

Date: 12th December, 2017

To, Mr. Nitin Pujari BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai 400 001

Scrip Code: 500187

Sub: Application under Regulation 37 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Composite Scheme of Arrangement, under Sections 230 to 232 of the Companies Act, 2013 read with Section 66 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, amongst HSIL Limited, Somany Home Innovation Limited, Brilloca Limited and their respective Shareholders and Creditors.

Dear Sir,

This is in reference to application no. 70255 for application under Regulation 37 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 filled on 23rd November, 2017

With regard to your comments received on 7th December, 2017, whereby you have sought further information/documents to process our application for seeking 'no-objection' to the Composite Scheme of Arrangement.

In this regard please note the following:

1. Update share capital details in the interface for all the three Companies. Also to update correct new shared issued & post scheme shareholding figures Somany Home Innovation Limited in the interface.

As requested, updated share capital details in the interface for all the three Companies have been provided. Also correct new shares issued & post scheme shareholding figures of Somany Home Innovation Limited have been updated in the interface.

2. Update Net Worth details in the interface for HSIL.

Net Worth details in the interface for HSIL have been updated.

- 3. Submit Valuation report as per SEBI format .Format shared via email. Valuation report as per SEBI format is attached herewith as Annexure III.
- 4. A. In case of scheme of arrangement between listed and unlisted entities, information pertaining to the unlisted entity/ies involved in the scheme as per the format specified for abridged prospectus as provided in Part D of Schedule VIII of the ICDR Regulations.
- B. A Certificate from the Merchant Banker confirming the adequacy and accuracy of the information contained in above document on unlisted company in terms of Para 3(a) of Part I (A) of the SEBI circular dated March 10, 2017. This is also to be uploaded on the BSE's website Allotment to unlisted Shareholders
- A. We have already submitted the abridged prospectus as provided in Part D of Schedule VIII of For HSIL the ICPR Regulations as Annexure XI of our initial submission. The same is attached again for your easy reference as Annexure XI.
 - B. We have already submitted a Certificate from the Merchant Banker confirming the adequacy and company Secureday of the information contained in above document on unlisted company in terms of Para 3(a) of Part I (A) of the SEBI circular dated March 10, 2017 as Annexure XIII of our initial submission. The

HSIL Limited ame is attached again for your easy reference as Annexure XII.

(An ISO 9001 14001 OHSAS 18001 Certified Company)

Corporate Office: 301-302, Illrd 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+91-33-22487406/07, F+91-33-22487045

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























5. Submit shareholding without Pa pre/post for HSIL. Submit Post Shareholding pattern as per Regulation 31 for Somany Home Innovation Limited.

We have submitted the shareholding pattern without Pan pre/post for HSIL along with Pre/Post Shareholding pattern as per Regulation 31 for Somany Home Innovation Limited and Brilloca Limited as **Annexure VI**.

6. Audited financials of the transferee/resulting and transferor/demerged companies for the last 3 financial years (financials not being more than 6 months old) as per Annexure I. Please note that for existing Listed Company, provide the last Annual Report and the audited / unaudited financials of the latest quarter (were it is due) accompanied mandatorily by the Limited Review Report of the auditor: Submit June, 2017 ended results alongwith Limited Review Report for HSIL.

As requested, please find attached June, 2017 ended results alongwith Limited Review Report for HSIL, labelled as **Annexure A**.

7. Quarterly compliance Report on Corporate Governance as per Regulation 27 (2)(a) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as per Annexure II: Submit report without Pan

As requested, please find attached Corporate Governance report without Pan, labelled as **Annexure B**.

- 8. If as per the company, approval from the shareholders through postal ballot and e-voting, as required under Para (I)(A)(9)(a) of Annexure I of SEBI Circular no.CIR/CFD/CMD/16/2015 dated November 30, 2015, is not applicable then as required under Para (I)(A)(9)(c) of said SEBI circular, submit the following: b) Certified copy of Board of Director's resolution approving the aforesaid auditor certificate: Not Submitted Please refer to Para 5 of Annexure I, as attached.
- 9. In Annexure V, capital post scheme of Somany Home Innovation Ltd & Brilloca Limited is incorrect. Confirm valuation method, Fair value per share & Exchange ratio & Number of shareholders

As requested, please refer to **Annexure XIII** for confirmation of Valuation method, Fair value per share & Exchange ratio & Number of shareholders.

10. Net worth certificate of HSIL not submitted

We have already submitted Net worth certificate of HSIL as Annexure XIV. The same is attached again for your easy reference as **Annexure XIV**.

11. Clarification as to what will be listing status of the Resulting/Transferee Company/ies: Confirm name of the Companies getting listed/not listed.

Please refer to Point 2(a) and (b) of Annexure XVIII-1.

12. Confirmation from the Managing Director/ Company Secretary, as per the format as per the checklist: Confirm name of the Resulting Company.

We have already given as Annexure XVIII-4. We have only submitted for Somany Home Innovation Limited, we have not submitted for Brilloca as this Company is not getting listed. Only Somany Home Innovation Limited is to be listed.

HSIL Limited

(An ISO 9001 14001 OHSAS 18001 Certified Company)

Corporate Office: 301-302, Illrd Floor Park Centra, Sector-30, NH-8, Gurgaon, Haryana - 122 001. T+91-124-4779200, F+91-124-4292898 pmpany Secretary Registered Office: 2, Red Cross Place, Kolkata, West Bengal - 700 001. T+91-33-22487406/07, F+91-33-22487045

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























13. Confirmation by the Managing Director/ Company Secretary of the resulting/transferee company on the letter head of resulting company as per the format as per the checklist: We have already given as Annexure XVIII-4. We have only submitted for Somany Home Innovation Limited, we have not submitted for Brilloca as this Company is not getting listed. Only Somany Home Innovation Limited is to be listed.

Thankyou,

For HSIL Limited

Name: Payal M Puri

Designation: Company Secretary

HSIL Limited

(An ISO 9001 14001 OHSAS 18001 Certified Company)

Corporate Office: 301-302, Illrd 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+91-33-22487406/07, F+91-33-22487045

 $marketing@hindware.co.in \mid www.hindwarehomes.com \mid CIN~No.~-~L51433WB1960PLC024539$





















hindware

EXTRACTS OF THE MINUTES OF MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY HELD ON FRIDAY, THE 10TH NOVEMBER, 2017 AT OUR CORPORATE OFFICE OF THE COMPANY AT 301-302, PARK CENTRA, NH-8, SECTOR 30, GURUGRAM AT 02:00 P.M.

- A. APPROVAL OF THE COMPOSITE SCHEME OF ARRANGEMENT UNDER SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013 READ WITH SECTION 66 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013, AMONGST HSIL LIMITED, SOMANY HOME INNOVATION LIMITED, BRILLOCA LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS
- B. RATIFICATION OF APPOINTMENT OF SANTOSH K SINGH & CO., CHARTERED ACCOUNTANTS AS VALUERS OF THE COMPANY AND TAKE ON RECORD THE VALUATION REPORT PREPARED BY THEM.
- C. RATIFICATION OF APPOINTMENT \mathbf{OF} FINSHORE SEVICES LTD AS MERCHANT BANKER OF THE COMPANY AND TAKE ON RECORD THE FAIRNESS OPINION PREPARED BY THEM.
- D. APPROVAL FOR AUTHORIZATION OF PERSONNEL OF THE COMPANY FOR UNDERTAKING ACTIVITIES INCIDENTAL AND ANCILLARY TO THE PROPOSED COMPOSITE SCHEME OF ARRANGEMENT

"RESOLVED THAT pursuant to (a) the provisions of Sections 230 to 232 of the Companies Act, 2013, read with Section 66 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013; (b) enabling provisions in the Memorandum and Articles of Association of the Company; and (c) recommendation of the Audit Committee of the Company, at their meeting held on 10th November, 2017, and subject to, (i) approval of the requisite majority of the shareholders and creditors of the Company (unless dispensed with as per the order of the Hon'ble National Company Law Tribunal; (ii) such approvals as may be necessary from the Securities &

For HSIL LIMITED

Company Secretary

CERTIFIED TRUE COPY

HSIL Limited

Corporate Office: 301-302, Illid 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 +91-33-22487406/07, F +91-33-22487045

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



















YEARS OF LEADERSHIP

India's most awarded & certified bathroom products company -

Exchange Board of India ("SEBI") and Stock Exchanges where the shares of the Company are listed and any other statutory / regulatory authorities as may be required, including the Competition Commission of India (if required); (iii) compliance with all applicable securities laws, regulations and circulars; and (iv) sanction of the Hon'ble National Company Law Tribunal, the consent of the Board be and is hereby accorded to the composite scheme of arrangement proposed to be entered into amongst the Company (Demerged Company), Somany Home Innovation Limited a wholly owned subsidiary of the Company (the Resulting Company 1), Brilloca Limited, a wholly owned subsidiary of Somany Home Innovation Limited (the Resulting Company 2) and their respective shareholders and creditors ("Proposed Scheme"), to demerge (a) the CPDM Undertaking (as more precisely defined in the Proposed Scheme) and the Retail Undertaking (as more precisely defined in the Proposed Scheme) of the Company to Somany Home Innovation Limited and (b) the BPDM Undertaking (as more precisely defined in the Proposed Scheme) of the Company to Brilloca Limited, on a going concern basis, with effect from the Appointed Date (as defined in the Proposed Scheme).

RESOLVED FURTHER THAT the report of Audit Committee dated 10th November, 2017, duly signed by the Chairman of the Audit Committee, recommending the Proposed Scheme, as placed before the Board be and is hereby accepted and noted.

RESOLVED FURTHER THAT the draft of the Composite Scheme of Arrangement, under Sections 230 to 232 read with Section 66 of the Companies Act, 2013, amongst the Company, Somany Home Innovation Limited, a wholly owned subsidiary of the Company ("Resulting Company 1"), Brilloca Limited, a wholly owned subsidiary of Somany Home Innovation Limited ("Resulting Company 2") and their respective shareholders and creditors, as recommended by the Audit Committee of the Board, duly initialed by the Chairman of the meeting for the purpose of

CERTIFIED TRUE COPY

For HSIL LIMITED

identification, placed before the Board, be and is hereby considered and approved.

