

NEAPS/BSE ONLINE

20th December, 2019

The Corporate Relationship Dept.,
BSE Ltd.,
Phiroze Jeejeebhoy Towers,
1st Floor, New Trading Ring
Rotunda, Dalal Street,
Mumbai - 400 001

The Secretary,
National Stock Exchange of India Ltd.,
Exchange Plaza, 5th Floor,
Plot No. C/1, G-Block
Bandra-Kurla Complex,
Bandra (E), Mumbai - 400 051

Dear Sir/Madam,

Sub: Declaration of Results of Postal Ballot and Scrutinizer's Report under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

With reference to our earlier intimation vide letter dated 20th November, 2019 regarding dispatch of notice of Postal Ballot, we would like to inform you that Mr. Pravin Kumar Drolia, Practicing Company Secretary, Proprietor of M/s. Drolia & Company, Kolkata, who was appointed as Scrutinizer by the Board of Directors of the Company in their meeting held on 4th November, 2019 for conducting the Postal Ballot process, has submitted his report dated 20th December, 2019. Pursuant to the Scrutinizer's Report, the Members of the Company have duly approved the Resolutions as stated in the Postal Ballot Notice dated 4th November, 2019 with requisite majority.

We are enclosing herewith the statement containing details of voting results in the format prescribed under Regulation 44 of Listing Regulations along with the Scrutinizer's Report. The same is also uploaded on the Company's website i.e. www.hsilgroup.com.

Kindly take above information on your record.

For **HSIL Limited**


(Pulkit Bhasin)
Company Secretary

Name: Pulkit Bhasin
Address: 301-302, 3rd Floor, Park Centra, Sector-30, NH-8, Gurugram-122001
Membership No. 27686

HSIL Limited

Corporate Office: 301-302, 3rd Floor, Park Centra, Sector-30, NH 8, Gurugram, Haryana-122 001, India. T. +91 124 477 9200
Registered Office: 2, Red Cross Place, Kolkata-700001, West Bengal, India. T. +91 33-22487407/5668

hsilinvestors@hsilgroup.com | www.hsilgroup.com | CIN: L51433WB1960PLC024539

HSIL LIMITED

Details of Voting Results, pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the Resolutions as set out in the Postal Ballot Notice dated 4th November, 2019 and passed by the Members of the Company by means of Postal Ballot including remote e-voting on 19th December, 2019 duly declared by the Company on 20th December, 2019 at 2.00 P.M. at the Registered Office of the Company at 2, Red Cross Place, Kolkata- 700 001

Date of declaration of Postal Ballot Results	20th December, 2019
Total number of shareholders on record date i.e. 8th November, 2019	35,369
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: Public:	NOT APPLICABLE
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group: Public:	NOT APPLICABLE

Agenda No. 1

Alteration of the Object Clause of the Memorandum of Association of the Company

Resolution Required : (Ordinary/Special)							Special	
Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	3,56,72,819	3,56,72,819	100.00	3,56,72,819	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		3,56,72,819	100.00	3,56,72,819	-	100.00	-
Public-Institutions	E-voting	1,28,57,240	1,02,16,890	79.46	1,02,16,890	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		1,02,16,890	79.46	1,02,16,890	-	100.00	-
Public-Non Institutions	E-voting	2,37,66,336	38,87,556	16.36	38,84,299	3,257	99.92	0.08
	Postal Ballot		12,736	0.05	12,565	171	98.66	1.34
	Total		39,00,292	16.41	38,96,864	3,428	99.91	0.09
Total		7,22,96,395	4,97,90,001	68.87	4,97,86,573	3,428	99.99	0.01

Agenda No. 2

Approval for Related Party Transactions with Brilloca Limited

Resolution Required : (Ordinary/Special)							Ordinary	
Whether promoter/ promoter group are interested in the Agenda/resolution							Yes	
Category	Mode of Voting	No. of shares held	No of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	3,56,72,819	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Institutions	E-voting	1,28,57,240	1,02,16,890	79.46	1,02,16,890	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		1,02,16,890	79.46	1,02,16,890	-	100.00	-
Public-Non Institutions	E-voting	2,37,66,336	38,87,556	16.36	38,86,360	1,196	99.97	0.03
	Postal Ballot		12,736	0.05	12,520	216	98.30	1.70
	Total		39,00,292	16.41	38,98,880	1,412	99.96	0.04
Total		7,22,96,395	1,41,17,182	19.53	1,41,15,770	1,412	99.99	0.01

For HSIL LIMITED

[Signature]
Company Secretary

DROLIA & COMPANY
(Company Secretaries)
9, Crooked Lane, Kolkata - 700069
Mobile: 9831196869; Email : droliapravin@yahoo.co.in

Report of Scrutinizer

[Pursuant to Sections 110 & 108 of the Companies Act, 2013 read with Rules 22 & 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Chairman and Managing Director,
HSIL LIMITED
CIN: L51433WB1960PLC024539
2 Red Cross Place,
Kolkata-700 001

