

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 read with Rule 20 of the
Companies (Management and Administration) Amendment Rules, 2015)*

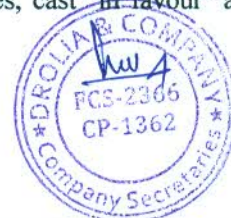
To,
The Chairman,
HSIL LIMITED
CIN: L51433WB1960PLC024539
2 Red Cross Place,
Kolkata-700 001

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting and voting by means of Ballot Paper at the 56th Annual General Meeting of M/s HSIL Limited held on 7th September, 2016 at Sripati Singhanian Hall, Rotary Sadan, 94/2, Chowringhee Road, Kolkata – 700020 at 12.00 Noon

I, Pravin Kumar Drolia, (FCS No. 2366 & CP 1362) Proprietor of M/s. Drolia & Company, Company Secretaries, Kolkata, was appointed as a Scrutinizer, by the Board of Directors of **HSIL Limited** ("the Company") at its meeting held on 23rd May, 2016, in terms of the provisions of Section 108 of the Companies Act, 2013("Act"), 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 56th Annual General Meeting (AGM) of the Company on the Resolutions set out in the Notice dated 23rd May, 2016 of AGM of the Company held on **Wednesday, the 7th September, 2016 at Sripati Singhanian Hall, Rotary Sadan, 94/2, Chowringhee Road, Kolkata – 700020 at 12.00 Noon.**

1. The Notice dated 23rd May, 2016 convening AGM of the Company alongwith the Statement under Section 102 of the Act was sent on 12th August, 2016 to those Shareholders whose names appeared in the Register of Members/Beneficial Owners as on 5th August, 2016 in respect of the Resolutions to be passed at the said AGM of the Company and an Advertisement was published in "Financial Express, Kolkata" (English Edition) and "Ekdin, Kolkata" (Bengali Edition) on 14th August, 2016, pursuant to Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015.
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 voting facility to the Shareholders present at the AGM to vote on the Resolutions set out in the Notice of the said AGM through Physical Ballot Paper, who were not able to cast their votes by means of remote e-voting prior to the AGM.
3. The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and Rules made thereunder 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 a 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" and



"against" the Resolutions after taking the effect of "invalid" and "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, 4th September, 2016 from 9.00 A.M. (IST) and ended on Tuesday, 6th September, 2016 at 5.00 P.M. (IST).
- ii. The Shareholders who were holding shares of the Company as on the "cut-off" date i.e., 31st August, 2016, fixed by the Company, were entitled to vote on the Resolutions set out in the Notice dated 23rd May, 2016 of AGM of the Company.
- iii. After conclusion of voting by Physical Ballot Paper at the said AGM, the Ballot Box was opened by me in presence of 2 (two) witnesses, Mr. Subhajt Dutta, Dharapara, Chandannagar, Hooghly -712136 and Mr. Sudipta Sur, Palpara, Chandannagar, Hooghly - 712136, who were not in the employment of the Company and the voting was diligently scrutinized.
- iv. The votes cast through remote e-voting facility were thereafter unlocked on 7th September, 2016, after conclusion of AGM, in the presence of 2 (two) witnesses, Mr. Subhajt Dutta, Dharapara, Chandannagar, Hooghly -712136 and Mr. Sudipta Sur, Palpara, Chandannagar, Hooghly - 712136, who were not in the employment of the Company.
- v. The Report inter alia containing details such as list of Equity Share Holders, who voted "for" and "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 dated 23rd May, 2016 of the said AGM were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.com>.
- vi. The combined result of voting through electronic means, i.e. remote e-voting and voting through Physical Ballot Papers at the said AGM of the Company is as per "Annexure - A" attached herewith.

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: 7th September, 2016

A large, stylized handwritten signature in blue ink, written over the circular stamp.