RESOLVED FURTHER THAT the undertaking with regard to the non-applicability of requirement as prescribed in the term of Para I(A)(9)(a) of Annexure I of Circular No. CFD/DIL3/CIR/2017/21, dated March 10, 2017 issued by SEBI, in respect of the Proposed Scheme, duly certified by the Statutory Auditors of the Company, i.e. M/s Lodha & Co., Chartered Accountants (Firm Registration No. 301051E), as placed before the Board be and is hereby considered and approved.

RESOLVED FURTHER THAT for the purposes of Circular No. CFD/DIL3/CIR/2017/21, dated March 10, 2017, issued by SEBI, the draft certificate, prepared by the Statutory Auditors of the Company, i.e. M/s Lodha & Co., Chartered Accountants (Firm Registration No. 301051E), certifying that the accounting treatment contained in the Proposed Scheme is in compliance with all applicable accounting standards, as placed before the Board be and is hereby considered and approved.

RESOLVED FURTHER THAT appointment of Santosh K Singh & Co., Chartered Accountants, as valuers of the Company is hereby ratified and approved and the valuation report dated 8th November, 2017 prepared by them, as placed before the Board, be and is hereby taken on record.

RESOLVED FURTHER THAT appointment of Finshore Management Services Limited, Merchant Banker, is hereby ratified and approved and the fairness opinion dated 9th November, 2017 prepared by Merchant Banker, with respect to valuation of assets/shares of the Company, Somany Home Innovation Limited and Brilloca Limited and share entitlement ratio, as done by the valuer, as placed before the Board, be and is hereby taken on record.

CERTIFIED TRUE COPY

For HSIL LIMITED

RESOLVED FURTHER THAT the National Stock Exchange of India Limited be and is hereby chosen as the designated stock exchange for coordinating with SEBI and obtaining SEBI's comments/approval on the Proposed Scheme (including the Observation Letter / No Objection Letter) under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circular No. CFD/DIL3/CIR/2017/21, dated March 10, 2017, issued by SEBI.

RESOLVED FURTHER THAT the consent of the Board be and is hereby accorded for giving consent as a shareholder of Somany Home Innovation a wholly owned subsidiary of the Company ("Resulting Limited Company 1"), (i) to the draft Proposed Scheme; (ii) for seeking dispensation from the Hon'ble National Company Law Tribunal from convening/holding the meeting of the shareholders and / or creditors of Resulting Company 1 for the purpose of considering and approving the Proposed Scheme; and (iii) making any changes in the Proposed Scheme as required/approved by the shareholders and/or creditors and/or any authority and/or the Hon'ble National Company Law Tribunal while granting their consent / approval to the Proposed Scheme and which may be acceptable to the Board of Resulting Company 1.

RESOLVED FURTHER THAT Dr. Rajendra Kumar Somany, Chairman and Managing Director, Mr. Sandip Somany, Vice Chairman and Managing Director, Mr. G.L. Sultania, Director, Mr. R.B. Kabra, President (Building Products Division), Mr. Sandeep Sikka, Chief Financial Officer, Mr. Naveen Malik, Associate Vice President - Corporate Finance, Mr. N. K. Goenka, GM - Finance, Mr. Ankur Gupta- Associate Vice President, and Ms. Payal M Puri, Company Secretary of the Company be and are hereby jointly and severally authorised to take all such steps as are necessary in connection with the filing, approval and implementation of the Proposed Scheme, including:

CERTIFIED TRUE COPY

For HSIL LIMITED

- a. to take decisions in connection with the Proposed Scheme and to carry out such modifications, revisions, amendments to the draft Proposed Scheme, as may be required by the shareholders, creditors, Hon'ble National Company Law Tribunal, SEBI, Stock Exchanges or any other governmental or regulatory authority;
- b. to sign, file, submit or present the Proposed Scheme, along with ancillary applications, petitions, documents and instruments with the relevant stock exchanges, SEBI, the Hon'ble National Company Law Tribunal and any other governmental or regulatory authority or person, as may be required in connection with the Proposed Scheme, and to do any other act, deed or thing which may be ancillary or incidental to the Proposed Scheme or which may otherwise be required for giving effect to any of the provisions contained in the Proposed Scheme;
- c. engage and/or authorise advisors including advocates, counsels, chartered accountants, merchant bankers and other persons as may be required in connection with the Proposed Scheme, from time to time.
- d. to provide all information and clarifications to the stock exchanges and SEBI for obtaining approval / observations thereof to the Proposed Scheme and filing all relevant documents with the stock exchanges and SEBI, including valuation report, fairness opinion, audit committee report recommending the Proposed Scheme, pre and post Proposed Scheme shareholding pattern of the Company, auditor's certificate(s), audited financials of the Company, etc., and to obtain/take delivery of the Observation Letter / No Objection Letter from the designated stock exchange;
- e. to represent the Company before the Hon'ble National Company Law Tribunal, stock exchanges, SEBI and any other governmental or regulatory authority, as may be required, and at the shareholders' meeting of Resulting Company 1, in its capacity as the shareholder of the Resulting Company 1 and provide the consent/approval on behalf of the Company as a shareholder of Resulting Company 1 in relation to the Proposed Scheme, as may be necessary;

CERTIFIED TRUE COPY

For HSIL LIMITED

- f. to do all such lawful acts, deeds and things as they may be deemed necessary and desirable in connection with the approval and sanction of the said Proposed Scheme by the Hon'ble National Company Law Tribunal, including but not limited to filing of application before the Hon'ble National Company Law Tribunal seeking dispensation of the meeting of the shareholders and creditors of the Company, filing of Observation Letter / No Objection Letter, filing and executing necessary applications, forms, advertisements, notices, vakalatnamas, affidavits, letters, deeds, instruments, etc., as may be required, for the purpose of obtaining approval of the Proposed Scheme from the Hon'ble National Company Law Tribunal;
- g. if the dispensation from holding meetings of shareholders/creditors of the Company is not granted by the Hon'ble National Company Law Tribunal, then to take all steps for calling and holding shareholders' and creditors' meetings through postal ballot and e-voting or physical meeting (as may be required) and filing and executing confirmation petitions, vakalatnams, affidavits, pleadings, advertisements, notices, reports and other applications, documents etc. with the Hon'ble National Company Law Tribunal or any other authority and issuing relevant advertisements, notices, explanatory statements, etc.;
- to provide all relevant information and/or file necessary documents with the Hon'ble National Company Law Tribunal with respect to finalization of the list of creditors, list of shareholders, list of properties and investments of the Company;
- i. to suitably inform, apply, make necessary filings and/or represent to the Central and/or State Governments and/or local authorities, including to the Reserve Bank of India, Income Tax Authorities, Official Liquidator, Registrar of Companies, Kolkata, Regional Director, Employees' State Insurance Authority, Employees Provident Fund Authority and all other applicable authorities, agencies and/or to represent the Company before the said authorities and agencies and to sign and submit such application, letters, forms, returns, undertakings, declarations, deeds or documents and to take

CERTIFIED TRUE COPY

For HSIL LIMITED

full
Company Secretary

- all required steps and actions from time to time in connection with the above;
- j. to provide all relevant information that may be required by the advisors (including lawyers, merchant bankers and chartered accountants), issue reliance letter and / or management representations (as may be required by the advisors) and to obtain necessary certificates/opinions/letters from the advisors (including the auditors);
- k. to make any alterations, amendments or modifications to the Proposed Scheme as they may deem expedient or necessary, at their discretion, or which is necessary for satisfying the requirements or conditions, if any, imposed by the relevant stock exchanges, the Hon'ble National Company Law Tribunal or any other competent authority.
- 1. to withdraw or abandon the Proposed Scheme at any stage and to do all such lawful acts, deeds and things as they may be deemed necessary and desirable in connection therewith and incidental thereto;
- m. to incur such other expenses as may be necessary with regard to the Proposed Scheme, including payment of fees of the solicitors, merchant bankers, advisors, registrars and other agencies and such other expenses that may be incidental to the above, as may be decided by them;
- n. to give such direction as they may consider necessary to settle any question or difficulty arising under the Proposed Scheme, or in regard to any meaning or interpretation of the Proposed Scheme, or implementation thereof or in any manner whatsoever connected therewith or to review the position relating to the satisfaction of the various conditions of the Proposed Scheme and, if necessary, waive any of those (to the extent permissible under law).
- o. To give such direction as they may consider necessary to settle any question or difficulty arising under the Proposed Scheme or in regard to the interpretation of the Proposed Scheme or any part thereof or implementation thereof.
- p. Take all such actions and steps in the above matters and to implement the Proposed Scheme, as may be required from time to time;

For HSIL LIMITED

CERTIFIED TRUE COPY

- q. to approve/undertake such actions as may be considered necessary for implementation of the said Proposed Scheme after the same is sanctioned by the Hon'ble National Company Law Tribunal, including but not limited to, obtaining delivery of the order from the National Company Law Tribunal, authorization of entries to be made in the books of account in term of the Proposed Scheme, making filings with the Registrar of Companies Kolkata, stock exchanges, SEBI, depositories (NSDL/CSDL) and/or any other governmental authorities, and to undertake all other actions required for full and effective implementation of the sanctioned Proposed Scheme and to remove and resolve all doubt and difficulties and to do all such lawful acts, deeds and things as they may deem necessary and desirable in connection therewith and incidental thereto;
- r. to fix record date for the purpose of implementation of the sanctioned Proposed Scheme and effect accounting treatment in the books of accounts of the Company;
- s. to make necessary disclosures to the stock exchanges (as may be required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- t. to do all such lawful acts, deeds and things as may be necessary or expedient in connection with the scheme and to sign, execute and deliver all such documents as may be necessary for filing, sanction and implementation of the scheme with the Hon'ble National Company Law Tribunal, if any as required, or the relevant stock exchanges or SEBI or any other governmental or other authority or any person and to comply with directions that may be received from them, in order to give effect to the above mentioned resolutions of the Board; and
- u. to appoint one or more attorney(s) / representatives and delegate to them any or all of the powers or functions entrusted to them under this resolution, as well as to revoke / remove such person and to appoint any other person from time to time to act on their behalf.

