securities in dematerialized mode with NSDL	<p>A. NSDL IDeAS facility</p> <p>If you are already registered with IDeAS, follow the below steps:</p> <ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL. Open web browser and type the following URL: https://eservices.nsdl.com/ either on a computer or on a mobile. 2. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. 3. A new screen will open. You will need to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services under Value Added Services. 4. Click on "Access to e-Voting" appearing on the left-hand side under e-Voting services and you will be able to see e-Voting page. 5. Click on options available against Company name or e-Voting service provider-NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting and e-Voting during the meeting. <p>If you are not registered with IDeAS, follow the below steps:</p> <ol style="list-style-type: none"> 1. Option to register is available at https://eservices.nsdl.com. 2. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Please follow steps given in points 1-5 above. <p>B. E-Voting website of NSDL:</p> <ol style="list-style-type: none"> 1. Open web browser and type the following URL: https://www.evoting.nsdl.com/ either on a computer or on a mobile phone.

Type of members	Login Method
	<ol style="list-style-type: none"> Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will need to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL website wherein you can see e-Voting page. Click on options available against Company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and e-Voting during the meeting. <p>C. Shareholders/Members can also download NSDL mobile app "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;"> <div style="text-align: center; margin: 0 10px;">  <p>App Store</p>  </div> <div style="text-align: center; margin: 0 10px;">  <p>Google Play</p>  </div> </div>
Individual members holding securities in dematerialized mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon login, you will be able to see the e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against Company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and e-Voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

II) Login method for e-Voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

How to Log-in to NSDL e-voting website?

- Visit the e-Voting website of NSDL. Open web browser by clicking the URL: **<https://www.evoting.nsdl.com/>** either on a computer or on a mobile.
- Once the home page of e-voting system is launched, click on the icon **"Login"** which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, Password/OTP and a verification code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can login at **<https://eservices.nsdl.com/>** with your existing IDeAS login. Once you login to NSDL eservices after using your login credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

- Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a. For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example: If your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****
b. For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example: If your Beneficiary ID is 12***** then your User ID is 12*****
c. For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example: If EVEN is 123456 and folio number is 001*** then User ID is 123456001***

- If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL in your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file.
 - The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - In case you have not registered your e-mail address with the Company/ Depository, please follow instructions mentioned in this Notice.
- Password details for members, other than Individual members, are given below:
 - If you are already registered for e-Voting, then you can use your existing Password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your Password.
 - How to retrieve your 'initial password'?

- vi. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "Forgot User Details/ Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on **www.evoting.nsdl.com**.
 - b. Click on "Physical User Reset Password?" (If you are holding shares in physical mode) option available on **www.evoting.nsdl.com**.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at **evoting@nsdl.co.in** mentioning your demat account number/ folio number, PAN, name and registered address.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
- vii. After entering your password, tick on agree to "Terms and Conditions" by selecting on the check box.
- viii. Now, you will have to click on "Login" button.
- ix. After you click on the "Login" button, home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically and join AGM on NSDL e-Voting system?

- i. After successful login at Step 1, you will be able to see all the companies "**EVEN**" in which you are holding shares and whose voting cycle and general meeting is in active status.
- ii. Select "**EVEN**" of Company, for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- iii. Now you are ready for e-Voting as the voting page opens.
- iv. Cast your vote by selecting appropriate options i.e. assent or dissent, verify or modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- v. Upon confirmation, the message "Vote cast successfully" will be displayed and you will receive a confirmation by way of a SMS on your registered mobile number.

- vi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- vii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General guidelines for members

- i. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to upload their Board Resolution/ Power of Attorney / Authority Letter by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab on this screen or send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to **mohitkamdar@yahoo.co.in** with a copy marked to **evoting@nsdl.com** and **cs@hil.in**.
- ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on **https://www.evoting.nsdl.com** to reset the Password.
- iii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for shareholders available at the download section of **www.evoting.nsdl.com** or call on 022 - 4886 7000 or send a request to Mr. Amit Vishal, Asst. Vice President-NSDL or Mr. Sanjeev Yadav, Assistant Manager-NSDL at **evoting@nsdl.com** or contact at NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013.

PROCESS FOR THOSE MEMBERS WHOSE EMAIL-IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E-MAIL-IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

- a. In case shares are held in physical mode please provide Folio no., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) by email to RTA email ID **investor.relations@vccipl.com** or to the Company's email id **cs@hil.in**.

