

DROLIA & COMPANY
(Company Secretaries)
9, Crooked Lane, Kolkata - 700069
Mobile: 09831196869; Email: droliapravin@yahoo.co.in

Scrutinizer(s) Report

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies,
(Management and Administration) Amendment Rules, 2015]

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

Dear Sir,

SUB: SCRUTINIZER(S) REPORT FOR THE 55TH ANNUAL GENERAL MEETING OF THE COMPANY

I, Pravin Kumar Drolia, (FCS No. 2366 & CP 1362) Proprietor of Drolia & Company, Company Secretaries, Kolkata, was appointed as Scrutinizer, by the Board of Directors of **HSIL Limited** ("the Company") at its meeting held on 18th May, 2015, in terms of the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 for the purpose of Scrutinizing and ascertaining the results of voting by electronic means i.e. remote e-voting and voting through physical ballot paper at the 55th Annual General Meeting (AGM) of the Company on the Resolutions set out in the Notice dated 18th May, 2015 of the AGM of the Company held on **Wednesday, the 23rd September, 2015 at 11.00 A.M. at Sripati Singhania Hall, Rotary Sadan, 94/2, Chowringhee Road, Kolkata- 700 020.**

1. The Notice dated 18th May, 2015 convening the AGM of the Company was sent to those Shareholders whose names appeared in the Register of Members/Beneficial Owners as on 14th August, 2015 in respect of the Resolutions to be passed at the said AGM of the Company.
2. The Company had availed the remote e-voting facility provided by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company. The Company had also provided facility to the Members who were not able to cast their votes by means of remote e-voting prior to the AGM to vote on the Resolutions set out in the Notice of the said AGM through physical ballot paper at the AGM.
3. The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting through physical ballot paper at the AGM on the Resolutions contained in the Notice of the said AGM. My responsibility as Scrutinizer for the remote e-voting process and voting through physical ballot paper at the said AGM is only restricted towards



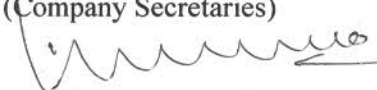
making of a Consolidated Scrutinizer(s) Report of the total votes, cast "in favour" or "against" the Resolutions after taking the effect of "invalid" or "abstained" votes polled by the Members in respect of the said Resolutions set forth in the Notice of the said AGM of the Company.

4. Further to the above, I submit my report as under:-

- i. The remote e-voting period commenced on Sunday, 20th September, 2015 from 9.00 A.M. (IST) and ended on Tuesday, 22nd September, 2015 at 5.00 P.M. (IST).
- ii. The Members who were holding shares of the Company as on the "cut-off" date i.e., 16th September, 2015, were entitled to vote on the Resolutions set out in the Notice of the AGM of the Company.
- iii. Members who were Shareholders as on the cut-off date but did not cast their votes by means of remote e-voting prior to the AGM and attended the AGM, casted their votes through physical ballot paper at the said AGM. After conclusion of voting by physical ballot paper at the AGM, the Ballot Box was opened by me in presence of 2 (two) witnesses, **Ms. Chetana Goel**, resident of 146, Bangur Avenue, Block A, 3rd Floor, Kolkata- 700055 and **Ms. Neha Daga**, resident of 114/1, D.J. Street, Bhadrakali, Hindmotor, Hooghly- 712232 and the voting was diligently scrutinized.
- iv. The votes cast through remote e-voting facility were thereafter unlocked on 23rd September, 2015, after conclusion of AGM, in the presence of 2 (two) witnesses, **Ms. Neha Daga**, resident of 114/1, D.J. Street, Bhadrakali, Hindmotor, Hooghly- 712232 and **Ms. Chetana Goel**, resident of 146, Bangur Avenue, Block A, 3rd Floor, Kolkata- 700055 who were not in the employment of the Company.
- v. There was no demand of poll on any resolution by the Members in the said AGM.
- vi. The Report inter alia containing details such as list of Equity Share Holders, who voted "for" or "against", on each of the Resolutions that were put to vote and whose votes became invalid or who abstained from voting, in respect of Resolutions set out in the Notice of the said AGM were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.com>.
- vii. The combined result of voting through electronic means, i.e. remote e-voting and voting through Physical Ballot papers at the AGM is annexed.

