

DROLIA & COMPANY

(Company Secretaries)

9, Crooked Lane, Kolkata - 700069

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

FORM No. MGT-13 Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
54th Annual General Meeting of the Equity
Shareholders of HSIL Limited
Held on 27th September, 2014 at 11.00 A.M. at
Somany Conference Hall of MCC Chamber of Commerce & Industry,
15-B, Hemanta Basu Sarani, Kolkata - 700001.

Dear Sir,

I, Pravin Kumar Drolia appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 54th Annual General Meeting of the Equity Shareholders of HSIL Limited, held on Saturday, 27th July, 2014 at Somany Conference Hall of MCC Chamber of Commerce & Industry, 15-B, Hemanta Basu Sarani, Kolkata – 70000, , submit my report as under :

1. After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. I did not find any poll papers invalid.
4. The result of the Poll is as under :-



A. RESOLUTION NO. 1 - ORDINARY RESOLUTION

To receive, consider and adopt the Audited Balance Sheet as at 31st 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 present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
13	3276495	100.00%

(ii) Voted **against** the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared 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 31st March, 2014

(i) Voted **in favour** of the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
13	3276495	100.00%

(ii) Voted **against** the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared 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 present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	3276494	100.00%

(ii) Voted **against** the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NOT APPLICABLE

D. RESOLUTION NO.4 – ORDINARY RESOLUTION

To appoint M/s. Walker Chandio & Co. LLP (formerly Walker Chandio & 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 present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	3276494	100.00%

(ii) Voted **against** the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared 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. 29th 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 present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	3276480	100.00%

(ii) Voted against the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared 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 27th 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 present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
13	3276495	100.00%

(ii) Voted against the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared 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 27th 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 present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
13	3276495	100.00%

(ii) Voted **against** the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared 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 27th 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 present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
13	3276495	100.00%

(ii) Voted **against** the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared 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 27th 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 present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
13	3276495	100.00%

(ii) Voted **against** the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared 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 9th January, 2015 till 8th 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 present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
12	3276480	100.00%

(ii) Voted **against** the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared 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. 1st 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 present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
11	3276479	100.00%

(ii) Voted against the resolution:

Number of members present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00%

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NOT APPLICABLE

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The Poll papers and all other relevant records were sealed and handed over to the Company Secretary/ Director authorized by the Board for safe keeping.

FOR DROLIA & COMPANY

(Company Secretaries)

(Pravin Kumar Drolia)

Proprietor

F.C.S No.2366,

Certificate of Practice No.1362

Place: Kolkata

Date: 27th September, 2014