- b. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to RTA email ID **investor.relations@vccipl.com** or to the Company's email id **cs@hil.in**. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
- c. Alternatively, shareholder/members may send a request to **evoting@nsdl.com** for procuring user id and password for e-voting by providing above mentioned documents.

B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- i. Members will be able to attend the AGM through VC/OAVM through the NSDL e-Voting system. After successful login, you can see VC/OAVM link placed under Join meeting menu against the Company name. This link will be enabled 30 minutes before the schedule time of AGM. **You are requested to click on VC/OAVM link placed under "Join Meeting" menu.** Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice. Further, members can also use the OTP based login for logging into the e-Voting system of NSDL.
 - ii. Members are encouraged to join the AGM through Laptops/computers for better experience and use internet with a good speed to avoid any disturbance during the AGM.
 - iii. Please note that members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
 - iv. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM.
 - v. Members who need assistance before or during the meeting, can contact NSDL on **evoting@nsdl.com** or call on toll free No: **022 - 4886 7000** or send a request to **Mr. Amit Vishal, Asst. Vice President-NSDL or Mr. Sanjeev Yadav, Assistant Manager-NSDL at evoting@nsdl.com**.
 - vi. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker shareholder by sending request from their registered e-mail address mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at **cs@hil.in by July 23, 2024 (5:00 pm IST)**. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for speaking, depending on the availability of time for the AGM.
 - vii. Further members, who have registered themselves as a speaker shareholder, will be required allow camera and use internet with a good speed to avoid any disturbance during the meeting.
21. The Board of Directors of the Company has appointed Mr. Mohit Gurjar, (CP No. 18644 and Membership No. 20557) of M/s. P.S. Rao & Associates, Company Secretaries, as the Scrutiniser to scrutinise the e-Voting process before and during the AGM in a fair and transparent manner.
 22. The Scrutiniser shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and votes cast prior to AGM) and make a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or any officer of the Company so authorised by the Board.
 23. The results shall be declared along with the Scrutiniser's report within 2 working days from the conclusion of AGM and shall be placed on the website of the Company **https://hil.in** and on the website of NSDL at **www.evoting.nsdl.com** immediately. The Company shall simultaneously communicate the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The recorded transcript of the 77th AGM shall also be made available on the website of the Company **https://hil.in** in the Investor Relation section, as soon as possible after the AGM is over.
 24. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of AGM, i.e., Tuesday, July 30, 2024.

EXPLANATORY STATEMENT

As required under Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4, 5 and 6 of the accompanying Notice:

Item No. 4:

The Board of Directors on the recommendation of the Nomination and Remuneration cum Compensation Committee ("NRC") at its meeting held on May 7, 2024 approved the appointment of Prof. Janat Shah (DIN: 01625535) as an Additional (Independent) Director of the Company, for a period of 5 (five) years commencing from May 7, 2024 up to May 6, 2029, subject to approval of the Members by way of special resolution.

Pursuant to the provisions of Section 161 of the Act, Prof. Shah will hold office up to the date of ensuing Annual General Meeting. Further, in terms of Regulation 17(1)(c) of SEBI Listing Regulations, approval of members of the Company is required to be obtained for appointment of a Director, at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

In terms of the applicable provisions of the Act and the SEBI Listing Regulations, the Company has received requisite disclosures/declarations from Prof. Shah, including (i) consent to act as a Director under Section 152 of the Act in Form DIR-2; (ii) declaration under Section 164 of the Act in Form DIR-8 to the effect that he is not disqualified from being appointed as a Director; (iii) declaration that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority; (iv) declaration of independence under Section 149(7) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations; (v) declaration that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his/her duties (vi) disclosure of interest under Section 184(1) of the Act in Form MBP-1; and all other necessary information/declarations. Prof. Shah has also confirmed that he has complied with Rule 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

The Company has also received notice in writing under Section 160 of the Act from a member proposing the candidature of Prof. Shah for the office of Independent Director of the Company.

Further, in the opinion of the NRC and the Board, Prof. Shah possess the requisite skills and capabilities required for the role of an Independent Director of the Company, considering his qualifications and expertise.

