

## PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name and Address of the Shareholder(s) .....

E-mail id : ..... Folio No./DP ID & Client ID : .....

I/We being the member(s) of ..... Shares of HIL Limited, hereby appoint.

1. Name : ..... Email id : .....

Address : .....

Signature : .....

Or failing him/her

2. Name : ..... Email id : .....

Address : .....

Signature : .....

Or failing him/her

3. Name : ..... Email id : .....

Address : .....

Signature : .....

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Sixty Ninth Annual General Meeting of the company at Asbestos Centre, Road No. 13, Banjara Hills, Hyderabad -500 034, Telangana at 3.00 pm on Thursday, 28th July, 2016 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution number	Resolution	Vote (optional see note 3) (please mention no of shares)		
		For	Against	Abstain
<b>Ordinary Business:</b>				
1.	To receive, consider and adopt:			
	a. the Audited Financial Statements of the Company for the financial year ended 31st March, 2016, together with the reports of the Board of Directors and Auditors thereon.			
	b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2016, together with the Report of the Auditors thereon.			
2.	To declare final dividend of ₹ 10/- per Equity Share and to confirm the interim dividend of ₹ 7.50/- per Equity Share already paid on 74,62,563 Equity Shares of ₹ 10/- each for the financial year 2015-16.			
3.	To appoint a director in place of Mr CK Birla (DIN 00118473), who retires by rotation and, being eligible, offers himself for re-election.			
4.	To ratify appointment of M/s. S R Batliboi & Associates LLP., Chartered Accountants, (ICAI Firm Registration Number: 101049W/E300004) as Statutory Auditors.			
<b>Special Business:</b>				
5.	To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2017.			
6.	To approve the payment of commission to Non-Executive Directors of the Company.			

Signed this ..... day of ..... 2016

Signature of Shareholder ..... Signature of Proxyholder(s) .....

Affix  
Revenue  
Stamp

**NOTES:**

- This form in order to be effective should be duly completed and deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.
- Those members who have multiple folios with different joint holders may use copies of this Proxy.
- It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.