CERTIFIED TRUE COPY

For HSIL LIMITED

JMJ

Company Secretary

RESOLVED FURTHER THAT the Common Seal of the Company be affixed, to the engrossment of any deeds, agreements, documents, writings and instruments as may be required, in the presence of any Director of the Company in conformity with the provisions of Articles of Association of the Company who shall sign/counter sign the same in token thereof.

RESOLVED FURTHER THAT the Certified copy(ies) of the above resolution duly signed by any Director or Company Secretary of the Company be submitted to the concerned authorities and they be requested to act upon the same."

Certified to be true For HSIL Limited

Payal M. Puri

(Company Secretary)

Name:

Payal M. Puri

Address:

301-302, 3rd Floor, Park Centra, Sector 30,

NH-8, Gurugram -122001

Membership No.

16068

Registered Office: 2, RED CROSS PLACE, KOLKATA – 700001 CIN: U74999WB2017PLC222970

T- +91-33-2248 7407/5668

Email: ngoenka@hindware.co.in

EXTRACTS OF THE MINUTES OF MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY HELD ON FRIDAY, THE $10^{\rm TH}$ NOVEMBER, 2017 AT 301-302, PARK CENTRA, NH-8, SECTOR 30, GURUGRAM AT 10:00 A.M.

- A. APPROVAL OF THE COMPOSITE SCHEME OF ARRANGEMENT UNDER SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013 READ WITH SECTION 66 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013, AMONGST HSIL LIMITED, SOMANY HOME INNOVATION LIMITED, BRILLOCA LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS
- B. TAKE ON RECORD THE VALUATION REPORT PREPARED BY SANTOSH K SINGH & CO., CHARTERED ACCOUNTANTS
- C. <u>AUTHORIZATION OF PERSONNEL OF THE COMPANY FOR UNDERTAKING ACTIVITIES INCIDENTAL AND ANCILLARY TO THE PROPOSED COMPOSITE SCHEME OF ARRANGEMENT</u>

"RESOLVED THAT pursuant to (a) the provisions of Sections 230 to 232 of the Companies Act, 2013, read with Section 66 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013; (b) enabling provisions in the Memorandum and Articles of Association of the Company; and (i) approval of the requisite majority of the shareholders and creditors of the Company (unless dispensed with as per the order of the National Company Law Tribunal; (ii) such approvals as may be necessary from statutory / regulatory authorities as may be required, including the Competition Commission of India (if required); (iii) compliance with all applicable securities laws, regulations and circulars; and (iv) sanction of the Hon'ble National Company Law Tribunal, the consent of the Board be and is hereby accorded to the composite scheme of arrangement proposed to be entered into amongst (A) the Company, (B) HSIL Limited, the holding company of the Company ("Demerged Company"), (C) Brilloca Limited, a wholly owned subsidiary of the Company and their respective shareholders and creditors ("Proposed Scheme"), to demerge (a) the CPDM Undertaking (as more precisely defined in the Proposed Scheme) and the Retail Undertaking (as more precisely defined in the Proposed Scheme) of the Demerged Company to the Company; and (b) the BPDM Undertaking (as more precisely defined in the Proposed Scheme) of the Demerged Company to Brilloca Limited, on a going concern basis, with effect from the Appointed Date (as defined in the Proposed Scheme).

RESOLVED FURTHER THAT the draft of the Composite Scheme of Arrangement, under Sections 230 to 232 read with Section 66 of the Companies Act, 2013, amongst the Company, the Demerged Company, Brilloca Limited, and their respective shareholders and creditors duly initialed by the Chairman of the meeting for the purpose of identification, placed before the Board, be and is hereby considered and approved.

RESOLVED FURTHER THAT the valuation report dated 8th November, 2017 prepared by Santosh K Singh, Chartered Accountants, as placed before the Board, be and is hereby taken on record and approved.

RESOLVED FURTHER THAT the consent of the Board be and is hereby accorded for giving consent as a shareholder of Brilloca Limited, a wholly owned subsidiary of the Company ("Resulting Company 2"), (i) to the draft Proposed Scheme; (ii) for seeking dispensation from



Registered Office: 2, RED CROSS PLACE, KOLKATA – 700001 CIN: U74999WB2017PLC222970

T- +91-33-2248 7407/5668

Email: ngoenka@hindware.co.in

the Hon'ble National Company Law Tribunal from convening/holding the meeting of the shareholders and / or creditors of Resulting Company 2 for the purpose of considering and approving the Proposed Scheme; and (iii) for making any changes in the Proposed Scheme as may be required/approved by the shareholders and/or creditors and/or any authority and/or the Hon'ble National Company Law Tribunal while granting their consent / approval to the Proposed Scheme and which may be acceptable to the Board of Resulting Company 2.

RESOLVED FURTHER THAT Mr. Sandip Somany, Director, Mr. G.L. Sultania, Director, and Mr. Niranjan Kumar Goenka, Director of the Company be and are hereby severally authorised to take all such steps as are necessary in connection with the filing, approval and implementation of the Proposed Scheme, including:

- a. to take decisions in connection with the Proposed Scheme and to carry out such modifications, revisions, amendments to the draft Proposed Scheme, as may be required by the shareholders, creditors, Hon'ble High National Company Law Tribunal, SEBI, Stock Exchanges or any other governmental or regulatory authority;
- b. to sign, file, submit or present the Proposed Scheme, along with ancillary applications, petitions, documents and instruments with the relevant stock exchanges, SEBI, the Hon'ble National Company Law Tribunal and any other governmental or regulatory authority or person, as may be required in connection with the Proposed Scheme, and to do any other act, deed or thing which may be ancillary or incidental to the Proposed Scheme or which may otherwise be required for giving effect to any of the provisions contained in the Proposed Scheme;
- engage and/or authorise advisors including advocates, counsels, chartered accountants, merchant bankers and other persons as may be required in connection with the Proposed Scheme, from time to time;
- d. to provide all information and clarifications to the stock exchanges and SEBI for obtaining approval / observations thereof to the Proposed Scheme and filing all relevant documents with the stock exchanges and SEBI;
- e. to represent the Company before the Hon'ble National Company Law Tribunal, stock exchanges, SEBI and any other governmental or regulatory authority, as may be required, and at the shareholders' meeting of Resulting Company 2, in its capacity as the shareholder of the Resulting Company 2 and provide the consent/approval on behalf of the Company as a shareholder of Resulting Company 2 in relation to the Proposed Scheme, as may be necessary;
- f. to do all such lawful acts, deeds and things as they may be deemed necessary and desirable in connection with the approval and sanction of the said Proposed Scheme by the Hon'ble National Company Law Tribunal, including but not limited to filing of application before the Hon'ble National Company Law Tribunal seeking dispensation of the meeting of the shareholders and creditors of the Company, filing of Observation Letter / No Objection Letter, filing and executing necessary applications, forms, advertisements, notices, vakalatnamas, affidavits, letters, deeds, instruments, etc., as may be required, for the purpose of obtaining approval of the Proposed Scheme from the Hon'ble National Company Law Tribunal;



Registered Office: 2, RED CROSS PLACE, KOLKATA – 700001 CIN: U74999WB2017PLC222970

T- +91-33-2248 7407/5668

Email: ngoenka@hindware.co.in

- g. if the dispensation from holding meetings of shareholders/creditors of the Company is not granted by the Hon'ble National Company Law Tribunal, then to take all steps for calling and holding shareholders' and creditors' meetings through postal ballot and e-voting or physical meeting (as may be required) and filing and executing confirmation petitions, vakalatnams, affidavits, pleadings, advertisements, notices, reports and other applications, documents etc. with the Hon'ble National Company Law Tribunal or any other authority and issuing relevant advertisements, notices, explanatory statements, etc.;
- to provide all relevant information and/or file necessary documents with the Hon'ble National Company Law Tribunal with respect to finalization of the list of creditors, list of shareholders, list of properties and investments of the Company;
- i. to suitably inform, apply, make necessary filings and/or represent to the Central and/or State Governments and/or local authorities, including to the Reserve Bank of India, Income Tax Authorities, Official Liquidator, Registrar of Companies, Kolkata, Regional Director, Employees' State Insurance Authority, Employees Provident Fund Authority and all other applicable authorities, agencies and/or to represent the Company before the said authorities and agencies and to sign and submit such application, letters, forms, returns, undertakings, declarations, deeds or documents and to take all required steps and actions from time to time in connection with the above;
- j. to provide all relevant information that may be required by the advisors (including lawyers, merchant bankers and chartered accountants), issue reliance letter and / or management representations (as may be required by the advisors) and to obtain necessary certificates/opinions/letters from the advisors (including the auditors);
- k. to make any alterations, amendments or modifications to the Proposed Scheme, as per the terms of the Proposed Scheme, as they may deem expedient or necessary, at their discretion, or which is necessary for satisfying the requirements or conditions, if any, imposed by the relevant stock exchanges, the Hon'ble National Company Law Tribunal or any other competent authority;
- to withdraw or abandon the Proposed Scheme at any stage, as per the terms of the Proposed Scheme, and to do all such lawful acts, deeds and things as they may be deemed necessary and desirable in connection therewith and incidental thereto;
- m. to incur such other expenses as may be necessary with regard to the Proposed Scheme, including payment of fees of the solicitors, merchant bankers, advisors, registrars and other agencies and such other expenses that may be incidental to the above, as may be decided by them;
- n. to give such direction as they may consider necessary to settle any question or difficulty arising under the Proposed Scheme, or in regard to any meaning or interpretation of the Proposed Scheme, or implementation thereof or in any manner whatsoever connected therewith or to review the position relating to the satisfaction of the various conditions of the Proposed Scheme and, if necessary, waive any of those (to the extent permissible under law), as per the terms of the Proposed Scheme;
- o. take all such actions and steps in the above matters and to implement the Proposed Scheme, as may be required from time to time;



Registered Office: 2, RED CROSS PLACE, KOLKATA – 700001 CIN: U74999WB2017PLC222970

T- +91-33-2248 7407/5668

Email: ngoenka@hindware.co.in

- p. to approve/undertake such actions as may be considered necessary for implementation of the said Proposed Scheme after the same is sanctioned by the Hon'ble National Company Law Tribunal, including but not limited to, obtaining delivery of the order from the National Company Law Tribunal, authorization of entries to be made in the books of account in term of the Proposed Scheme, making filings with the Registrar of Companies Kolkata, stock exchanges, SEBI, depositories (NSDL/CSDL) and/or any other governmental authorities, and to undertake all other actions required for full and effective implementation of the sanctioned Proposed Scheme and to remove and resolve all doubt and difficulties and to do all such lawful acts, deeds and things as they may deem necessary and desirable in connection therewith and incidental thereto;
- q. to do all such lawful acts, deeds and things as may be necessary or expedient in connection with the scheme and to sign, execute and deliver all such documents as may be necessary for filing, sanction and implementation of the scheme with the Hon'ble National Company Law Tribunal, if any as required, or the relevant stock exchanges or SEBI or any other governmental or other authority or any person and to comply with directions that may be received from them, in order to give effect to the above mentioned resolutions of the Board; and
- r. to appoint one or more attorney(s) / representatives and delegate to them any or all of the powers or functions entrusted to them under this resolution, as well as to revoke / remove such person and to appoint any other person from time to time to act on their behalf.