Prof. Janat Shah is the founding director and professor of Operations Management at IIM Udaipur. He is a mechanical engineer from the Indian Institute of Technology, Mumbai and has obtained his Fellow in Management from the Indian

Institute of Management Ahmedabad. Before joining IIM Udaipur, Prof. Shah has been with IIM Bangalore as a faculty of operations management for almost 20 years. He is a leading authority in the fields of Supply Chain Management and Operations Strategy. His book titled Supply Chain Management - text & cases has been used in MBA and executive MBA courses at IIM Udaipur, IIM Bangalore as well as at numerous other business schools throughout India. He has also published extensively in national and international journals. He currently holds a position of special professor at Nottingham University. Recipient of several teaching awards, Prof. Shah has consulted with and been responsible for management education programs for executives in various large corporates.

In conformity with the Company's Nomination, Remuneration & Evaluation Policy, Prof. Shah will be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof of which membership, if any, is held by him, reimbursement of expenses for participation in the meetings and also commission on an annual basis, of such sum as may be recommended by the NRC and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder.

The terms and conditions of the appointment of Independent Directors are uploaded on the website of the Company at <https://hil.in/investor-relations/letter-of-appointments-terms-of-independent-director/> and would also be made available for inspection to the Members of the Company as per the details mentioned in the notes of this Notice.

Prof. Shah is not related to any other Director or Key Managerial Personnel of the Company or relatives of the Directors or Key Managerial Personnel of the Company.

Except Prof. Shah and his relatives, to the extent of his resolution, none of the other Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in the resolution set out at item no. 4.

The Board of Directors of the Company recommends the resolution set forth at Item no. 4 of the accompanying Notice, for the approval of the shareholders as special resolution.

Additional details as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

Item No. 5:

The shareholders, on April 4, 2023, by way of an ordinary resolution, approved the appointment of Mr. Akshat Seth

(DIN 10039820) as the Chief Executive Officer (CEO) & Key Managerial Personnel (KMP) with effect from February 1, 2023 and as the Managing Director (MD) with effect from February 11, 2023 for a term of five (5) years along with payment of managerial remuneration which includes salary, allowances, perquisites and other benefits, retiral, variable pay and long term cash and stock incentives as per Company's Scheme for the said period in terms of the provisions of section 196, 197 read with the Schedule V of the Companies Act 2013 (**"the Act"**). In line with the terms and conditions approved by the shareholders vide resolution dated April 4, 2023, during the financial year 2023-24, the Nomination and Remuneration cum Compensation Committee (**"NRC"**) recommended grant of long term incentive, payable in cash as well as by way of stock options to Mr. Akshat Seth, under the long term incentive plans of the Company and the same was approved by the Board.

Accordingly, based on the review of the performance of the Company as well of Mr. Akshat Seth, NRC at its meeting held on May 7, 2024 recommended for payment of performance linked variable pay of ₹ 201.18 lakh and 1st tranche of long-term cash incentive of ₹ 126.00 lakh to Mr. Akshat Seth, MD & CEO, as part of his remuneration for the financial year 2023-24. With the said payments, the aggregate amount of remuneration paid/payable to Mr. Akshat Seth, for the financial year 2023-24 would exceed the limits i.e. 5% of the net profits of the Company calculated as per Section 198 of the Act, as stipulated under the provisions of section 197 of the Act, but shall be within a limit of 8% of the net profits of the Company for the financial year 2023-24. Please note that the said payment of variable pay and long-term incentive is within the terms as approved earlier by NRC, the Board and the shareholders at the time of his appointment. Also, it is pertinent to note that there is no rupee increase in the remuneration being paid by the Company, and the remuneration remains aligned with the amount approved to be paid to Mr. Akshat Seth for his role as MD & CEO and the

breach in the limit is on account of the profit element of the Company for the financial year 2023-24.

Further, as per the provisions of Section 197 and other applicable provisions of the Act read with Schedule V thereof and the Rules made thereunder, the maximum managerial remuneration payable to the managing director in respect of any financial year may exceed 5% of the net profits of the Company, calculated as per Section 198 of the Act, provided the same is approved by the members of the Company by way of a special resolution. For the purpose of assessing the proportion of the remuneration to the net profits of the Company, all elements of remuneration package as stated above have been taken into consideration.

