

3rd September, 2019

The Corporate Relationship Department
BSE Limited,
Phiroze Jeejeebhoy Towers,
1st Floor, New Trading Ring,
Rotunda, Dalal Street,
Mumbai – 400 001

The Secretary
National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor,
Plot No. C/1, Bandra Kurla Complex, Bandra (East),
Mumbai - 400 051

Dear Sirs,

Sub: Proceedings of the 59th Annual General Meeting of the Company held on 2nd September, 2019, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [Listing Regulations]

Pursuant to Regulation 30(6) of the Listing Regulations read with Para A of Part A of Schedule III to the said Listing Regulations, we are submitting herewith proceedings of the 59th Annual General Meeting of the Company, marked as '**Annexure A**', duly convened on Monday, the 2nd September, 2019, at Sripati Singhania Hall, Rotary Sadan, 94/2, Chowringhee Road, Kolkata- 700 020 at 11.30 A.M.

It is hereby informed that the voting results in the format prescribed under Regulation 44 of the Listing Regulations is being filed with NSE & BSE separately.

Please take the above on your record.

Kindly acknowledge receipt.

For **HSIL Limited**



(Payal M Puri)

Company Secretary & V.P. General Counsel

Address : 301-302, 3rd Floor, Park Centra, Sector-30, NH-8, Gurugram-122001

Membership No. 16068

Encl: a.a

HSIL Limited

(An ISO 9001:2015 & ISO 14001:2015 Certified Company)

Corporate Office: 301-302, IIIrd Floor Park Centra, Sector-30, NH-8, Gurgaon, Haryana - 122 001. T+91-124-4779200, F +91-124-4292898/99

Registered Office: 2, Red Cross Place, Kolkata, West Bengal - 700 001. T +91-33-22487407/5668

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Annexure A

Proceedings of the 59th Annual General Meeting of HSIL Limited held on Monday, the 2nd September, 2019 at Sripati Singhania Hall, Rotary Sadan, 94/2, Chowringhee Road, Kolkata – 700 020 at 11.30 A.M.

Dr. Rajendra Kumar Somany, Chairman and Managing Director of the Company took the Chair in accordance with Article 68 of the Articles of Association of the Company and the requisite quorum being present, the meeting was called to order. Necessary registers and reports were placed before the meeting and made accessible to the Members present at the meeting.

With the permission of the Shareholders present at the meeting, the Chairman had taken the Notice dated 3rd May, 2019 as read. He further informed the Members that there were no qualification remarks reported by the Statutory Auditors and Secretarial Auditors of the Company in their respective Reports.

Thereafter, Members were explained the procedure of voting on the resolutions as mentioned in the Notice dated 3rd May, 2019. They were informed that the remote e-voting facilities had been arranged by the Company through a platform provided by Central Depository Services (India) Limited (CDSL), pursuant to Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which commenced from **Friday, the 30th August, 2019** from **9.00 a.m.** (IST) and ended on **Sunday, the 1st September, 2019** at **5.00 p.m.** (IST). He further informed the Members present, that the facility to vote by means of Physical Ballot Papers at the Annual General Meeting (AGM) of the Company was also made available for those members who had not cast their vote by means of remote e-voting facility made available for them.

It was also informed to the Members present that Mr. Pravin Kumar Drolia, Practicing Company Secretary (FCS: 2366, CP: 1362) was appointed as the Scrutinizer for scrutinizing the remote e-voting process and physical ballot process at the meeting in fair and transparent manner.

Mr. Sandeep Sikka, Chief Financial Officer of the Company at the request of the Chairman briefed the Members on the workings of the Company. He also provided an overview of the financial performance of the Company for the financial year ended 31 March, 2019 and future prospects of the Company. Thereafter, Members present in person were invited to make observations and comments, if any on performance of the Company. Observations and comments made by the Members and the queries put forth and clarifications sought for by them were answered by Mr. Sikka, suitably.

Thereafter, the following items of business as per the Notice of the AGM dated 3rd May, 2019, were transacted at the meeting:

For HSIL LIMITED

Company Secretary

1. Adoption of the audited financial statements of the Company for the financial year ended 31 March 2019, the Reports of the Board of Directors and Auditors thereon and the audited consolidated financial statements of the Company for the financial year ended 31 March 2019 and Auditors Report thereon.
2. Declaration of Dividend of Rs. 3/- on each Equity Share of Rs.2/- for the year ended 31 March, 2019.
3. Re-appointment of Dr. Rajendra Kumar Somany (DIN 00053557) who retires by rotation and, being eligible, offered himself for re-appointment.
4. Re-appointment of Mr. Nand Gopal Khaitan as Independent Director
5. Re-appointment of Mr. Vijay Kumar Bhandari as Independent Director
6. Re-appointment of Mr. Ashok Jaipuria as Independent Director
7. Re-appointment of Mr. Salil Bhandari as Independent Director
8. To approve continuation of payment of remuneration to Dr. Rajendra Kumar Somany, Chairman and Managing Director, who is a Promoter, in excess of threshold limits prescribed vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.
9. To approve continuation of payment of remuneration to Mr. Sandip Somany, Vice Chairman and Managing Director, who is a Promoter, in excess of threshold limits prescribed vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

The Members were also informed that the results on the resolutions deemed to be passed on the date of the AGM, shall be declared by Mr. G. L. Sultania authorized by the Chairman, after receipt of the Scrutinizer's Report from the Scrutinizer, on 3rd September, 2019 and the same along with the Scrutinizer' Report shall be placed on the website of the Company as well as CDSL and will be displayed on the Notice Boards at Registered Office and Corporate office of the Company and shall also simultaneously be forwarded to BSE Limited (BSE) and National Stock Exchange of India Ltd. (NSE), where the shares of the Company are presently listed.

The Meeting concluded with a vote of thanks to the Chair at 1.20 P.M.

For HSIL LIMITED

Company Secretary