RESOLVED FURTHER THAT the Common Seal of the Company be affixed, to the engrossment of any deeds, agreements, documents, writings and instruments as may be required, in the presence of any Director of the Company in conformity with the provisions of Articles of Association of the Company who shall sign/counter sign the same in token thereof.

RESOLVED FURTHER THAT the Certified copy(ies) of the above resolution duly signed by any Director or Company Secretary of the Company be submitted to the concerned authorities and they be requested to act upon the same."

Certified to be true

FOR SOMANY HOME INNOVATION LIMITED

For Somany Home Innovation Limited Niranjan Kumar Goenka (Director)

Name:

Niranjan Kumar Goenka

Address:

Prasad Exotica, Block -VI, Flat No. 2F, 2nd Floor, 71/3, Canal

Circular Road, Kolkata - 700054

DIN:

00060684

Registered Office: 2, RED CROSS PLACE, KOLKATA – 700001 CIN: U74999WB2017PLC223307

T-+91-33-2248 7407/5668

Email: ngoenka@hindware.co.in

EXTRACTS OF THE MINUTES OF THE BOARD OF DIRECTORS MEETING OF THE COMPANY HELD ON FRIDAY, 10TH NOVEMBER, 2017 AT 301-302, PARK CENTRA, SECTOR 30, NH-8, GURUGRAM-122001 AT 09:00 A|M

- A. APPROVAL OF THE COMPOSITE SCHEME OF ARRANGEMENT UNDER SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013 READ WITH SECTION 66 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013, AMONGST HSIL LIMITED, SOMANY HOME INNOVATION LIMITED, BRILLOCA LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS
- B. TAKE ON RECORD THE VALUATION REPORT PREPARED BY SANTOSH K SINGH & CO., CHARTERED ACCOUNTANTS
- C. AUTHORIZATION OF PERSONNEL OF THE COMPANY FOR UNDERTAKING ACTIVITIES INCIDENTAL AND ANCILLARY TO THE PROPOSED COMPOSITE SCHEME OF ARRANGEMENT

"RESOLVED THAT pursuant to (a) the provisions of Sections 230 to 232 of the Companies Act, 2013, read with Section 66 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013; (b) enabling provisions in the Memorandum and Articles of Association of the Company; and (i) approval of the requisite majority of the shareholders and creditors of the Company (unless dispensed with as per the order of the National Company Law Tribunal; (ii) such approvals as may be necessary from statutory / regulatory authorities as may be required, including the Competition Commission of India (if required); (iii) compliance with all applicable securities laws, regulations and circulars; and (iv) sanction of the Hon'ble National Company Law Tribunal, the consent of the Board be and is hereby accorded to the composite scheme of arrangement proposed to be entered into amongst (A) HSIL Limited ("Demerged Company"), (B) Somany Home Innovation Limited, a wholly owned subsidiary of the Demerged Company ("Resulting Company 1"), and (C) the Company, a wholly owned subsidiary of Resulting Company I and their respective shareholders and creditors ("Proposed Scheme"), to demerge (a) the CPDM Undertaking (as more precisely defined in the Proposed Scheme) and the Retail Undertaking (as more precisely defined in the Proposed Scheme) of the Demerged Company to Resulting Company 1; and (b) the BPDM Undertaking (as more precisely defined in the Proposed Scheme) of the Demerged Company to the Company, on a going concern basis, with effect from the Appointed Date (as defined in the Proposed Scheme).

RESOLVED FURTHER THAT the draft of the Composite Scheme of Arrangement, under Sections 230 to 232 read with Section 66 of the Companies Act, 2013, amongst the Company, the Demerged Company, Resulting Company 1 and their respective shareholders and creditors,, duly initialed by the Chairman of the meeting for the purpose of identification, placed before the Board, be and is hereby considered and approved.



Registered Office: 2, RED CROSS PLACE, KOLKATA – 700001 CIN: U74999WB2017PLC223307

T- +91-33-2248 7407/5668

Email: ngoenka@hindware.co.in

RESOLVED FURTHER THAT the valuation report dated 8th November, 2017 from Santosh K Singh, Chartered Accountants ("Valuer"), as placed before the Board, be and is hereby taken on record and approved.

RESOLVED FURTHER THAT Mr. Sandip Somany, Director, Mr. G.L. Sultania, Director, and Mr. Niranjan Kumar Goenka, Director of the Company be and are hereby severally authorised to take all such steps as are necessary in connection with the filing, approval and implementation of the Proposed Scheme, including:

- a. to take decisions in connection with the Proposed Scheme and to carry out such modifications, revisions, amendments to the draft Proposed Scheme, as may be required by the shareholders, creditors, Hon'ble High National Company Law Tribunal, SEBI, Stock Exchanges or any other governmental or regulatory authority;
- b. to sign, file, submit or present the Proposed Scheme, along with ancillary applications, petitions, documents and instruments with the relevant stock exchanges. SEBI, the Hon'ble National Company Law Tribunal and any other governmental or regulatory authority or person, as may be required in connection with the Proposed Scheme, and to do any other act, deed or thing which may be ancillary or incidental to the Proposed Scheme or which may otherwise be required for giving effect to any of the provisions contained in the Proposed Scheme;
- engage and/or authorise advisors including advocates, counsels, chartered accountants, merchant bankers and other persons as may be required in connection with the Proposed Scheme, from time to time;
- to provide all information and clarifications to the stock exchanges and SEBI for obtaining approval / observations thereof to the Proposed Scheme and filing all relevant documents with the stock exchanges and SEBI;
- e. to do all such lawful acts, deeds and things as they may be deemed necessary and desirable in connection with the approval and sanction of the said Proposed Scheme by the Hon'ble National Company Law Tribunal, including but not limited to filing of application before the Hon'ble National Company Law Tribunal seeking dispensation of the meeting of the shareholders and creditors of the Company, filing of Observation Letter / No Objection Letter, filing and executing necessary applications, forms, advertisements, notices, vakalatnamas, affidavits, letters, deeds, instruments, etc., as may be required, for the purpose of obtaining approval of the Proposed Scheme from the Hon'ble National Company Law Tribunal;
- f. if the dispensation from holding meetings of shareholders/creditors of the Company is not granted by the Hon'ble National Company Law Tribunal, then to take all steps for calling and holding shareholders' and creditors' meetings through postal ballot and e-voting or physical meeting (as may be required) and filing and executing confirmation petitions, vakalatnams, affidavits, pleadings, advertisements, notices, reports and other applications, documents etc. with the Hon'ble National Company Law Tribunal or any other authority and issuing relevant advertisements, notices, explanatory statements, etc.;

Registered Office: 2, RED CROSS PLACE, KOLKATA – 700001 CIN: U74999WB2017PLC223307

T- +91-33-2248 7407/5668

Email: ngoenka@hindware.co.in

- g. to provide all relevant information and/or file necessary documents with the Hon'ble National Company Law Tribunal with respect to finalization of the list of creditors, list of shareholders, list of properties and investments of the Company;
- h. to suitably inform, apply, make necessary filings and/or represent to the Central and/or State Governments and/or local authorities, including to the Reserve Bank of India, Income Tax Authorities, Official Liquidator, Registrar of Companies, Kolkata, Regional Director, Employees' State Insurance Authority, Employees Provident Fund Authority and all other applicable authorities, agencies and/or to represent the Company before the said authorities and agencies and to sign and submit such application, letters, forms, returns, undertakings, declarations, deeds or documents and to take all required steps and actions from time to time in connection with the above;
- i. to provide all relevant information that may be required by the advisors (including lawyers, merchant bankers and chartered accountants), issue reliance letter and / or management representations (as may be required by the advisors) and to obtain necessary certificates/opinions/letters from the advisors (including the auditors);
- j. to make any alterations, amendments or modifications to the Proposed Scheme, as per the terms of the Proposed Scheme, as they may deem expedient or necessary, at their discretion, or which is necessary for satisfying the requirements or conditions, if any, imposed by the relevant stock exchanges, the Hon'ble National Company Law Tribunal or any other competent authority;
- k. to withdraw or abandon the Proposed Scheme at any stage, as per the terms of the Proposed Scheme, and to do all such lawful acts, deeds and things as they may be deemed necessary and desirable in connection therewith and incidental thereto;
- to incur such other expenses as may be necessary with regard to the Proposed Scheme, including payment of fees of the solicitors, merchant bankers, advisors, registrars and other agencies and such other expenses that may be incidental to the above, as may be decided by them;
- m. to give such direction as they may consider necessary to settle any question or difficulty arising under the Proposed Scheme, or in regard to any meaning or interpretation of the Proposed Scheme, or implementation thereof or in any manner whatsoever connected therewith or to review the position relating to the satisfaction of the various conditions of the Proposed Scheme and, if necessary, waive any of those (to the extent permissible under law), as per the terms of the Proposed Scheme;