In view of the above, on recommendation of NRC, the Board of Directors at its meeting held on May 7, 2024, proposed to increase the limit of managerial remuneration in excess of 5% of the net profits of the Company, calculated as per Section 198 of the Act, up to a limit of 8% of the net profits of the Company for the financial year 2023-24, subject to approval of shareholders by passing the special resolution as appended in this notice in terms of the provisions of section 197 read with Schedule V of the Companies Act, 2013.

The information as required by second proviso of Paragraph B of Section-II of Part-II of Schedule V of the Companies Act, 2013, is given below:-

I. General Information:

(1) Nature of industry

HIL Limited is engaged in business of manufacturing and sale of Fiber Cement, Humid Cure Roofing Sheets, Autoclaved Aerated Concrete Blocks (Fly Ash Blocks), Fiber Cement Board and Panels and a wide range of plumbing solutions, including CPVC, UPVC, Column Pipes, SWR and Pressure Pipes & Fittings ideal for household, industrial, and commercial applications; and Wall Care Putty.

- (2) **Date of commencement of commercial production:** June 23, 1955
- (3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not applicable
- (4) **Financial performance based on given indicators (on standalone basis):**

Particulars	(₹ in crore)		
	2023-24	2022-23	2021-22
Total income	2,266.76	2,187.73	2,005.45
Earnings Before Interest, Depreciation, Amortization & Tax	174.53	228.37	306.63
Profit Before Tax and Exceptional items	95.82	163.68	248.31
Profit after tax for the year	102.98	130.10	185.83
Basic Earnings Per Share (₹)	136.59	172.95	247.73

(5) Foreign investments or collaborations, if any.

The Company has below overseas subsidiaries/ joint venture:

S. No.	Legal name of the entity	Relationship	Country of incorporation and Date	Full address
1	HIL International GmbH	Subsidiary (Wholly Owned Subsidiary)	Germany, 03.07.2018	Millenkamp 7-8, 48653 Coesfeld, Germany
2	Parador Holding GmbH	Step Down Subsidiary (WOS to HIL International GmbH)	Germany, 20.06.2016	Millenkamp 7-8, 48653 Coesfeld, Germany
3	Parador GmbH	Step Down Subsidiary (WOS to Parador Holding GmbH)	Germany, 21.09.2015	Millenkamp 7-8, 48653 Coesfeld, Germany
4	Parador Parkettwerke GmbH	Step Down Subsidiary (WOS to Parador GmbH)	Austria, 10.04.1998	Wiener Strasse 66, 7540 Güssing, Austria
5	Parador (Shanghai) Trading Co. Ltd.	Equity Joint venture (50%) of Parador GmbH and (50%) Horgus Oriental Glamour Co., Ltd	Republic of China, 08.08.2018	Room 1006, Floor 10, No 233 Taicang Road, Huangpu District, Shanghai Municipality, the People's Republic of China
6	Parador UK Limited	Step Down Subsidiary (WOS to Parador GmbH)	England and Wales, 13.07.2022	C/o Rodl & Partner Legal Ltd 170 Edmund Street Ground Floor, Birmingham, United Kingdom B3 2HB

II. Information about the appointee:

(1) Background details

Mr. Akshat Seth (DIN: 10039820), aged 45 years, holds Bachelor's and Master's Degree in Chemical Engineering from Indian Institute of Technology (IIT), Delhi and Master of Business Administration (MBA) from Indian Institute of Management (IIM), Calcutta.

Akshat has over two decades of proven track record of scaling up and transforming businesses and building high performing teams. His sharp, strategic mindset and an eye for operational excellence has helped him create and unlock value across multiple industry segments in India, Europe and the Middle east.

He joined CK Birla Group in 2014 to lead the Office of Growth & Strategy driving strategy, M&A and new business development across all group companies. In this role, he worked closely with the business leadership teams for strategy formulation, performance tracking and driving special improvement projects. He has been instrumental in driving the growth plans for the Company, both organic and inorganic. Under his leadership, the Company has acquired Crestia Polytech Pvt. Ltd. and its group companies, which further enhanced HIL's brand strength in pipes & fittings in several key markets. The acquisition not only doubles Company's revenue of Pipes & Fittings business but also immediately enhances our production capacity three-fold, especially in the strategically important Eastern region.

Also, Mr. Akshat has been associated with CK Birla Healthcare Pvt. Ltd. as Vice Chairman and was instrumental in conceptualizing and scale up of the brand of CK Birla Hospitals and chain of fertility clinics - Birla Fertility & IVF as well to foray in Digital Health within the CK Birla Healthcare platform.

