

NEAPS/ BSE ONLINE

3rd September, 2019

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

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

Subject : Disclosure of Voting Results in terms of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sirs,

We hereby inform you that 59th Annual General Meeting of HSIL Limited was held on Monday, 2nd September, 2019 at Sripati Singhanian Hall, Rotary Sadan, 94/2, Chowringhee Road, Kolkata - 700 020 at 11.30 a.m.

Please find enclosed herewith the necessary Disclosure of Voting Result of the said meeting in terms of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with Section 108 of Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules, 2015 as amended alongwith Scrutinizer Report thereon.

This is for your reference and record.

Thanking You,

For HSIL Limited



Payal M Puri

Company Secretary & V.P. General Counsel

Name: Payal M. Puri
Address: 301-302, 3rd Floor, Park Centra, Sector-30, NH-8, Gurugram-122001
Membership No. 16068

Encl. : As above

HSIL Limited

(An ISO 9001 14001 OHSAS 18001 Certified Company)

Corporate Office: 301-302, IIIrd Floor Park Centra, Sector-30, NH-8, Gurugram, 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

marketing@hindware.co.in | www.hindwarehomes.com | CIN No. - L51433WB1960PLC024539

HSIL LIMITED

Details of voting results of E-voting and Ballot Paper on Resolutions contained in Notice dated 3rd May, 2019, of 59th Annual General Meeting of the Company held on Monday, 2nd September, 2019 at Sripati Singhania Hall, Rotary Sadan, 94/2, Chowringhee Road, Kolkata - 700 020 at 11.30 A.M., as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the AGM	2nd September, 2019
Total number of shareholders oncut-off date i.e. 26th August, 2019	33,987
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: Public:	3 73
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group: Public:	Not arranged

Item No. 1

Adoption of the Audited Financial Statements of the Company for the financial year ended 31st 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 31st March, 2019 and Auditors Report thereon.

Resolution Required : (Ordinary/Special)							Ordinary	
Whether promoter/ promoter group are intersted in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	35,672,819	35,672,719	100.00	35,672,719	-	100.00	-
	Poll		100	0.00	100	-	100.00	-
	Total		35,672,819	100.00	35,672,819	-	100.00	-
Public- Institutions	E-voting	17,769,429	13,046,010	73.42	13,046,010	-	100.00	-
	Poll		-	-	-	-	-	-
	Total		13,046,010	73.42	13,046,010	-	100.00	-
Public-Non Institutions	E-voting	18,854,147	2,034,368	10.79	2,034,368	-	100.00	-
	Poll		197	0.00	187	10	94.92	5.08
	Total		2,034,565	10.79	2,034,555	10	100.00	0.00
Total		72,296,395	50,753,394	70.20	50,753,384	10	100.00	0.00

Item No. 2

Declaration of Dividend on Equity Shares for the year ended 31st March, 2019

Resolution Required : (Ordinary/Special)							Ordinary	
Whether promoter/ promoter group are intersted in the Agenda/resolution							Yes*	
Category	Mode of Voting	No. of shares held	No of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	35,672,819	35,672,719	100.00	35,672,719	-	100.00	-
	Poll		100	0.00	100	-	100.00	-
	Total		35,672,819	100.00	35,672,819	-	100.00	-
Public- Institutions	E-voting	17,769,429	14,132,851	79.53	14,132,851	-	100.00	-
	Poll		-	-	-	-	-	-
	Total		14,132,851	79.53	14,132,851	-	100.00	-
Public-Non Institutions	E-voting	18,854,147	2,034,368	10.79	2,034,368	-	100.00	-
	Poll		197	0.00	197	-	100.00	-
	Total		2,034,565	10.79	2,034,565	-	100.00	-
Total		72,296,395	51,840,235	71.71	51,840,235	-	100.00	-

* To the extent of their shareholding in the Company.