 Take all such actions and steps in the above matters and to implement the Proposed Scheme, as may be required from time to time;

o. to approve/undertake such actions as may be considered necessary for implementation of the said Proposed Scheme after the same is sanctioned by the Hon'ble National Company Law Tribunal, including but not limited to, obtaining delivery of the order from the National Company Law Tribunal, authorization of entries to be made in the books of account in term of the Proposed Scheme, making filings with the Registrar of Companies Kolkata, stock exchanges, SEBI, depositories (NSDL/CSDL) and/or any other governmental authorities, and to undertake all other actions required for full and effective implementation of the sanctioned

Registered Office: 2, RED CROSS PLACE, KOLKATA – 700001 CIN: U74999WB2017PLC223307

T- +91-33-2248 7407/5668

/5668

Email: ngoenka@hindware.co.in

Proposed Scheme and to remove and resolve all doubt and difficulties and to do all such lawful acts, deeds and things as they may deem necessary and desirable in connection therewith and incidental thereto;

- p. to do all such lawful acts, deeds and things as may be necessary or expedient in connection with the scheme and to sign, execute and deliver all such documents as may be necessary for filing, sanction and implementation of the scheme with the Hon'ble National Company Law Tribunal, if any as required, or the relevant stock exchanges or SEBI or any other governmental or other authority or any person and to comply with directions that may be received from them, in order to give effect to the above mentioned resolutions of the Board; and
- q. to appoint one or more attorney(s) / representatives and delegate to them any or all of the powers or functions entrusted to them under this resolution, as well as to revoke / remove such person and to appoint any other person from time to time to act on their behalf.

RESOLVED FURTHER THAT the Common Seal of the Company be affixed, to the engrossment of any deeds, agreements, documents, writings and instruments as may be required, in the presence of any Director of the Company in conformity with the provisions of Articles of Association of the Company who shall sign/counter sign the same in token thereof.

RESOLVED FURTHER THAT the Certified copy(ies) of the above resolution duly signed by any Director or Company Secretary of the Company be submitted to the concerned authorities and they be requested to act upon the same."

Certified to be true

FOR BRILLOCA LIMITED
FOR BRILLOCA LIMITED

Niranjan Kumar Goenka

(DirectorAuthorised Signatory/Director

Name: Niranjan Kumar Goenka

Address: Prasad Exotica, Block -VI, Flat No. 2F, 2nd Floor, 71/3, Canal Circular Road, Kolkata -

700054

DIN: 00060684



SANTOSH K SINGH & CO.

Chartered Accountants

Off. Add.: G-9, H-3, Vardhman Plaza Tower, Netaji Subhash Place,

Pitampura, New Delhi-110034

Phone : +91-011-47243749 (M): 9212074473, 9810265710

E-mail : admin@santoshksingh.com URL : www.santoshksingh.com

December 11, 2017

To.

The Board of Directors

HSIL Limited

2. Red Cross Place.

Kolkata- 700001, West Bengal

Dear Sir (s),

Re: Recommendation of Share Entitlement Ratio for the purpose of demerger of the Consumer Products Distribution and Marketing Undertaking (hereinafter referred to as "CPDM Undertaking") and the Retail Undertaking of HSIL Limited to Somany Home Innovation Limited, and Demerger of Building Products Distribution and Marketing Undertaking (hereinafter referred to as "BPDM Undertaking") of HSIL Limited to Brilloca Limited.

We refer to our Engagement Letter dated September 8, 2017confirming our appointment to provide our recommendation on the Share Entitlement Ratio for the proposed demerger of

- CPDM Undertaking and Retail Undertaking (as more particularly defined in the Composite Scheme of Arrangement and hereinafter referred to as "Demerged Undertaking 1") from HSIL Limited (hereinafter referred to as "HSIL" or the "Company" or "Demerged Company") to Somany Home Innovation Limited (hereinafter referred to as "Somany Home" or "Resulting Company 1"), a wholly owned subsidiary of HSIL; and
- BPDM Undertaking (as more particularly defined in the Composite Scheme of Arrangement and hereinafter referred to as "Demerged Undertaking 2") from HSIL Limited to Brilloca Limited (hereinafter referred to as "Resulting Company 2"), a wholly owned subsidiary of Resulting Company 1,

pursuant to the Composite Scheme of Arrangement under the provisions of Sections 230 – 232of the Companies Act 2013 (hereinafter referred to as "Act") read with Section 66 of the Act and other applicable provisions of the Act, as may be applicable (hereinafter referred to as "Scheme"), with effect from the Appointed Date, i.e., 1st April 2018 or such other date as may be fixed or approved by the National Company Law Tribunal (hereinafter referred to as "NCLT"). As per the terms of our engagement, we are enclosing our valuation report as under.

(Demerged Company, Resulting Company 1 and Resulting Company 2 being hereinafter individually referred to as Company and collectively referred to as the Companies; and Demerged Undertaking 1. Demerged Undertaking 2 and Remaining Undertaking (as defined in the Scheme) being hereinafter individually referred to as Undertaking and collectively referred to as the Undertakings)

It is further submitted that Paragraph 4(a) of Part I of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21, dated March 10, 2017 ("SEBI Circular") requires all listed companies to submit a valuation report from an independent chartered accountant. However, as per Paragraph 4(b) of Part I of Annexure I of the SEBI Circular, valuation report is not required to be submitted in cases where there is no change in the shareholding pattern of the listed entity or resultant companies.

The SLBI Circular further clarifies that a, 'change in the shareholding pattern' shall mean;

- (i) change in the proportion of shareholding of any of the existing shareholders of the listed entity in the resultant company; or
- (ii) new shareholder being allotted equity shares of the resultant company; or -
- (iii) existing shareholder exiting the company pursuant to the Scheme of Arrangement.

Further, the SEBI Circular contains the following example, illustrating 'no change in shareholding pattern':

In case a listed entity (say, "entity A") demerges a unit and makes it a separate company (say, "entity B"):

- (a) If the shareholding of entity B is comprised only of the shareholders of entity A; and
- (b) if the shareholding pattern of entity B is the same as in entity A; and
- (c) every shareholder in entity B holds equity shares in the same proportion as held in entity A before the demerger.

1. SCOPE AND PURPOSE OF THE REPORT

We understand that as a part of a business restructuring exercise, the Management of HSIL (hereinafter referred to as "Management") is considering

- demerger of CPDM Undertaking and Retail Undertaking of HSIL into its wholly owned subsidiary.
 Resulting Company 1, on a going concern basis through the Scheme;
- demerger of BPDM Undertaking of HSiL into Resulting Company 2 (a wholly owned subsidiary of Resulting Company 1), on a going concern basis through a Scheme;
- on the Scheme becoming effective, cancellation of the existing equity share capital of Resulting Company I which is held by HSIL; and



 on the Scheme becoming effective issuance of equity shares of Resulting Company 1 to the equity shareholders of HSIL, as consideration for the demerger of Demerged Undertaking 1 and Demerged Undertaking 2 into Resulting Company 1 and Resulting Company 2.

Therefore, the Management has requested Santosh K Singh & Co, Chartered Accountants ("SKS") to provide recommendation on the Share Entitlement Ratio for the proposed demerger of Demerged Undertaking I into Resulting Company I and Demerged Undertaking 2 into Resulting Company 2, on the coming into effect of the Scheme, with effect from the Appointed Date. In this connection, SKS has been requested by HSIL to submit a report recommending a Fair Share Entitlement Ratio in the connection with the Scheme, for the consideration of the Board of Directors of HSIL. This report will be placed before the Audit Committee of HSIL and the Board of Directors of HSIL. Further, it will be subsequently used for onward submission with the stock exchanges, regulatory authorities and NCLT, for the purpose of the Scheme.

The scope of our services is to conduct relative valuation for recommending a Fair Share Entitlement Ratio for the Scheme in accordance with generally accepted professional standards.

We have considered projected financial statements and other information relating to the Companies upto March 31, 2018 (hereinafter referred to as "Valuation Date") in our analysis and adjustments for facts made known (past or future) to us till the date of our report. The Management has informed us that they do not expect any events or changes in the business and the financial position of the Companies upto the Appointed Date of the Proposed Demerger, other than the events specifically mentioned in this report, which would have an impact on our recommendation set out in this report.

We have relied on the above while arriving at the Fair Share Entitlement Ratio for the Scheme.

In the following paragraphs, we have summarized our recommendation on the Share Entitlement Ratio together with the limitations on our scope of work. This report is subject to the scope, assumptions, exclusions, limitations and disclaimers detailed hereinafter. As such, the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

II. SOURCES OF INFORMATION

In connection with this exercise, we have received the following information from the Management:

- Corporate presentation of HSIL related to various businesses carried on by HSIL;
- the Schome;
- Annual Report of HSIL for the year ended March 31, 2016 and March 31, 2017;
- Unaudited carved out financials of the Demerged Undertaking 1, Demerged Undertaking2 and Remaining Undertaking for the year ended March 31, 2017;
- Projected financials of the Demerged Undertaking 1, Demerged Undertaking 2 and Remaining Undertaking of HSIL for the year ending March 31, 2018 to March 31, 2025;
- Discussions with the Management in connection with and information relating to the operations of the respective Companies and their business segments, past and present activities, future plans and prospects, tax positions, contingent liabilities, share capital and shareholding pattern, etc.; and
- Other relevant information and documents for the purpose of this engagement.



We have also obtained explanations and information considered reasonably necessary for our exercise, from the Management. The Management has been provided with the opportunity to review the draft report (excluding the recommended share entitlement ratio) for this engagement to make sure that factual inaccuracies are avoided in our final report.