(2) Past remuneration (p.a.)

Mr. Akshat Seth was appointed as the Chief Executive Officer (CEO) & Key Managerial Personnel (KMP) with effect from February 1, 2023 and as the Managing Director (MD) with effect from February 11, 2023 of HIL Limited and was paid remuneration for part of the year 2022-23, hence not applicable.

(3) Recognition or awards

Under the leadership of Mr. Akshat Seth as MD & CEO, the Company was awarded several prestigious awards including the following prominent awards earned during the financial year 2023 -24:

► Super Brand Award 2023

Super brands, a global organisation present in 90 countries recognises, showcases and pays tribute to the best brands in each country. This powerful endorsement provides evidence of brands' exceptional status for existing and potential customers. "Charminar" and "Birla Aerocon" have been the recipients of this prestigious award this year as well.

► **The Economic Times Best Brands**

"Charminar" and "Birla Aerocon" awarded as Best Brands 2023 by The Economic Times in Roofing Building Materials 2023. This is a testimony of our continued efforts to engage with our customers, where people increasingly believe in interacting with a brand, and the legacy of CK Birla Group makes it the best brand that is built around trust and its customer-centric approach.

► **Brand of the Year by Realty+**

"Charminar" and "Birla Aerocon" brands are honoured as Brand of the Year at 8th Realty+ INEX Interior & Exterior Conclave Excellence Awards 2024. This award is an recognition for exemplary performance and achievement, contribution to making a positive difference in the Indian real estate industry and outstanding leadership in the market.

'Brand of the Year - Wall Finishes', 'Brand of the Year - Construction Chemicals' for Birla HIL Putty and Construction Chemicals at 8th Realty+ INEX Awards 2023, realty industry awards and conclave. These Awards recognized **BIRLA HIL Putty and Construction Chemicals** for its 'exemplary performance and achievement'.

Charminar and **BIRLA HIL Pipes** were adjudged as the '**Most Trusted Brands**' for 2024. These awards from Team Marksmen recognizes the trust and quality standards of Charminar roofing sheets and Birla HIL Pipes.

BIRLA HIL Pipes was awarded as '**Most Trusted Brands of India**' for 2024-25. Awarded on the basis of extensive market research, expert analysis and an attribute-based qualitative research approach, it is a distinctive recognition for the Company.

► **Sustainable Organisations 2023**

HIL is recognised as Sustainable Organisations 2023 by The Economic Times for net zero initiatives.

► **Great Place to Work, 2024**

HIL has been certified as a Great Place to Work for the sixth time in a row for the year 2024-25 with an outstanding trust index score of 94. The Company is ranked amongst:

- Great Place To Work®, India; re-certified from March 2024 to March 2025
- Top 25 | India's Best Workplaces™ in Manufacturing 2024

- Top 50 | Large India's Best Workplaces Building a culture of Innovation by All 2024
- India's Best Companies to Work for 2023: Top 50 - Ranked at 27
- Top 50 | India's Best Workplaces™ for Millennials, 2023
- Best in industry: Cement & Building Materials, 2023

(4) **Job profile and suitability**

Please refer point no. 1 under the above heading "Information about the appointee".

(5) **Proposed Remuneration:** Remuneration paid/payable for the financial year 2023-24 under consideration:

Particulars	Per Month (₹)	Per Annum (₹)
Basic Salary	18,00,000	2,16,00,000
Allowances and perquisites:		
Special Allowance	11,95,420	1,43,45,040
Leave Travel Allowance	1,50,000	18,00,000
Other Allowances/ Perquisites	27,000	3,24,000
Gross Salary	31,72,420	3,80,69,040

In addition to the above, Mr. Akshat Seth was entitled to:

- i. House Rent Allowance of ₹ 9,00,000/- (Rupees Nine Lakh only) per annum.
- ii. Annual performance linked variable pay of ₹ 2,01,17,828/- (Rupees Two Crore One Lakh Seventeen Thousand Eight Hundred Twenty Eight only) being 77% of the eligible amount, as decided by the NRC/Board basis the performance of the Company and achievement of agreed targets.
- iii. Long-term cash incentive of ₹ 1,26,00,000/- (Rupees One Crore Twenty Six Lakh only) (1st Tranche) as per the Long-term Cash Incentive Plan 2023 of the Company, as decided by the NRC/Board on basis the performance of the Company and achievement of agreed targets.
- iv. Provident Fund and Gratuity as per Company Rules.
- v. Chauffer driven Company maintained car.
- vi. Medical Insurance and Personal Accidental Insurance Coverage under the Group Medclaim Insurance Scheme and Group