For HSIL LIMITED
[Signature]
Company Secretary

Item No. 3

Appointment of a Director in place of Dr. Rajendra Kumar Somany (DIN: 00053557), who retires by rotation and, being eligible, offers himself for re-appointment

Resolution Required : (Ordinary/Special)							Ordinary	
Whether promoter/ promoter group are interested in the Agenda/resolution							Yes	
Category	Mode of Voting	No. of shares held	No of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	35,672,819	35,672,719	100.00	35,672,719	-	100.00	-
	Poll		100	0.00	100	-	100.00	-
	Total		35,672,819	100.00	35,672,819	-	100.00	-
Public- Institutions	E-voting	17,769,429	14,132,851	79.53	14,132,851	-	100.00	-
	Poll		-	-	-	-	-	-
	Total		14,132,851	79.53	14,132,851	-	100.00	-
Public-Non Institutions	E-voting	18,854,147	2,034,368	10.79	2,034,368	-	100.00	-
	Poll		197	0.00	197	-	100.00	-
	Total		2,034,565	10.79	2,034,565	-	100.00	-
Total		72,296,395	51,840,235	71.71	51,840,235	-	100.00	-

Item No. 4

Re-appointment of Mr. Nand Gopal Khaitan as Independent Director.

Resolution Required : (Ordinary/Special)							Special	
Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	35,672,819	35,672,719	100.00	35,672,719	-	100.00	-
	Poll		100	0.00	100	-	100.00	-
	Total		35,672,819	100.00	35,672,819	-	100.00	-
Public- Institutions	E-voting	17,769,429	14,132,851	79.53	13,235,119	897,732	93.65	6.35
	Poll		-	-	-	-	-	-
	Total		14,132,851	79.53	13,235,119	897,732	93.65	6.35
Public-Non Institutions	E-voting	18,854,147	2,034,363	10.79	2,034,353	10	100.00	0.00
	Poll		197	0.00	197	-	100.00	-
	Total		2,034,560	10.79	2,034,550	10	100.00	0.00
Total		72,296,395	51,840,230	71.71	50,942,488	897,742	98.27	1.73

Item No. 5

Re-appointment of Mr. Vijay Kumar Bhandari as Independent Director.

Resolution Required : (Ordinary/Special)							Special	
Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	35,672,819	35,672,719	100.00	35,672,719	-	100.00	-
	Poll		100	0.00	100	-	100.00	-
	Total		35,672,819	100.00	35,672,819	-	100.00	-
Public- Institutions	E-voting	17,769,429	14,132,851	79.53	14,118,485	14,366	99.90	0.10
	Poll		-	-	-	-	-	-
	Total		14,132,851	79.53	14,118,485	14,366	99.90	0.10
Public-Non Institutions	E-voting	18,854,147	2,034,368	10.79	2,034,358	10	100.00	0.00
	Poll		197	0.00	197	-	100.00	-
	Total		2,034,565	10.79	2,034,555	10	100.00	0.00
Total		72,296,395	51,840,235	71.71	51,825,859	14,376	99.97	0.03

For HSIL LIMITED

 Company Secretary

Item No. 6

Re-appointment of Mr. Ashok Jaipuria as Independent Director.

Resolution Required : (Ordinary/Special)							Special	
Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	35,672,819	35,672,719	100.00	35,672,719	-	100.00	-
	Poll		100	0.00	100	-	100.00	-
	Total		35,672,819	100.00	35,672,819	-	100.00	-
Public- Institutions	E-voting	17,769,429	14,132,851	79.53	10,402,770	3,730,081	73.61	26.39
	Poll		-	-	-	-	-	-
	Total		14,132,851	79.53	10,402,770	3,730,081	73.61	26.39
Public-Non Institutions	E-voting	18,854,147	2,034,368	10.79	2,034,338	30	100.00	0.00
	Poll		197	0.00	197	-	100.00	-
	Total		2,034,565	10.79	2,034,535	30	100.00	0.00
Total		72,296,395	51,840,235	71.71	48,110,124	3,730,111	92.80	7.20

Item No. 7

Re-appointment of Mr. Salil Bhandari as Independent Director.