III. BACKGROUND INFORMATION

- HSIL Limited, the Demerged Company, is a public limited company incorporated under the A. Companies Act, 1956, in the State of West Bengal. The registered office of HSIL is situated at 2, Red Cross Place, Kolkata, West Bengal - 700 001, India. HSIL was incorporated on February 8, 1960, under the name 'Hindusthan Twyfords Limited'. Subsequently, the name of HSIL was changed to 'Hindustan Sanitaryware & Industries Limited' with effect from May 3, 1969, and HSIL obtained a fresh certificate of incorporation from the Registrar of Companies, Kolkata, to the said effect. The name Hindustan Sanitaryware & Industries Limited was further changed to the present name HSIL Limited and a fresh certificate of incorporation was issued by the Registrar of Companies, Kolkata on March 24, 2009 in favour of HSIL. The Corporate Identity Number of HSIL is L51433WB1960PLC024539. The equity shares of HSIL are listed on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE). HSIL is engaged in the business of manufacturing, selling and trading of building products, glass products, consumer products, plastic products and retail business. This inter alia includes, manufacturing, preparing, importing, exporting, buying, selling and otherwise dealing in all kinds of sanitaryware, faucets, other lifestyle products, consumer products, glass and plastic packaging material, plastic plumbing pipes and fittings and security caps and closures. HSIL also provides home interior solutions through its large retail store chain across India, under the brand name 'Evok'.
- Somany Home Innovation Limited, Resulting Company 1, was incorporated on September B. 28, 2017 under the Companies Act, 2013, in the State of West Bengal. The Corporate Identity Number of Resulting Company 1 is U74999WB2017PLC222970. The registered office of Resulting Company 1 is situated at 2, Red cross Place, Kolkata, West Bengal-700 001. Resulting Company 1 is a wholly owned subsidiary of HSIL. Resulting Company 1 is authorised by its memorandum of association to inter alia carry on the business of importing, exporting, buying, selling, processing, manufacturing and dealing in all kinds of kitchen products like kitchen-sinks, chimneys, hobs, kitchen appliances and faucets, including chromium-plated fittings, bath tubs & whirlpools, shower enclosures, home appliances, furniture of all kinds, electrical products like air purifier, water purifier, air cooler, water heater lamps etc., decorative materials and building chemicals and also products like fire bricks, fire clay, fire cement, tiles, sewers, pipes, drain pipes, stone pipes, hume pipes, concrete pipes and pipes of all kinds, pottery tiles, lime, cement, china and terracotta, ceramic wares, cement (ordinary white coloured portland alumina blast furnace, silica, etc.) and cement products of any description (pipes, poles, asbestos sheets, blocks tiles, garden wares, etc.).
- C. Brilloca Limited, Resulting Company 2, was incorporated on November 2, 2017 under the Companies Act, 2013, in the State of West Bengal. The Corporate Identity Number of Resulting Company 2 is U74999WB2017PLC223307. The registered office of Resulting Company 2 is situated at 2, Red cross Place, Kolkata, West Bengal-700 001. Resulting



Company 2 is a wholly owned subsidiary of Resulting Company 1. Resulting Company 2 is authorised, by its memorandum of association, to inter alia carry on the business of importing, exporting, producing, refining, buying, selling, processing, manufacturing and dealing in all kinds of building material products like sanitary ware (including sanitary ware made of plastic, fiber glass or any other synthetic product), earthenware, stoneware, glass, china, terracotta, porcelain products, bricks, tiles, pottery, pipes, insulators refractories of all description and or by-products, thereof and faucets including chromium-plated fittings, bath tubs and whirlpools, shower enclosures, home appliances, electrical products, decorative materials and building chemicals and also products like fire bricks, fire clay, fire cement, tiles, sewers, pipes, drain pipes, stone pipes, hume pipes, concrete pipes and pipes of all kinds, pottery tiles, lime, cement, china and terracotta, ceramic wares, cement (ordinary white coloured Portland alumina blast furnace, silica, etc.), cement products of any description (pipes, poles, asbestos sheets, blocks tiles, garden wares, etc.).

D. The salient features of the scheme are as follows:

- The CPDM Undertaking and Retail Undertaking will be demerged into Resulting Company 1;
- b. The BPDM Undertaking will be demerged into Resulting Company 2;
- c. On the Scheme becoming effective, cancellation of the existing share capital Resulting Company I, being held by the Demerged Company, as an integral part of Scheme in accordance with provisions of Section 66 of the Companies Act, 2013, and any other applicable provisions of the Act and the order of NCLT sanctioning the Scheme shall be deemed to be also the order under the aforesaid applicable provisions of the Act for the purpose of confirming the reduction. The reduction would not involve either a diminution of liability in respect of unpaid share capital or payment of paid-up share capital, and the provisions of Section 66 of the Companies Act, 2013 will not be applicable. This would enable all shareholders of HSIL in holding equity shares in Resulting Company 1 in the same ratio as that of HSIL.
- d. On the Scheme becoming effective, the equity shareholders of HSIL will be issued equity shares of Resulting Company 1, consequent to the demerger of Demerged Undertaking 1 into Resulting Company 1 and Demerged Undertaking 2 into Resulting Company 2.
- e. The demerger as aforesaid will be carried as per the provisions of Section 2(19AA) of the Income Tax Act which provides that all liabilities and assets relating to Demerged Undertakings as above will be transferred to the Resulting Company 1 and Resulting Company 2, respectively.

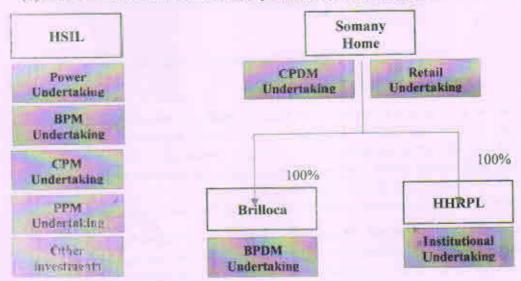
(i) Existing Structure, as provided by the Management







(ii) Indicative Resultant Structure, as provided by the Management



IV. RATIONALE FOR SCHEME

HSIL currently has business interests in diverse businesses such as:

- (a) branding, marketing, sales, distribution, trading, service, etc. of various building products like sanitaryware, faucets, other lifestyle products, UPVC and CPVC pipes, fittings, tiles, etc., more particularly defined in the Scheme ("BPDM Undertaking");
- (b) branding, marketing, sales, distribution, trading, service, etc. of various consumer products like air purifiers, air coolers, kitchen appliances, water heaters, exhaust fans, water purifiers etc., more particularly defined in the Scheme ("CPDM Undertaking");



- (c) retail business, consisting of branding, marketing, sales, distribution, trading, service, etc. of furniture, furnishings, home décor, etc., more particularly defined in the Scheme ("Retail Undertaking");
- (d) manufacturing of building products like sanitaryware, faucets, UPVC and CPVC pipes, fittings, etc. ("Building Products Manufacturing Undertaking" or "BPM Undertaking");
- (e) manufacturing of certain specified consumer products like water heaters (hereinafter referred to as "Consumer Products Manufacturing Undertaking" or "CPM Undertaking");
- (f) manufacturing and supply of packaging products like glass bottles, PET bottles, security caps and closures ("Packaging Products Manufacturing Undertaking" or "PPM Undertaking"); and
- (g) wind power generation ("Power Undertaking").

The aforesaid businesses have been nurtured over a period of time and are currently at different stages of growth. The Demerged Undertaking 1, Demerged Undertaking 2 and the Remaining Undertaking have distinct capital requirements, nature of risk, competition, human skill-set requirements, etc. The segregation of businesses as envisaged in the Scheme will enable sharper focus and better alignment of the businesses to its customers. It shall also enable the respective businesses to improve competitiveness, operational efficiencies and strengthen its position in the relevant marketplace.

The Scheme shall enable the Demerged Undertaking 1, Demerged Undertaking 2 and the Remaining Undertaking to attract interest of such investors and strategic partners having the necessary ability, experience and interests and shall provide an opportunity to the investors to select investments which best suit their investment strategies and risk profiles.

The implementation of this Scheme will result in:

- creation of separate and distinct entities housing the Demerged Undertaking 1, Demerged
 Undertaking 2 and the Remaining Undertaking;
- optimal monetisation and development of each of the respective businesses, including by attracting focused investors and strategic partners having the necessary ability, experience and interests in the relevant sectors;
- dedicated and specialised management focus on the specific needs of the respective businesses; and
- benefit to all stakeholders, leading to growth and value creation in long run and maximising the value and return to the shareholders, unlocking intrinsic value of HSIL's assets, achieving cost efficiencies and operational efficiencies.



V. CAPITAL STRUCTURE OF DEMERGED COMPANY, RESULTING COMPANY 1 AND RESULTING COMPANY 2

A. As on October 31, 2017, the capital structure of HSIL is as under:

A. Authorised Share Capital	Amount (in Rs.)
11,12,50,000 Equity Shares of Rs. 2 each	22,25,00,000
Total	22,25,00,000
B. Issued, Subscribed and Paid-up Share Capital	Amount (in Rs.)
7,22,96,395 Equity Shares of Rs. 2 each	14,45,93,000
Add: Forfeited Share Capital	4000
Total	14,45,97,000

The Management has represented that there are no outstanding instruments convertible into equity shares issued by HSIL as of the date of issue of this report, which would impact the number of equity shares of HSIL.

B. As on October 31, 2017, the capital structure of Resulting Company 1 is as under:

Authorised Share Capital	1,00,00,000 1,00,00,000			
50,00,000 Equity Shares of Rs. 2 each				
Total				
Issued, Subscribed and Paid-up Share Capital	* Amount (in Rs.)			
5,00,000 Equity Shares of Rs. 2 each	10,00,000			
Total	10,00,000			

We have been informed that Resulting Company I would increase its authorised share capital, to the extent required under the Scheme, to accommodate the fresh issuance of its equity shares to HSIL upon approval of demerger of Demerged Undertaking 1.



C. As on November 8, 2017, the capital structure of Resulting Company 2 is as under:

Authorised Share Capital	Amount (in Rs.) 10,00,000			
5,00,000 Equity Shares of Rs. 2 each				
Total	10,00,000			
Issued, Subscribed and Paid-up Share Capital	Amount (in Rs.)			
5,00,000 Equity Shares of Rs. 2 each	10,00,000			
Total	10,00,000			

VI. APPROACH - BASIS FOR PROPOSED DEMERGER

The Scheme contemplates the proposed demerger of the Undertakings pursuant to the Composite Scheme of Arrangement under the relevant provisions of the Act. Arriving at the Fair Share Entitlement Ratio for the Proposed Demerger would require determining the relative values of the concerned businesses and shares of the companies. These values are to be determined independently but on a relative basis, and without considering the effect of the Proposed Demerger.