- Personal Accidental Insurance Scheme as applicable to employees of the Company from time to time.
- vii. Encashment of leave at the end of the year / tenure / cessation of service / retirement, as per the applicable rules of the Company.
- viii. Reimbursement of Mobile handset, telephone connection and broad band connection at residence and the expenses towards its usage at actuals as per the applicable rules/policy of the Company.
- ix. Perquisites arising on account of exercise of options as granted under the HIL Limited Employee Stock Option Scheme 2023.
- x. Appointment will be terminable by either party by giving three months' notice or salary in lieu thereof.
- Subject to as aforesaid, the Managing Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.

(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

Name of the Company	Everest Industries Limited		Ramco Industries Limited		Visaka Industries Limited	
Particulars	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23
Revenue	1361	1645	1184	1310	1416	1647
Profit Before tax	67	47	160	104	161	74
MD & CEO remuneration	3.19	3.43	8.26	5.16	8.83	3.94

Considering the turnover of the Company and the experience and responsibilities of Mr. Akshat Seth, the remuneration paid/payable to him is reasonable and in line with remuneration levels in industry.

(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.

Except the remuneration and perquisites as stated above, Mr. Akshat Seth has no direct or indirect pecuniary relationship with the Company or managerial personnel. Further, he does not hold any shares in the Company.

(b) There have been continuous efforts to manage the cost and profitability through improved contribution margins driven by lower raw material and freight costs and sourcing excellence.

(c) The Company is employing various means to reduce the impact of rising costs through building long-term partnerships with its suppliers, reducing the risk of price fluctuations. The Company has mapped and developed its extensive vendor base globally to insulate itself from any geopolitical instability. The Company has built a global network of suppliers that allows global diversification of supply sources and unhindered logistical movement of its inventory. Several other cost saving initiatives and operational improvements have been executed.

(d) The workforce contributes extensively to the growth of the Company. The Company has invested in infrastructure to ensure incident-free working environment and mitigate occupational hazards.

(e) The acquisition of Crestia Polytech Pvt. Ltd. and its group companies, has further enhanced Company's brand strength in pipes & fittings business in several key markets. The acquisition offers immense growth potential.

III. Other information

(1) Reasons of loss or inadequate profits

During the year under review, the Company registered a revenue growth of 3.5% however, Profit before tax declined by 41% as compared to previous year mainly due to pricing pressure which emanated from intensifying competition in all categories and significant increase in cost of raw material viz. fibre, cement and volatility in resin prices. Further, interest cost for the financial year 2023-24 has increased due to rise in borrowing cost.

(2) Steps taken or proposed to be taken for improvement

(a) The Company is leveraging its expertise and experience and investing continuously to build strong momentum towards growth and expansion of its business. During the year, the Company also took significant steps in building an organization for future by rejuvenating the leadership team, moving towards a digital-led way of working and building a culture of excellence.

(3) Expected increase in productivity and profits in measurable terms

The Government's increasing focus on modernising and further strengthening the country's infrastructure, will have a significantly positive impact on the building materials sector as the construction activity gathers pace across segments. Further, with the above initiatives and many more, it is expected that the profitability in the coming year is likely to improve.

Mr. Seth along with his relatives does not hold any shares in the Company nor has any relationship with any of the Directors or Key Managerial Personnel of the Company. Mr. Seth has been granted 36,603 stock options convertible into equivalent number of equity shares of the Company on or after July 17, 2024 to the extent of 14,641 stock options and remaining 21,962 stock options on or after April 1, 2025, as and when exercised by him in terms of the Employees Stock Option Scheme 2023.

Mr. Seth is directly concerned and interested in this resolution, as it relates to his remuneration. Except Mr. Seth, no other Director or Key Managerial Personnel of the Company and their relatives are in any way, either financially or otherwise, concerned or interested in the proposed resolution.

The Board recommends the special resolution set forth at Item no. 5 of the Notice for the approval of the members.