Dear Sir,

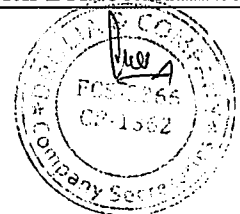
Sub: Consolidated Scrutinizer's Report on remote e-voting and voting by means of Postal Ballot Forms on the Resolutions set out in the Postal Ballot notice dated 4th November, 2019 of M/s. HSIL Limited

I, Pravin Kumar Drolia, (FCS No. 2366 & CP 1362) Proprietor of M/s. Drolia & Company, Company Secretaries, Kolkata, was appointed as the Scrutinizer, by the Board of Directors of M/s. **HSIL Limited** ("the Company") in their meeting held on 4th November, 2019, in terms of the provisions of Sections 110 and 108 of the Companies Act, 2013 ("Act") read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) for the purpose of Scrutinizing and ascertaining the results of voting by electronic means i.e. remote e-voting and voting through Physical Ballot Forms in a fair and transparent manner in respect of the following resolutions set out in the Postal Ballot notice of the Company dated 4th November, 2019.

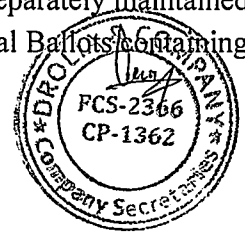
Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to the Postal Ballot process on the resolution set out in Postal Ballot notice dated 4th November, 2019. My responsibility, as a scrutinizer for Postal Ballots and e- voting process is restricted to the extent of ascertaining requisite votes cast i.e. "in Favour" or "Against" the resolution mentioned in the aforesaid Postal Ballot notice.

Resolution Number	Type of Resolution	Particulars
1.	Special Resolution	Alteration of the Object Clause of the Memorandum of Association of the Company
2.	Ordinary Resolution	Approval for Related Party Transactions with Brilloca Limited

1. I submit my report as under:



- 1.1. The Company had completed the dispatch of notice dated 4th November, 2019 along with Postal Ballot forms and self-addressed pre-paid stamped envelopes through permitted mode (physical and electronically as the case may be) on 19th November, 2019, to those Members whose names were appeared on the Register of Members/List of Beneficiaries on 8th November, 2019 being the cut-off date fixed by the Board. As per provisions of the Companies Act, 2013, the number of votes cast in respect of each resolution have been counted according to the number of shares held by the concerned Shareholder. One share held is equal to one vote.
- 1.2. In Compliance to the provisions of rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Company has also provided remote e-voting facility to all its Members to enable them to cast their votes electronically. Central Depository Services (India) Limited (CDSL) provided the e-voting services platform. The e-voting period commenced on Wednesday, 20th November, 2019 from 9:00 A.M. (IST) and concluded on Thursday, 19th December, 2019 at 5:00 P.M. (IST). The votes cast by the Shareholders through e-voting facility were scrutinized by verifying it using the Scrutinizer's login on the CDSL e-voting website.
- 1.3. At the meeting of the Board of M/s. HSIL Limited held on 4th November, 2019, Mr. Pulkit Bhasin, Company Secretary and Compliance Officer, was made responsible for the entire postal ballot process conducted and was authorized to do all things and to take all incidental and necessary steps for the postal ballot process.
- 1.4. An Advertisement was published in "Financial Express, Kolkata" (English Edition) and "Ekdin, Kolkata" (Bengali Edition) on 20th November, 2019, pursuant to rules 22 and 20 of the Companies (Management and Administration) Rules, 2014 informing the Members about completion of dispatch of Postal Ballot notice by permitted mode i.e. physical and electronically, wherever applicable along with other information as specified in the rules.
- 1.5 I have received the physical Postal Ballot forms from the Members during the period starting from Wednesday, 20th November, 2019 till 5.00 PM on Thursday, 19th December, 2019. All the physical Postal Ballot forms and votes cast by e-voting through CDSL received up to 5.00 P.M. on Thursday, 19th December, 2019, being the last date fixed by the Company were only considered for my scrutiny.
- 1.6 The sealed Postal Ballot forms received from the shareholders were kept under my safe custody. Envelopes containing Postal Ballot Forms which were returned undelivered were not opened and not considered for scrutiny. I have not found any Defaced/Mutilated Postal Ballot form. The Company had not issued any duplicate Postal Ballot Form
- 1.7 Scrutiny of Physical Postal Ballots commenced at 10.30 A.M. on 20th December, 2019 in presence of my authorized representative and continued till 12.00 Noon on same day. The details of votes exercised through Physical Ballot forms were duly scrutinized and specimen signatures of the Members on these have been verified with the specimen signature records maintained by the RTA M/s. Maheshwari Datamatics Private Limited.
- 1.8 The details of the e-voting exercised by the Shareholders and the votes exercised through postal ballots, which were duly scrutinized and processed have been duly entered in a register separately maintained for the purpose in electronic mode. The compilation of the register, in respect of Postal Ballots containing the



statement of shareholder's name, Folio Number, Postal Ballots Number, Number of Shares held, Number of votes exercised, Votes in favour, Votes Against and those votes which were rejected which have been duly Scrutinized and shareholdings were matched /confirmed with the register of Members of the Company /list of beneficiaries as on 8th November, 2019.