Thanking You,
Yours faithfully,

FOR DROLIA & COMPANY
(Company Secretaries)


(Pravin Kumar Drolia)
Proprietor
F.C.S No.2366,
Certificate of Practice No.1362

A handwritten signature in black ink, appearing to be "Pravin Kumar Drolia".

Place: Kolkata
Date: 23rd September, 2015

Consolidated Scrutinizer(s) Report of Voting on the Resolutions considered at the 55th AGM of HSIL LIMITED held on 23rd September, 2015

SL No.	Resolution	Mode	No. of folios/ Ballots Received	Total no. of Shares held	Valid votes		% of Valid votes	Invalid votes		% of Invalid votes	Vote 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/ Ballots	Votes		No. of folios/ Ballots	Votes
1	To consider and adopt a) the Audited Financial Statement of the Company for the financial year ended 31 March, 2015, the Reports of Directors and Auditors thereon; and b) the Audited Consolidated Financial Statement of the Company for the financial year ended 31 March, 2015 and Auditors Reports thereon (As an Ordinary Resolution)	Electronic	131	55304109	121	53581258	96.88	0	0	0.00	120	53581243	100.00	1	15	0.00	10	1722851
		Physical	4	55	4	55	100.00	0	0	0.00	4	55	100.00	0	0	0.00	0	0
		TOTAL	135	55304164	125	53581313	96.88	0	0	0.00	124	53581298	100.00	1	15	0.00	10	1722851
2	To declare Dividend on Equity Shares for the year ended 31 March 2015. (As an Ordinary Resolution)	Electronic	131	55304109	131	55304109	100.00	0	0	0.00	130	55304094	100.00	1	15	0.00	0	0
		Physical	4	55	4	55	100.00	0	0	0.00	4	55	100.00	0	0	0.00	0	0
		TOTAL	135	55304164	135	55304164	100.00	0	0	0.00	134	55304149	100.00	1	15	0.00	0	0
3	To appoint a Director in place of Mrs. Sumita Somany (DIN: 00133612), who retires by rotation and, being eligible, offers herself for re-appointment. (As an Ordinary Resolution)	Electronic	131	55304109	131	55304109	100.00	0	0	0.00	107	50208586	90.79	24	5095523	9.21	0	0
		Physical	4	55	4	55	100.00	0	0	0.00	3	5	9.09	1	50	90.91	0	0
		TOTAL	135	55304164	135	55304164	100.00	0	0	0.00	110	50208591	90.79	25	5095573	9.21	0	0



(Handwritten signature)

Consolidated Scrutinizer(s) Report of Voting on the Resolutions considered at the 55th AGM of HSIL LIMITED held on 23rd September, 2015

SL No.	Resolution	Mode	No. of folios/ Ballots Received	Total no. of Shares held	Valid votes		% of Valid votes	Invalid votes		% of Invalid votes	Vote 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/ No. of Ballots received	Votes		No. of folios/ No. of Ballots received	Votes		No. of folios/ No. of Ballots	Votes		No. of folios/ no. of Ballots	Votes			
	To appoint M/s Walker Chandiook & Co. LLP, Chartered Accountants as Auditors to hold office from the conclusion of 55th Annual General Meeting until the conclusion of 56th Annual General Meeting and to fix their remuneration for the year ended 31st March, 2016. (As an Ordinary Resolution)	Electronic	131	55304109	131	55304109	100.00	0	0	0.00	105	50359873	91.06	26	4944236	8.94	0	0
4		Physical	4	55	4	55	100.00	0	0	0.00	4	55	100.00	0	0	0.00	0	0
	TOTAL		135	55304164	135	55304164	100.00	0	0	0.00	109	50359928	91.06	26	4944236	8.94	0	0

We the undersigned witness that the votes were unlocked from the evoting website of CDSL (<http://www.evotingindia.com>) in our presence at 1:00 P.M. on the 23rd September, 2015.

W. Michael

(i) Chetana Goel
146 Bangur Avenue, Block A,
3rd Floor, Kolkata-700055

Neha Daga

(ii) Neha Daga
114/1, D.J. Street, Bhadarkali,
Hindmotor, Hooghly-712232



FOR DROLIA & COMPANY
(Company Secretaries)

Pravin Kumar Drolia
Proprietor

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

Place: Kolkata
Date: 23rd September, 2015