Item No. 6:

As per the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Board of Directors of the Company, at its meeting held on May 7, 2024 based on the recommendation of the Audit Committee, appointed M/s. S.S. Zanwar &

Associates, Cost Accountants in Practice (Firm Registration No. 100283), as Cost Auditors of the Company to conduct audit of its cost records for the financial year 2024-25, at a remuneration of ₹ 8 lakh (Rupees Eight Lakhs only) plus other applicable taxes and actual travel, stay, conveyance and other miscellaneous expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditors must be ratified by the Members of the Company. Accordingly, the consent of the members is sought for passing an ordinary resolution as set out at Item no. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2025.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, either financially or otherwise, in the said resolution.

The Board of Directors, in the interest of the Company, recommends the Ordinary Resolution set out at Item no. 6 of the Notice for approval by the shareholders.

By the order of the Board
HIL Limited

Nidhi Bisaria

Company Secretary
 Membership No.: F5634

Place: New Delhi
 Date: May 7, 2024

Details of Directors seeking appointment/re-appointment pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings.

Name of the Director	Mr. Chandrakant Birla	Prof. Janat Shah
Director Identification Number (DIN)	00118473	01625535
Age	69 years	65 years
Qualification	Graduation - Bachelor of Arts	Mechanical Engineer from Indian Institute of Technology, Mumbai and Fellow in Management from the Indian Institute of Management Ahmedabad
Date of first appointment on the Board of the Company	February 4, 1980	May 7, 2024
Nature of expertise in specific functional area	He is an Indian industrialist having rich business experience since 1978 and is a philanthropist. He is the Chairman of the CK Birla Group of Companies. CK Birla group is a conglomerate operating across home & building products, automotive & technology, healthcare and education etc.,	He is a leading authority in the fields of Supply Chain Management and Operations Strategy. His expertise includes design and develop decision-support systems for supply chain management.
Remuneration last drawn (Sitting fee and Commission for FY 2023-24)	₹ 10 lakh as sitting fee and ₹ 45 lakh as commission for FY24.	Not applicable
Remuneration proposed to be paid	Directors are entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof of which membership, if any, is held by them, reimbursement of expenses for participation in the meetings and also commission on an annual basis, of such sum as may be recommended by the NRC and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder.	
Number of Board meetings of the Company attended during the financial year 2023-24	8 (Eight) out of 8 (Eight) meetings	Not applicable
Directorships held in other Indian Public Limited Companies	<ol style="list-style-type: none"> Orient Cement Limited Orient Electric Limited Birlasoft Limited Orient Paper and Industries Limited National Engineering Industries Limited AVTEC Limited Neosym Industry Limited 	<ol style="list-style-type: none"> Secure Meters Limited
Memberships/ Chairmanships of Committees of Board of Indian Public Limited Companies in which he/she is a Director	<ol style="list-style-type: none"> HIL Limited <ol style="list-style-type: none"> Nomination and Remuneration cum Compensation Committee - Member Orient Electric Limited <ol style="list-style-type: none"> Nomination & Remuneration Committee- Member Orient Cement Limited <ol style="list-style-type: none"> Nomination & Remuneration cum Compensation Committee- Member Implementation Committee- Member Fund Raising Committee- Member Employee Stock Option Allotment Committee- Member 	<ol style="list-style-type: none"> Secure Meters Limited <ol style="list-style-type: none"> Audit Committee - Member Nomination and Remuneration Committee - Member HIL Limited <ol style="list-style-type: none"> Audit Committee - Member Risk Management Committee - Member Corporate Social Responsibility Committee - Member

Name of the Director	Mr. Chandrakant Birla	Prof. Janat Shah
	4. Birlasoft Limited a. Stakeholder Relationship Committee - Chairman 5. National Engineering Industries Limited a. Nomination & Remuneration Committee- Member	
Listed entities from which he has resigned in the past three years	Nil	Prof. Shah ceased to be an Independent Director of Orient Cement Limited on account of completion of his term w.e.f. April 30, 2024.
Number of shares held in the Company including as a beneficial owner	51,376 equity shares of ₹10/- each.	Nil
Relationships between Directors inter-se or Manager and other Key Managerial Personnel of the Company	Spouse of Ms. Amita Birla , a Non-Executive Director of the Company.	No

Notes

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