

**DROLIA & COMPANY**  
**(Company Secretaries)**

9, Crooked Lane, Kolkata - 700069

Mobile: 09831196869; Email: droliapravin@yahoo.co.in

To,  
The Chairman  
HSIL Limited  
2, Red Cross Place  
Kolkata - 700001

Dear Sir,


**RE: SCRUTINIZERS' REPORT**

I refer to my appointment as Scrutinizer made on **May 29, 2014** pursuant to the authority granted by the Board of Directors of **HSIL Limited** to scrutinize the e-voting process in a fair and transparent manner as per the provisions of the Companies Act, 2013 and Rules thereunder for the 54th Annual General Meeting of **HSIL LIMITED** to be held on **September 27, 2014 at Somany Conference Hall of MCC Chamber of Commerce & Industry, 15-B, Hemanta Basu Sarani, Kolkata - 700001.**

I have carried out the work as Scrutinizer from the close of working hours on **September 23, 2014.** In this connection I need to bring to your attention the following aspects:-

1. The Company has appointed Central Depository Services (India) Limited (CDSL) to provide e-voting facility and the detailed instructions on e-voting process was notified to the Members in the AGM notice dated August 11, 2014.
2. The E-voting period commenced on September 22, 2014 from 9:00 AM (IST) and ended on September 23, 2014 at 6:00 PM (IST).
3. I enclose herewith my report dated September 24, 2014 on the aforesaid e-voting by the Members of HSIL Limited.

FOR DROLIA & COMPANY  
(Company Secretaries)

  
(Pravin Kumar Drolia)  
Proprietor  
F.C.S No. 2366,  
Certificate of Practice No.1362  
Place: Kolkata  
Date: 24<sup>th</sup> September, 2014



**DROLIA & COMPANY**  
**(Company Secretaries)**

9, Crooked Lane, Kolkata - 700069  
Mobile: 09831196869; Email: droliapravin@yahoo.co.in

**Report of Scrutinizer**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(xi) of  
the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman  
HSIL LIMITED  
2, Red Cross Place,  
Kolkata-700001

Dear Sir,

I, Pravin Kumar Drolia (M/N: F 2366 & CP 1362) proprietor of Drolia & Company, Company Secretaries, Kolkata, appointed as Scrutinizer by the Board of Directors of the Company in their meeting held on **29<sup>th</sup> May, 2014**, for the purpose of scrutinizing the process of E-voting of **M/S HSIL LIMITED** ("the Company") (CIN:L51433WB1960PLC024539) in a fair and transparent manner, for the below mentioned Resolution(s) as contained in the Notice dated 11<sup>th</sup> August, 2014, of the 54th Annual General Meeting of the Company to be held on **27<sup>th</sup> September, 2014**, hereby submit my report as under:

1. The E-voting services were provided by Central Depository Services (India) Limited (CDSL). The E-voting period commenced on 22<sup>nd</sup> September, 2014 from 9:00 AM (IST) and concluded on 23<sup>rd</sup> September, 2014 at 6:00 PM (IST).
2. The Shareholders holding shares as on the "relevant date" i.e. **22<sup>nd</sup> August, 2014** were entitled to vote electronically on the proposed Resolutions as stated in the 54<sup>th</sup> Notice of the Annual General Meeting of the Company. As per provisions of the Companies Act 2013, the number of votes cast in respect of any resolution will be counted according to the number of shares held by the concerned Shareholder. One share held will be equal to one vote.
3. The votes were unblocked on 23<sup>rd</sup> September 2014 around 7.30 P.M. in the presence of two witnesses, **Ms. Chetana Goel**, resident of 146, Bangur Avenue, Block A, 3<sup>rd</sup> Floor, Kolkata-700055 and **Mr. Keshav Rathi** resident of 9, Atindra Mukherjee Lane, 2<sup>nd</sup> Floor, Howrah-711102 who are not in the employment of the Company.
4. The results of e-Voting along with the list of Shareholders who voted "For" and "Against" the below Resolutions were downloaded from the E-voting website of CDSL i.e [www.evotingindia.com](http://www.evotingindia.com).

The results of the e-voting are as under:



**A. RESOLUTION NO. 1-ORDINARY RESOLUTION**

To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2014 and the Statement of Profit & Loss for the year ended on that date together with the Reports of Directors' and Auditors' thereon

(i) Voted in favour of the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
77	4,82,16,965	100%

(ii) Voted against the resolution:

Number of Members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were invalid	Total number of votes cast by them
NIL	NOT APPLICABLE

**B. RESOLUTION NO.2 – ORDINARY RESOLUTION**

To declare a dividend on Equity Shares for the year ended 31<sup>st</sup> March, 2014

(i) Voted in favour of the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
80	4,91,16,965	100%

(ii) Voted against the resolution:

Number of Members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were invalid	Total number of votes cast by them
NIL	NOT APPLICABLE





**C. RESOLUTION NO.3 – ORDINARY RESOLUTION**

To appoint a Director in place of Mr. G. L. Sultania (DIN: 00060931), who retires by rotation and, being eligible, offers himself for re-appointment

(i) Voted in favour of the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
64	4,46,51,359	90.91%

(ii) Voted against the resolution:

Number of Members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
16	44,65,606	9.09%

(iii) Invalid votes:

Total number of members whose votes were invalid	Total number of votes cast by them
NIL	NOT APPLICABLE

**D. RESOLUTION NO.4 – ORDINARY RESOLUTION**

To appoint M/s. Walker Chandiook & Co. LLP (formerly Walker Chandiook & Co.), Chartered Accountant (Firm Reg. No.001076N) as Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

(i) Voted in favour of the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
77	4,82,16,965	100%

(ii) Voted against the resolution:

Number of Members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were invalid	Total number of votes cast by them
NIL	NOT APPLICABLE



**E. RESOLUTION NO.5 – ORDINARY RESOLUTION**

To appoint Mrs. Sumita Somany (DIN: 00133612) as Director of the Company, liable to retire by rotation, who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 29<sup>th</sup> May, 2014 and who holds office upto this Annual General Meeting u/s 161 of the Companies Act, 2013 and in respect to whom a Notice in writing has been received u/s 160 of the Companies Act, 2013.