Resolution Required : (Ordinary/Special)							Special	
Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	35,672,819	35,672,719	100.00	35,672,719	-	100.00	-
	Poll		100	0.00	100	-	100.00	-
	Total		35,672,819	100.00	35,672,819	-	100.00	-
Public- Institutions	E-voting	17,769,429	14,132,851	79.53	14,118,485	14,366	99.90	0.10
	Poll		-	-	-	-	-	-
	Total		14,132,851	79.53	14,118,485	14,366	99.90	0.10
Public-Non Institutions	E-voting	18,854,147	2,034,368	10.79	2,034,358	10	100.00	0.00
	Poll		197	0.00	197	-	100.00	-
	Total		2,034,565	10.79	2,034,555	10	100.00	0.00
Total		72,296,395	51,840,235	71.71	51,825,859	14,376	99.97	0.03

Item No. 8

Approval for 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) Regulation, 2018

Resolution Required : (Ordinary/Special)							Special	
Whether promoter/ promoter group are interested in the Agenda/resolution							Yes	
Category	Mode of Voting	No. of shares held	No of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	35,672,819	35,672,719	100.00	35,672,719	-	100.00	-
	Poll		100	0.00	100	-	100.00	-
	Total		35,672,819	100.00	35,672,819	-	100.00	-
Public- Institutions	E-voting	17,769,429	13,105,773	73.75	10,268,825	2,836,948	78.35	21.65
	Poll		-	-	-	-	-	-
	Total		13,105,773	73.75	10,268,825	2,836,948	78.35	21.65
Public-Non Institutions	E-voting	18,854,147	2,034,368	10.79	2,033,356	1,012	99.95	0.05
	Poll		197	0.00	187	10	94.92	5.08
	Total		2,034,565	10.79	2,033,543	1,022	99.95	0.05
Total		72,296,395	50,813,157	70.28	47,975,187	2,837,970	94.41	5.59

For HSIL LIMITED

Company Secretary

Item No. 9

Approval for 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) Regulation, 2018

Resolution Required : (Ordinary/Special)							Special	
Whether promoter/ promoter group are intersted in the Agenda/resolution							Yes	
Category	Mode of Voting	No. of shares held	No of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	35,672,819	35,672,719	100.00	35,672,719	-	100.00	-
	Poll		100	0.00	100	-	100.00	-
	Total		35,672,819	100.00	35,672,819	-	100.00	-
Public- Institutions	E-voting	17,769,429	13,105,773	73.75	10,268,825	2,836,948	78.35	21.65
	Poll		-	-	-	-	-	-
	Total		13,105,773	73.75	10,268,825	2,836,948	78.35	21.65
Public-Non Institutions	E-voting	18,854,147	2,034,368	10.79	2,033,346	1,022	99.95	0.05
	Poll		197	0.00	187	10	94.92	5.08
	Total		2,034,565	10.79	2,033,533	1,032	99.95	0.05
Total		72,296,395	50,813,157	70.28	47,975,177	2,837,980	94.41	5.59

For HSIL LIMITED

 Company Secretary

DROLIA & COMPANY
(Company Secretaries)

9, Crooked Lane, Kolkata - 700069
Mobile: 9831196869; Email: droliapraavin@yahoo.co.in

FORM NO MGT 13

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 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Chairman,
59th ANNUAL GENERAL MEETING
OF M/S 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 59th Annual General Meeting (AGM) of M/s. HSIL LIMITED on the resolutions set out in notice of the AGM dated 3rd May, 2019 held at Sripati Singhanian Hall, Rotary Sadan, 94/2, Chowringhee Road, Kolkata 700020 on Monday, the 2nd September, 2019 at 11.30 A.M.

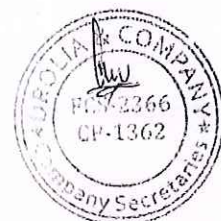
I, Pravin Kumar Drolia, (FCS No. 2366 & CP 1362) Proprietor of M/s. Drolia & Company, Company Secretaries, Kolkata, was appointed as the Scrutinizer, by the Board of Directors of M/s. HSIL LIMITED ("the Company") in their meeting held on 3rd May, 2019, in terms of the provisions of Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Amendments Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) for the purpose of Scrutinizing and ascertaining the results of voting by electronic means i.e. remote e-voting and voting through Physical Ballot at the 59th AGM of the Company held on Monday, the 2nd September, 2019 at Sripati Singhanian Hall, Rotary Sadan, 94/2, Chowringhee Road, Kolkata 700 020 at 11:30 A.M. in a fair and transparent manner in respect of the following resolutions set out in the AGM notice of the Company dated 3rd May, 2019.



