

DROLIA & COMPANY

(Company Secretaries)

9, Crooked Lane, Kolkata - 700069

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

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

Dear Sir,


RE: SCRUTINIZERS' REPORT

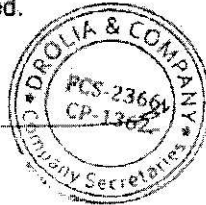
I refer to my appointment as Scrutinizer made on 29th October, 2014 pursuant to the authority granted by the Board of Directors of HSIL Limited to scrutinize the e-voting process in a fair and transparent manner as per the provisions of the Companies Act, 2013 and Rules thereunder for the Extraordinary General Meeting of HSIL LIMITED to be held on 17th December, 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 12th December, 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 EOGM notice dated 29th October, 2014.
2. The E-voting period commenced on 11th December, 2014 from 9:00 AM (IST) and ended on 12th December, 2014 at 6:00 PM (IST).
3. I enclose herewith my report dated 13th December, 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: 13th December, 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]

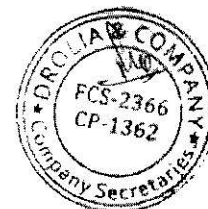
To,
The Chairman
HSIL LIMITED
2, Red Cross Place,
Kolkata-700001

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 29th October, 2014, for the purpose of scrutinizing the process of E-voting of M/SHSIL LIMITED ("the Company") (CIN:L51433WB1960PLC024539) in a fair and transparent manner, for the below mentioned Resolution(s) as contained in the Notice dated 29th October, 2014, of the Extra Ordinary General Meeting of the Company to be held on 17th December, 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 11th December, 2014 from 9:00 AM (IST) and concluded on 12th December, 2014 at 6:00 PM (IST).
2. The Shareholders holding shares as on the "relevant date" i.e. 7th November, 2014 were entitled to vote electronically on the proposed Resolutions as stated in the notice of Extra Ordinary 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 12th December, 2014 around 7.30 P.M. in the presence of two witnesses, Mr. K. Narayanan a resident of 44/5/A, Becharam Chatterjee Road, P.O. Behala, Kolkata-700034 and Mr. Samar Kumar Ghosh a resident of 22, Mahestala, Ghoshpara, Kolkata 700148 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.

The results of the e-voting are as under:



A. RESOLUTION NO. 1- SPECIAL RESOLUTION

To consider and approve issue of further securities

(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	4,78,95,196	97.99%

(ii) Voted against the resolution:

Number of Members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
6	9,84,907	2.01%

(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

Appointment of Dr. Rainer Siegfried Simon (DIN: 03543040) as an Independent Director of the Company for a term upto five consecutive years commencing from 17th December, 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:

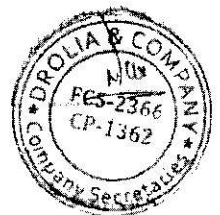
Number of Members voted electronically	Number of votes cast in favour of the resolution	% of total number of valid votes cast
77	4,78,95,196	100.00%

(ii) Voted against the resolution:

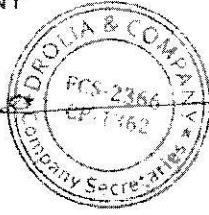
Number of Members voted electronically	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

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



FOR DROLIA & COMPANY
(Company Secretaries)



(Pravin Kumar Drolia)
Proprietor

F.C.S No.2366,
Certificate of Practice No.1362
Place: Kolkata
Date: 13th December, 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 12th December, 2014 at the office of the Scrutinizer.

Narayanan

i>Mr. K. Narayanan

44/5/A, Becharam Chatterjee Road, Behala 22, Maheshtala, Ghoshpara
Kolkata - 700034

Samar Kumar Ghosh

ii>Mr. Samar Kumar Ghosh

Kolkata - 700148