Consolidated Scrutinizer(s) Report of Voting on the Resolutions considered at the 56th AGM of HSIL LIMITED held on 7th September, 2016

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		No. of folios/ no. of Ballots	Votes
1	To consider and adopt: a) the audited financial statement of the Company for the financial year ended 31 March, 2016, the reports of the Board of Directors and Auditors thereon; and b) the audited consolidated financial statement of the Company for the financial year ended 31 March, 2016 and Auditors Reports thereon. (As an Ordinary Resolution)	Electronic	142	56405549	136	55037549	97.57	0	0	0.00	135	55037534	100.00	1	15	0.00	6	1368000
		Physical	21	565	20	552	97.70	0	0	0.00	20	552	100.00	0	0	0.00	1	5
		TOTAL	163	56406114	156	55038101	97.57	0	0	0.00	155	55038086	100.00	1	15	0.00	7	1368005
2	To declare Dividend on Equity Shares for the year ended 31 March 2016. (As an Ordinary Resolution)	Electronic	142	56405549	142	56405549	100.00	0	0	0.00	141	56405534	100.00	1	15	0.00	0	0
		Physical	21	565	20	552	97.70	0	0	0.00	20	552	100.00	0	0	0.00	1	5
		TOTAL	163	56406114	162	56406101	100.00	0	0	0.00	161	56406086	100.00	1	15	0.00	1	5
3	To appoint a Director in place of Mr. Rajendra Kumar Somany (DIN: 00053557), who retires by rotation and, being eligible, offers himself for re-appointment. (As an Ordinary Resolution)	Electronic	142	56405549	142	56405549	100.00	0	0	0.00	140	55997723	99.28	2	407826	0.72	0	0
		Physical	21	565	21	557	98.58	0	0	0.00	21	557	100.00	0	0	0.00	0	0
		TOTAL	163	56406114	163	56406106	100.00	0	0	0.00	161	55998280	99.28	2	407826	0.72	0	0
4	To appoint M/s Walker Chandok & Co. LLP, Chartered Accountants (ICAI Registration No. 001076N/N500013) as Auditors to hold office from the conclusion of 56th Annual General Meeting until the conclusion of 57th Annual General Meeting and to fix their remuneration. (As an Ordinary Resolution)	Electronic	142	56405549	142	56405549	100.00	0	0	0.00	138	55812832	98.95	4	592717	1.05	0	0
		Physical	21	565	21	557	98.58	0	0	0.00	20	556	99.82	1	1	0.18	0	0
		TOTAL	163	56406114	163	56406106	100.00	0	0	0.00	158	55813388	98.95	5	592718	1.05	0	0



Consolidated Scrutinizer(s) Report of Voting on the Resolutions considered at the 56th AGM of HSIL LIMITED held on 7th September, 2016

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		No. of folios/ no. of Ballots	Votes
5	Adoption of new set of Atricles of Association of the Company in accordance with Companies Act, 2013 (As a Special Resolution)	Electronic	142	56405549	141	56375900	99.95	0	0	0.00	137	55948354	99.24	4	427546	0.76	1	29649
		Physical	21	565	20	447	79.12	0	0	0.00	18	436	97.54	2	11	2.46	1	110
		TOTAL	163	56406114	161	56376347	99.95	0	0	0.00	155	55948790	99.24	6	427557	0.76	2	29759
6	Re-appointment of Mr. Sandip Somany (DIN: 00053597) and re-designate as Vice Chairman and Managing Director (As a Special Resolution)	Electronic	142	56405549	142	56405549	100.00	0	0	0.00	138	55823308	98.97	4	582241	1.03	0	0
		Physical	21	565	20	447	79.12	0	0	0.00	18	436	97.54	2	11	2.46	1	110
		TOTAL	163	56406114	162	56405996	100.00	0	0	0.00	156	55823744	98.97	6	582252	1.03	1	110

We the undersigned witness that the votes were unlocked from the evoting website of CDSL(<http://www.evotingindia.com>) in our presence at 3:16 P.M. on the 7th September, 2016.

Subhajit Dutta

(i) Mr. Subhajit Dutta
Dharapara, Chandannagar
Hooghly - 712136

Sudipta Sur

(ii) Mr. Sudipta Sur
Palpara, Chandannagar
Hooghly - 712136

FOR DROLIA & COMPANY
(Company Secretaries)

Pravin Kumar Drolia
(Pravin Kumar Drolia)
Proprietor

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



Place: Kolkata

Date: 7th September, 2016

Handwritten signature