Resolution Number	Type of Resolution	Particulars
1.	Ordinary Resolution	Consider and adopt the audited financial statements of the Company for the financial year ended 31 st 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 st March 2019 and Auditors Report thereon.
2.	Ordinary Resolution	Declaration of dividend on Equity shares for the financial year ended 31 st March, 2019.
3.	Ordinary Resolution	Appointment of a Director in place of Dr. Rajendra Kumar Somany (DIN: 00053557) who retires by rotation, and being eligible, offers himself for re-appointment.
4.	Special Resolution	Re-appointment of Mr. Nand Gopal Khaitan as an Independent Director for a second term of five consecutive years from the conclusion of this AGM till the conclusion of 64 th AGM.
5.	Special Resolution	Re-appointment of Mr. Vijay Kumar Bhandari as an Independent Director for a second term of five consecutive years from the conclusion of this AGM till the conclusion of 64 th AGM.
6.	Special Resolution	Re-appointment of Mr. Ashok Jaipuria as an Independent Director for a second term of five consecutive years from the conclusion of this AGM till the conclusion of 64 th AGM.
7.	Special Resolution	Re-appointment of Mr. Salil Bhandari as an Independent Director for a second term of five consecutive years from the conclusion of this AGM till the conclusion of 64 th AGM.
8.	Special Resolution	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.	Special Resolution	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.

1. I submit my report as under:

1.1. The Company had completed the dispatch of notice of AGM along with attendance slip, proxy form and a separate letter addressed to Shareholders individually inter-alia containing User ID and password and Annual Report for the financial year 2018-2019 through permitted mode by 7th August, 2019, to those Members whose names appeared in the Register of Members/List of beneficiaries as on 26th July, 2019 being the cut-off date fixed by the Board. As per provisions of the Companies Act, 2013, the number of vote cast in respect of each resolution have been counted according to the number of shares held by the concerned Shareholders. One share held is equal to one vote.



- 1.2. In compliance with provisions of Rule 20 of the Companies (Management and Administration) Amendments Rules, 2015 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company arranged for remote e-voting facility provided by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company on AGM resolutions. The Board of the Company has fixed 26th August, 2019 as cut-off date for determining the names of Members, who are eligible to cast their vote through remote e-voting. 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 who were Members of the Company as on 26th August, 2019 and who did not vote by means of remote e-voting prior to the AGM.
- 1.3. An Advertisement was published in "Financial Express, Kolkata" (English Edition) and "Ekdin, Kolkata" (Bengali Edition) on 8th August, 2019, pursuant to Rule 20 of the Companies (Management and Administration) Amendments Rules, 2015 informing the Members about completion of dispatch of AGM notice and other documents both by courier to their registered address and electronically by e-mail, wherever applicable along with other information as specified in the Rules.
- 1.4. 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 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 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.
- 1.5. The e-voting period was commenced on Friday, 30th August, 2019 from 09:00 A.M. (IST) and concluded on Sunday, 1st September, 2019 at 5:00 P.M. (IST). The Shareholders who were holding shares of the Company physically and/or electronically as on the "cut-off" date i.e., 26th August, 2019, fixed by the Company, were entitled to vote on the resolutions set out in the notice dated 3rd May, 2019 of AGM of the Company by either electronically or through physical ballot
- 1.6. After the closure of the voting through physical ballot at the said AGM, the votes cast through remote e-voting facility provided by CDSL was duly unblocked by me as a Scrutinizer in presence of 2 (two) witnesses, who were not in the employment of the Company. The votes cast by the Shareholders through e-voting facility were scrutinized by verifying it using the scrutinizer's login on the CDSL e-voting website <https://www.evotingindia.com>
- 1.7. After the voting at the Annual General Meeting was concluded, the locked Ballot Box was subsequently opened in presence of two persons as witnesses who were not in the employment of the Company and Ballot papers were diligently scrutinized. The Ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- 1.8. 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 3rd May, 2019 of the said AGM.