(i) Voted in favour of the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
62	4,46,49,334	90.90%

(ii) Voted against the resolution:

Number of Members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
18	44,67,631	9.10%

(iii) Invalid votes:

Total number of members whose votes were invalid	Total number of votes cast by them
NIL	NOT APPLICABLE

**F. RESOLUTION NO.6 –ORDINARY RESOLUTION**

Appointment of Mr. Nand Gopal Khaitan (DIN: 00020588) as an Independent Director of the Company for a term upto five consecutive years commencing from 27<sup>th</sup> September, 2014, not liable to retire by rotation, pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 pursuant to a notice in writing received from a member u/s 160 of the Act.

(i) Voted in favour of the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
79	4,91,16,308	100%

(ii) Voted against the resolution:

Number of Members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were invalid	Total number of votes cast by them
NIL	NOT APPLICABLE





**G. RESOLUTION NO.7 –ORDINARY RESOLUTION**

Appointment of Mr. Vijay Kumar Bhandari (DIN: 00052716) as an Independent Director of the Company for a term upto five consecutive years commencing from 27<sup>th</sup> September, 2014, not liable to retire by rotation, pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 pursuant to a notice in writing received from a member u/s 160 of the Act.

(i) Voted in favour of the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
79	4,91,08,146	99.98%

(ii) Voted against the resolution:

Number of Members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
1	8,819	0.02%

(iii) Invalid votes:

Total number of members whose votes were invalid	Total number of votes cast by them
NIL	NOT APPLICABLE

**H. RESOLUTION NO.8 – ORDINARY RESOLUTION**

Appointment of Mr. Ashok Jaipuria (DIN: 00214707) as an Independent Director of the Company for a term upto five consecutive years commencing from 27<sup>th</sup> September, 2014, not liable to retire by rotation, pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 pursuant to a notice in writing received from a member u/s 160 of the Act.

(i) Voted in favour of the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
80	4,91,16,965	100%

(ii) Voted against the resolution:

Number of Members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes were invalid	Total number of votes cast by them
NIL	NOT APPLICABLE



**I. RESOLUTION NO.9 – ORDINARY RESOLUTION**

Appointment of Mr. Salil Bhandari (DIN: 00017566) as an Independent Director of the Company for a term upto five consecutive years commencing from 27<sup>th</sup> September, 2014, not liable to retire by rotation, pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 pursuant to a notice in writing received from a member u/s 160 of the Act.

(i) Voted in favour of the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
64	4,46,52,654	90.91%

(ii) Voted against the resolution:

Number of Members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
16	44,64,311	9.09%

(iii) Invalid votes:

Total number of members whose votes were invalid	Total number of votes cast by them
NIL	NOT APPLICABLE

**J. RESOLUTION NO.10 – SPECIAL RESOLUTION**

Re-appointment of Mr. Rajendra K Somany (DIN: 00053557), as Chairman and Managing Director of the Company for three year-term, commencing from 9<sup>th</sup> January, 2015 till 8<sup>th</sup> January, 2018, liable to retire by rotation, pursuant to Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

(i) Voted in favour of the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
78	4,89,92,140	99.75%

(ii) Voted against the resolution:

Number of Members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
2	1,24,800	0.25%

(iii) Invalid votes:

Total number of members whose votes were invalid	Total number of votes cast by them
NIL	NOT APPLICABLE





**K. RESOLUTION NO.11 –SPECIAL RESOLUTION**

Authorization to enter into Consultancy Contract with M/s G. L. Sultania &Co., whose Proprietor is Mr. Girdhari Lal Sultania (DIN: 00060931) a Non-Executive Director of the Company ,for a period of 3 years w.e.f. 1<sup>st</sup> April, 2014 on payment of remuneration of Rs. 12,50,000/- per annum plus service tax as applicable.

(i) Voted in favour of the resolution:

Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
58	4,37,48,629	90.73%

(ii) Voted against the resolution:

Number of Members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
19	44,68,336	9.27%

(iii) Invalid votes:

Total number of members whose votes were invalid	Total number of votes cast by them
NIL	NOT APPLICABLE

FOR DROLIA & COMPANY  
(Company Secretaries)

(Pravin Kumar Drolia)  
Proprietor

F.C.S No.2366,  
Certificate of Practice No.1362  
Place: Kolkata  
Date: 24<sup>th</sup> September, 2014



We the undersigned witnessed that the votes were unblocked from the e-voting website of CDSL (<http://www.evotingindia.com>) in our presence at 7:30 P.M. on 23<sup>rd</sup> September, 2014 at the office of the Scrutinizer.

*Chetana Goel*

i>Ms.ChetanaGoel  
146, Bangur Avenue, Block A,  
3<sup>rd</sup> Floor, 2<sup>nd</sup> Floor  
Kolkata-700055

*Keshav Rathi*

ii>KeshavRathi  
9, Atindra Mukherjee Lane  
Howrah-711102