The Proposed Demerger envisages the demerger of the Demerged Undertaking 1 into Resulting Company 1 and Demerged Undertaking 2 into Resulting Company 2 respectively, with equity shares of Resulting Company 1, being issued to the shareholders of HSIL for transfer of the Demerged Undertakings. This requires the relative valuation of the relevant Businesses of Demerged Undertaking 1, Demerged Undertaking 2 and Remaining Undertaking of HSIL for determination of a Fair Share Entitlement Ratio for the Proposed Demerger.

There are several commonly used and accepted methods for determining the Fair Share Entitlement Ratio for the Proposed Demerger, which have been considered in the present case, to the extent relevant and applicable, including:

- 1. Net Asset Value method
- 2. Comparable Companies' Multiples method / Earnings Capitalisation Value method
- 3. Market Price method
- 4. Discounted Cash Flows method

It should be understood that the valuation of any company or its assets is inherently subjective and is subject to certain uncertainties and contingencies, all of which are difficult to predict and are beyond our control. In performing our analysis, we made assumptions with respect to industry performance and general business and economic conditions, many of which are beyond the control of the companies. In addition, this valuation will fluctuate with changes in prevailing market conditions, the conditions and prospects, financial and otherwise, of the companies, and other factors which generally influence the valuation of companies and their assets.

The application of any particular method of valuation depends on the purpose for which the valuation is done. Although different values may exist for different purposes, it cannot be too strongly emphasized that a valuer can only arrive at one value for one purpose. Our choice of methodology of valuation has been arrived at using usual and conventional methodologies adopted for transactions of a similar nature and our reasonable judgment, in an independent and bona fide manner based on our previous experience of assignments of a similar nature.

Net Asset Value (NAV) Method

The asset based valuation technique is based on the value of the underlying net assets of the business, either on a book value basis or realizable value basis or replacement cost basis. The Net Asset Value ignores the future return the assets can produce and is calculated using historical accounting data that does not reflect how much the business is worth to someone who may buy or invest in the business as a going concern. This valuation approach is therefore mainly used in case where the firm is to be liquidated or in case where the asset base dominates earnings capability. A scheme of demerger would normally be proceeded with, on the assumption that the companies / businesses demerge as going concerns and an actual realization of the operating assets is not contemplated. The operating assets are therefore considered at their book values. In such a going concern scenario, the relative earning power is of importance to the basis of demerger, with the values arrived at on the net asset basis being of limited relevance.

We have been provided with projected balance sheets of the Demerged Undertaking 1, Demerged Undertaking 2 and Remaining Undertaking of HSIL as at March 31 2018. We have computed the Net Asset Value of these businesses accordingly and for the reasons mentioned above, we have considered it appropriate only to keep the values under this method in the background for our analysis.

Comparable Companies' Multiple (CCM) / Earnings Capitalisation Value Method (ECV)

Under the CCM / ECV method, value of the equity shares of a company is arrived at by using multiples / capitalization rates derived from valuations of comparable companies, as manifest through stock market valuations of listed companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples / capitalization rates need to be chosen carefully and adjusted for differences between the circumstances.

We have performed a search for suitable comparable companies for the Undertakings to derive an appropriate capitalization rate / multiple. In case of Demerged Undertaking 1 and Demerged Undertaking 2, there are no listed closely comparable companies which are primarily engaged in the similar businesses though there are listed comparable which have divisions engaged in the similar businesses and their combined earning multiple cannot be applied to the business earning of Demerged Undertaking 1 and Demerged Undertaking 2. In the circumstances, we have considered it appropriate not to apply this method in the present exercise.

Market Price Method



The market price of an equity share as quoted on a stock exchange is normally considered as the value of the equity shares of that company where such quotations are arising from the shares being regularly and freely traded in, subject to the element of speculative support that may be inbuilt in the value of the shares. But there could be situations where the value of the share as quoted on the stock market would not be regarded as a proper index of the fair value of the share especially where the market values are fluctuating in a volatile capital market. Further, in the case of a merger, where there is a question of evaluating the shares of one company against those of another, the volume of transactions and the number of shares available for trading on the stock exchange over a reasonable period would have to be of a comparable standard. This method would also cover any other transactions in the shares of the company including primary / preferential issues / open offer in the shares of the company as envisaged in the overall scheme of arrangement and reported to the stock exchanges / available in the public domain.

In the present case, the shares of HSIL are listed on NSE and BSE and well traded on these stock exchanges, however, the valuation of the Demerged undertaking 1, Demerged Undertaking 2 and Remaining Undertaking cannot be calculated using the same market price and doing the split of the same on certain parameters as the different business segments have their different risk and rewards. We have computed the market value of HSIL and for the reasons mentioned above, we have considered it appropriate only to keep the value under this method in the background for our analysis.

Discounted Cash Flows (DCF) Method

The DCF method uses the future free cash flows of the firm discounted by the cost of capital to arrive at the present value. In general, the DCF method is a strong and widely accepted valuation tool, as it concentrates on cash generation potential of a business. Considering that this method is based on future potential and is widely accepted, we have used this approach in the valuation in the present exercise.

Using the DCF analysis involves determining the following: Estimating future free cash flows:

- Free cash flows are the cash flows expected to be generated by the company that are available
 to all providers of the company's capital both debt and equity.
- Appropriate discount rate to be applied to cash flows i.e. the cost of capital:

This discount rate, which is applied to the free cash flows, should reflect the opportunity cost to all the capital providers (namely shareholders and creditors), weighted by their relative contribution to the total capital of the company. The opportunity cost to the capital provider equals the rate of return the capital provider expects to earn on other investments of equivalent risk.

To arrive at the total value available to the equity shareholders of HSIL, the values arrived above under DCF method are adjusted for, inter-alia, the value of loans, cash, surplus / non-operating assets/liabilities(if any) as deemed appropriate for the purpose of our valuation analysis.

VII. BASIS OF PROPOSED SHARE ENTITLEMENT RATIO

The fair basis for the Proposed Demerger would have to be determined after taking into consideration all the factors and methodologies mentioned hereinabove. Though different values have been arrived at



under each of the above methodologies, for the purposes of recommending a Share Entitlement Ratio, it is necessary to arrive at a single value for the shares of the concerned undertakings. It is however important to note that in doing so, we are not attempting to arrive at the absolute equity values of the shares of the Undertakings but at their relative values to facilitate the determination of the share entitlement ratio. For this purpose, it is necessary to give appropriate weights to the values arrived at under each methodology.

We have carried out a relative valuation of the equity values of the Undertakings and have given weights to the values arrived at under different methodologies, based on their evaluation and judgement of the businesses of the Undertakings, in order to arrive at the relative values of the Undertakings in order to arrive at the Fair Share Entitlement Ratio for the Proposed Demerger.

In the ultimate analysis, valuation will have to be arrived at by the exercise of judicious discretion by the valuers and judgments taking into account all the relevant factors. There will always be several factors, e.g. quality of the management, present and prospective competition, yield on comparable securities and market sentiment, etc. which are not evident from the face of the balance sheets but which will strongly influence the worth of a business. This concept is also recognised in judicial decisions.

The Fair Share Entitlement Ratio has been arrived at on the basis of a relative valuation of Undertakings based on the various methodologies explained herein earlier and various qualitative factors relevant to each Undertaking and the business dynamics and growth potentials of the businesses of the Undertakings, having regard to information base, key underlying assumptions and limitations.

We have considered the following additional factors while arriving at the Share Entitlement Ratio for the proposed demerger of CPDM Undertaking& Retail Undertaking and BPDM Undertaking of HSIL into Resulting Company 1 and Resulting Company 2 respectively:

- A. Capital employed in the business;
- B. Equity servicing capacity, and
- C. Shareholders' profile and other relevant factors.

We are given to understand by the Management that the demerger of Demerged Undertaking 1 and Demerged Undertaking 2 will be as per requirement of the Section 2(19AA) of the Income tax Act, 1961. Accordingly, HSIL will transfer the assets and liabilities of Demerged undertaking 1 and Demerged Undertaking 2 to Resulting Company 1 and Resulting Company 2, respectively, at Book Value (as defined in the Scheme). Further, we understand that the shareholders of HSIL would be entitled to shares of Resulting Company 1 in the same proportion which they currently own shares directly in HSIL.

VIII. RECOMMENDED RATIO

It may be noted that any proposed share entitlement ratio for the Demerger can be considered as fair and reasonable, only if the proposed share entitlement ratio to be adopted does not result in any adverse consequence to the shareholders of HSIL.



Considering that ultimate shareholding of Demerged Undertaking 1 and Demerged Undertaking 2 would not change on account of the Scheme, the proposed Demerger of Demerged Undertaking 1 into Resulting Company 1 and demerger of Demerged Undertaking 2 into Resulting Company 2 would be value-neutral to ultimate shareholders of HSIL. Once the Scheme is implemented, all the equity shareholders of HSIL would be allotted equity shares of Resulting Company 1 besides their existing equity holding in HSIL. No shareholder is, under the Scheme, required to dispose-off any part of its shareholding either to any of the other shareholders or in the market or otherwise. The proposed demerger does not envisage the dilution of the effective holding of any one or more shareholders as a result of the operation of the Scheme.