1.9. The combined result of voting through electronic means, i.e. remote e-voting and voting through physical ballot at the said AGM of the Company is as per "Annexure - A" attached herewith.

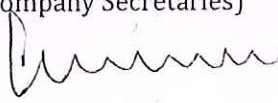
RESULTS:

There are 33987 numbers of eligible Members holding total 72296395 no(s) of Equity Shares, who are entitled to vote electronically and /or physically as on cut-off date i.e. 26th August, 2019. All the resolutions mentioned in the notice of Annual General Meeting dated 3rd May, 2019 as per details given above stand passed under remote e voting and voting conducted at AGM by way of physical ballot with requisite majority and hence to be passed as on the date of Annual General Meeting. As authorized by the chairman of AGM, Mr. G. L. Sultania, Director, is to declare and confirm the above results of voting (remote e-voting and voting by means of physical ballot) at the registered office of the Company, latest by 4th September, 2019 in respect of the resolutions referred herein.

I hereby also confirmed that I am maintaining the register downloaded from CDSL electronically in respect of vote cast through remote e voting and register of physical ballot received from Members in respect of vote cast through physical ballot at Annual General Meeting. The ballot papers and all other relevant records relating to remote e-voting and voting through ballot paper are under my safe custody and will be handed over to the Company Secretary of the Company for safe keeping.

Thanking You,
Yours faithfully,

FOR DROLIA & COMPANY
(Company Secretaries)


(Pravin Kumar Drolia)
Proprietor
F.C.S No.2366,
CP 1362



Place: Kolkata

Date: 3rd September, 2019

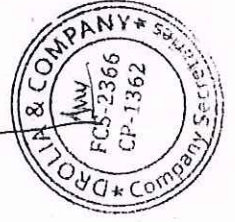
Annexure-A

Consolidated Scrutinizer(s) Report of Voting on the Resolutions considered at the 59th AGM of M/s HSIL Limited held on Monday, 2nd September, 2019 AT 11:30 A.M.

SL No.	Resolutions	Mode	No. of folios/ Ballots Received	Total no. of Shares held	Valid votes		% of Valid votes	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	Approval for Consideration and adoption of the audited financial statements for the financial year ended 31 March, 2019 and reports of Board of Directors and Auditors thereon and the audited consolidated financial statements for the financial year ended 31 March 2019 and Auditors Report thereon	Electronic	111	51839938	108	50753097	97.90	0	0	0.00	108	50753097	100.00	0	0	3	1086841
		Physical	20	297	20	297	100.00	0	0	0.00	19	287	96.63	1	10	0	0
		TOTAL	131	51840235	128	50753394	97.90	0	0	0.00	127	50753384	100.00	1	10	3	1086841
2	Approval for dividend on Equity Shares for the year ended 31 March 2019	Electronic	111	51839938	111	51839938	100.00	0	0	0.00	111	51839938	100.00	0	0	0	0
		Physical	20	297	20	297	100.00	0	0	0.00	20	297	100.00	0	0	0	0
		TOTAL	131	51840235	131	51840235	100.00	0	0	0.00	131	51840235	100.00	0	0	0	0
3	Appointment of a Director in place of Dr. Rajendra Kumar Somany (DIN: 00053557) who retires by rotation, and being eligible, offers himself for re-appointment.	Electronic	111	51839938	111	51839938	100.00	0	0	0.00	111	51839938	100.00	0	0	0	0
		Physical	20	297	20	297	100.00	0	0	0.00	20	297	100.00	0	0	0	0
		TOTAL	131	51840235	131	51840235	100.00	0	0	0.00	131	51840235	100.00	0	0	0	0
4	Re-appointment of Mr. Nand Gopal Khaitan as an Independent Director for a second term of five consecutive years from the conclusion of this AGM till the conclusion of 64th AGM.	Electronic	111	51839938	110	51839933	100.00	0	0	0.00	98	50942191	98.27	12	897742	1	5
		Physical	20	297	20	297	100.00	0	0	0.00	20	297	100.00	0	0	0	0
		TOTAL	131	51840235	130	51840230	100.00	0	0	0.00	118	50942488	98.27	12	897742	1	5