- 1.9 The e-voting facility provided by CDSL was unlocked at 5.10 P.M. on 19th December 2019, in the presence of two witnesses, Mr. Utkarsh Gutgutia of 188B, Maniktalla Main Road, Flat No. 6A, Kolkata - 700054 and Mrs. Sangita Drolia of Flat No. 23G, Tower 1, 375, Prince Anwar Shah Road, Kolkata - 700068, who were not in the employment of the Company.

On scrutiny, I report that out of 35,369 shareholders, 138 shareholders have exercised their vote through e-voting and 58 shareholders have exercised their votes through Postal Ballot forms, as received up to 5.00 P.M. on 19th December 2019. The details of Polling results for the items placed for consideration by the Members as attached in **Annexure – "A"**

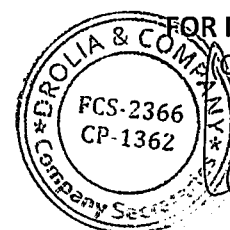
RESULTS:

There are 35,369 numbers of eligible Members holding total 72,296,395 no(s) of Equity Shares, who are entitled to vote electronically and through Postal Ballot as on cut-off date i.e. 8th November, 2019. All the resolutions mentioned in the notice of Postal Ballot dated 4th November, 2019 as per details given above stand passed under remote e-voting and voting conducted by Postal Ballot with requisite majority. The resolutions are deemed to be passed as on the last date of receipt of duly completed postal ballots forms and e-voting i.e. Thursday, the 19th December, 2019. As authorized by the Chairman of the Company, Mr. G. L. Sultania, Director, is to declare and confirm the above results of voting (remote e-voting and voting by Postal Ballot) at the registered office of the Company on 20th December, 2019 at 2.00 P.M. in respect of the resolutions referred herein.

I hereby also confirm that I am maintaining the register downloaded from CDSL electronically in respect of votes cast through remote e-voting and register of Postal Ballot received from Members in respect of votes cast through Postal Ballot. The Postal Ballots and all other relevant records relating to remote e-voting and voting through postal ballot are under my safe custody and will be handed over to the Company Secretary of the Company for safe keeping.

Thanking You,

Yours faithfully,



FOR DROLIA & COMPANY
(Company Secretaries)

(Pravin Kumar Drolia)
Proprietor

F.C.S No.2366,
Certificate of Practice No.1362

Place: Kolkata

Date: 20th December, 2019

UDIN: F002366A000441387

Consolidated Scrutinizer(s) Report of Voting on the Resolutions passed as contained in Postal Ballot Notice dated 4th November, 2019 of HSL Limited

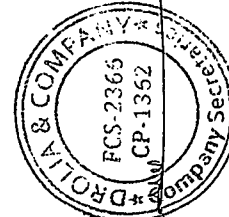
Total No. of Shareholder as on record date i.e. 8th November, 2019 = 35,369
 Total No. of paid up Shares as on 8th November, 2019 = 72,296,395

Sl. No.	Resolution	Mode	No. of folios/ Ballots Received	Total no. of Shares held	Valid votes		% of Valid votes	Invalid votes		% of Invalid votes	Votes cast in favour of resolutions		% of Valid Votes in favour of the resolutions	Vote cast against the resolutions		% of Valid votes against the resolutions	Abstain	
					No. of folios/ Ballots received	Votes		No. of folios/ Ballots received	Votes		No. of folios/ Ballots	Votes		No. of folios/ no. of Ballots	Votes		No. of folios/ no. of Ballots	Votes
1	Alteration of the Object Clause of the Memorandum of Association of the Company (As a Special/Resolution)	Electronic	138	4977265	138	4977265	100.00	0	0	0.00	125	49774008	99.99	13	3257	0.01	0	0
		Physical	59	13036	58	12736	97.70	1	300	2.30	54	12565	98.66	4	171	1.34	0	0
		TOTAL	197	49790301	196	49790001	100.00	1	300	0.00	179	49786573	99.99	17	3428	0.01	0	0
2	Approval for Related Party Transactions with Brillco Limited (As an Ordinary Resolution)	Electronic	131	14104446	131	14104446	100.00	0	0	0.00	117	14103250	99.99	14	1196	0.01	0	0
		Physical	59	13036	58	12736	97.70	1	300	2.30	52	12520	98.30	6	216	1.70	0	0
		TOTAL	190	14117482	189	14117182	100.00	1	300	0.00	169	14115770	99.99	20	1412	0.01	0	0

We the undersigned witness that the votes were unlocked from the e-voting website of CDSL (<http://www.evotingindia.com>) in our presence at 5.10 P.M. on the 19th December, 2019

(i) Urkarsif Gutgutia
 188B, Maniktala Main Road
 Flat No. 6A,
 Kolkata - 700 054

(i) Mrs Sangita Drolia
 Flat 23G, Tower 1
 375, Prince Anwar Saha Road,
 Kolkata - 700 068



FOR DROLIA & COMPANY
 (Company Secretaries)

(Pravin Kumar Drolia)
 Proprietor

F.C.S No.2366, Certificate of Practice No.1362

Place: Kolkata
 Date: 20th December, 2019

UDIN: F002366A000441387