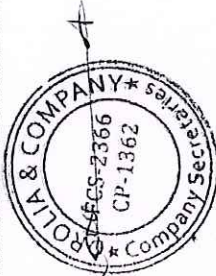
SL No.	Resolutions	Mode	No. of folios/ Ballots Received	Total no. of Shares held	Valid votes		% of Valid votes	Invalid votes		% of Invalid votes	Vote cast in favour of resolutions		% of Valid Votes in favour of the resolutions	Vote cast against the resolutions		% of Valid votes against the resolutions	Abstain	
					No. of folios/ No. of Ballots	Votes		No. of folios/ No. of Ballots	Votes		No. of folios/ No. of Ballots	Votes		No. of folios/ no. of Ballots	Votes		No. of folios/ no. of Ballots	Votes
5	Re-appointment of Mr. Vijay Kumar Bhandari as an Independent Director for a second term of five consecutive years from the conclusion of this AGM till the conclusion of 64th AGM.	Electronic	111	51839938	111	51839938	100.00	0	0	0.00	107	51825562	99.97	4	14376	0.03	0	0
		Physical	20	297	20	297	100.00	0	0	0.00	20	297	100.00	0	0	0.00	0	0
		TOTAL	131	51840235	131	51840235	100.00	0	0	0.00	127	51825859	99.97	4	14376	0.03	0	0
6	Re-appointment of Mr. Ashok Jaipuria as an Independent Director for a second term of five consecutive years from the conclusion of this AGM till the conclusion of 64th AGM.	Electronic	111	51839938	111	51839938	100.00	0	0	0.00	93	48109827	92.80	18	3730111	7.20	0	0
		Physical	20	297	20	297	100.00	0	0	0.00	20	297	100.00	0	0	0.00	0	0
		TOTAL	131	51840235	131	51840235	100.00	0	0	0.00	113	48110124	92.80	18	3730111	7.20	0	0
7	Re-appointment of Mr. Salil Bhandari as an Independent Director for a second term of five consecutive years from the conclusion of this AGM till the conclusion of 64th AGM.	Electronic	111	51839938	111	51839938	100.00	0	0	0.00	107	51825562	99.97	4	14376	0.03	0	0
		Physical	20	297	20	297	100.00	0	0	0.00	20	297	100.00	0	0	0.00	0	0
		TOTAL	131	51840235	131	51840235	100.00	0	0	0.00	127	51825859	99.97	4	14376	0.03	0	0
8	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) Regulation, 2018	Electronic	111	51839938	109	50812860	98.02	0	0	0.00	98	47974900	94.41	11	2837960	5.59	2	1027078
		Physical	20	297	20	297	100.00	0	0	0.00	19	287	96.63	1	10	3.37	0	0
		TOTAL	131	51840235	129	50813157	98.02	0	0	0.00	117	47975187	94.41	12	2837970	5.59	2	1027078



9	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																
	Electronic	111	51839938	109	50812860	98.02	0	0	0.00	98	47974890	94.41	11	2837970	5.59	2	1027078
	Physical	20	297	20	297	100.00	0	0	0.00	19	287	96.63	1	10	3.37	0	0
	TOTAL	131	51840235	129	50813157	98.02	0	0	0.00	117	47975177	94.41	12	2837980	5.59	2	1027078

We the undersigned witness that the votes were unlocked from the evoting website of CDSE (http://www.evotingindia.com) in our presence at 2.05 P.M. on the 2nd September, 2019.

FOR DROLIA & COMPANY
(Company Secretaries)



(Pravin Kumar Drolia)

Proprietor

F.C.S No.2366, C.P. 1362

Place: Kolkata

Date: 03/09/2019

(i) Mrs Sangita Drolia
Flat 23G, Tower 1
South City Residency
Prince Anwar Saha Road,
Kolkata - 700 068

(ii) Mr. Animesh Drolia
3rd Floor, R.N. 19
9, Crooked Lane,
Kolkata - 700 069