The Computation of Share Entitlement ratio has been given as under:

Park in the solution of	THE RESIDENCE AND ADDRESS.	HSII, Remiaining Undertaking (A)		Demerged Undertaking 1 (8)		Demorged Undertaking 2 ('C') Weight (Rs. Lacs)	
	Weight	Value (Rs. Lacs)	Weight ilu	e (Rs. Lacs)	Weight	(RV Lucy)	
Equity Values Discourned Cash Flow Method Net Assets Value Method Weighted average Equity Value Less holding company discount	100% 0%	1,76,258 1,23,671 1,76,258	0%	54,182 8,998 54,182	100% 0% = 30%	1,73,857 20,809 1,73,857 52,157	
Comparative Value (A Vs 8+C)		1,76,258		54,182		1,21,700	
Comparative Ratio		1,76,258		1,75,882			
Share Entitlement ratio		1.002		1			
Share Entitlement ratio (7 anded off)		2.0		1			

In the light of the above, and on a consideration of all the relevant factors and circumstances as discussed and outlined hereinabove, in our opinion, the Fair Share Entitlement Ratio for the Scheme is as follows:

"Fair Share Entitlement Ratio for the Proposed Demerger – 1 (one) Equity Share of Rs. 2 each of Resulting Company 1 to be issued against 1 (one) Equity Share of face value of Rs. 2 each of HSIL"

On the coming into effect of the scheme,

- (a) the shareholding of Somany Home Innovation Limited will be a mirror image of the shareholding of HSIL Limited, as on the record date. In the instant case, the shareholding of the shareholders of the parent listed company (being HSIL Limited) shall not be affected and additionally, same number of equity shares shall be allotted to them in Somany Home Innovation Limited. So there will be no change in the shareholding pattern; and
- (b) there will be no change in the shareholding of Brilloca Limited, which will continue to remain a wholly owned subsidiarity of Somany Home Innovation Limited.

Accordingly, considering that the ultimate shareholding of the shareholders in HSIL shall be replicated in the Somany Home Innovation Limited, the Scheme would be value neutral to the ultimate shareholders of HSIL Limited.



IX. SCOPE LIMITATIONS, ASSUMPTIONS, QUALIFICATION, EXCLUSION AND DISCLAIMERS

Valuation analysis and result are specific to the purpose of valuation as agreed per terms of our engagement. It may not be valid for any other purpose or as at any other date. Also, it may not be valid if done on behalf of any other entity. The valuation analysis and result are substantively based only on information contained in this report and are governed by concept of materiality.

The opinion(s) rendered in this report only represent the opinion(s) of SKS based upon information furnished by the Management and other sources and the said opinion(s) shall be considered advisory in nature. Our opinion will however not be for advising anybody to take buy or sell decision, for which specific opinion needs to be taken from expert advisors.

In the course of the valuation, SKS was provided with both written and verbal information, including market, technical, financial and operating data. We have however, evaluated the information provided to us by the Management through broad inquiry (but have not carried out a due diligence or audit of the Companies/Undertakings) for the purpose of this engagement, nor have we independently investigated or otherwise verified the data provided). Through the above evaluation, nothing has come to our attention to indicate that the information provided was materially mis-stated/incorrect or would not afford reasonable grounds upon which to base the report. We do not imply and it should not be construed that we have verified any of the information provided to us, or that our inquiries could have verified any matter, which a more extensive examination might disclose. We were entitled to rely upon the information provided by the Management without detailed inquiry. Also, we have been given to understand by the Management that it has made sure that no relevant and material factors have been omitted or concealed or given inaccurately by people assigned to provide information and clarifications to us for this exercise and that it has checked out relevance or materiality of any specific information to the present exercise with us in case of any doubt. Accordingly, we do not express any opinion or offer any form of assurance regarding its accuracy and completeness. Our conclusions are based on these assumptions and other information given by/on behalf of the Management. The Management has indicated to us that it has understood that any omissions, inaccuracies or misstatements may materially affect our fairness opinion analysis/results. Accordingly, we assume no responsibility for any errors in the above information furnished by the Management and their impact on the present exercise. Also, we assume no responsibility for technical information furnished and believed to be reliable.

No enquiry into Companies'/Undertaking's claim to title of assets or property has been made for the purpose of this fairness opinion. With regard to Companies'/'Undertaking's claim to title of assets or property, we have relied solely on representations, whether verbal or otherwise, made by the Management to us for the purpose of this report. We have not verified such representations against any title documents or any agreements evidencing right or interest in or over such assets or property, and have assumed Companies'/Undertaking's claim to such rights, title or interest as valid for the purpose of this report. No information has been given to us about liens or encumbrances against the assets, if any, beyond the loans disclosed in the accounts. Accordingly, no due diligence into any right, title or interest in property or assets was undertaken and no responsibility is assumed in this respect or in relation to legal validity of any such claims.

Our report is neither recommending nor should it be construed as our recommending the proposed demerger or opining or certifying the compliance of the proposed demerger with the provisions of any



law including companies, taxation and capital market related laws or as regards any legal implications or issues arising from such proposed demerger.

The fee for the report is not contingent upon the results reported.

We owe responsibility to only the directors of the Company that has retained us and nobody else. We do not accept any liability to any third party in relation to the issue of this report, and our report is conditional upon an express indemnity from the Company in our favor holding us harmless from and against any cost, damage, expense and other consequence in connection with the provision of this report. This report is subject to the laws of India. Our liability would be limited to the fee received by us from the present exercise.

Neither the report nor its contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to third parties, other than for submission to NCLT, BSE Limited, National Stock Exchange Limited, other regulatory authorities and inspection by shareholders in connection with the proposed demerger, without our prior written consent. In addition, we express no opinion or recommendation as to how the shareholders of Companies should vote at any shareholders' meeting(s) to be held in connection with the proposed demerger.

Yours faithfully,

Santosh K Singh & Co., Chartered Accountants

FRN 01987

Partner

M. No. 502320

Place: New Delhi

Date: Dec 11, 2017

CA. Santosh Numar Singh

Annexure 1 Definition of Demerged Undertaking 1 and Demerged Undertaking 2,basis the Extract of the Scheme

- (a) "CPDM Undertaking" means and includes all the activities, business, operations and undertakings of, and relating to, the distribution and marketing activities of the consumer products division of the Demerged Company, including storing, transporting, selling, distributing and trading in various consumer products like kitchen appliances, cooktops, chimneys, vents, hobs, water heaters, water purifiers, air coolers, air purifiers and water purifiers, through its chain of distributors, dealers, sub-dealers, display centers, modern trade channels, e-commerce etc., relating to the sale of such products of the consumer products division. Without prejudice and limitation to the generality of the above, the CPDM Undertaking means and includes, without limitation, the following:
 - (i) all Assets pertaining to or relatable to the CPDM Undertaking, wherever situated, including but not limited to all trademarks, trademark applications, trade names, and other Intellectual Property Rights that are determined by the Board of Directors of the Demerged Company as relating to the CPDM Undertaking (including, but not limited to, the registered trademarks identified in Schedule II of the Scheme).
 - (ii) all permits, licenses, permissions, approvals, consents, municipal permissions, benefits, registrations, rights, entitlements, certificates, clearances, authorities, allotments, quotas, no-objection certificates and exemptions pertaining to the CPDM Undertaking, including those relating to privileges, powers, facilities of every kind and description of whatsoever nature and the benefits thereof, including applications made in relation thereto,
 - (iii) all contracts, tenancies, agreements, memoranda of understanding, leases, leave and licenses, bids, tenders, expressions of interest, letters of intent, commitments (including to clients and other third parties), hire purchase arrangements, purchase orders, invoices, assignments, grants, engagements, powers of attorney, other arrangements, undertakings, deeds, bonds, insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether written, oral or otherwise, in connection with, or relatable to, the CPDM Undertaking.
 - (iv) taxes, share of advance tax, tax deducted at source and minimum alternate tax credits (including but not limited to credits in respect of any indirect taxes, including goods and services tax (GST)), deferred tax benefits and other benefits in respect of the CPDM Undertaking, cash balances, bank accounts and bank balances, in connection with or relating to the CPDM Undertaking,
 - (v) all books, records, files, papers, governance templates and process information, records of standard operating procedures, computer programmes along with their licenses, manuals and back up copies, advertising materials, and other data and records whether in physical or electronic form, directly or indirectly in connection with or relating to the CPDM Undertaking,
 - (vi) employees of the Demerged Company that are determined by the Board of



Directors of the Demerged Company, to be substantially engaged in or in relation to the CPDM Undertaking, on the date immediately preceding the Effective Date and contributions, if any, made towards any insurance, provident fund, employees state insurance, gratuity fund, labour welfare fund, staff welfare scheme or any other special schemes, funds or benefits, existing for the benefit of such employees, together with such of the investments made by these Funds, which are relatable to such Transferred Employees,

- (vii) all Liabilities, present, future and the contingent, pertaining to or relatable to the CPDM Undertaking.
- (viii) all legal, tax, regulatory, quasi-judicial, administrative or other proceedings (including arbitrations and show cause notices) of whatsoever nature, by or against the Demerged Company, pending as on the Appointed Date and relating to the CPDM Undertaking, and
- (ix) any other Asset or Liability specifically allocated by the Board of Directors of the Demerged Company as relating to or belonging to the CPDM Undertaking,

The Board of Directors of the Demerged Company shall have the absolute right to include or exclude any product or service from the definition of "CPDM Undertaking" and the determination of the Assets or Liabilities pertaining to or relatable to the CPDM Undertaking, as of the Appointed Date, shall be made in accordance with such determination of the Board of Directors of the Demerged Company. Any issue as to whether any Asset or Liability pertains to or is relatable to the CPDM Undertaking or not shall be solely decided by the Board of Directors of the Demerged Company, on the basis of evidence that they may deem relevant for the purpose (including the books or records of the Demerged Company);

- (b) "Retail Undertaking" means and includes all the activities, business, operations and undertakings of and relating to retail business undertaking of the Demerged Company, including storing, transporting, selling, distributing and trading in furniture and home décor and other products, inter alia, under the 'EVOK' trademark, through its chain of retail outlets and also includes the franchise business of the Demerged Company. Without prejudice and limitation to the generality of the above, the Retail Undertaking means and includes, without limitation, the following:
 - (i) all Assets pertaining to or relatable to the Retail Undertaking wherever situated, including but not limited to all trademarks, trademark applications, trade names, and other Intellectual Property Rights that are determined by the Board of Directors of the Demerged Company as relating to the Retail Undertaking (including, but not limited to, the registered trademarks and copyrights identified in Schedule III of the Scheme),
 - (ii) all permits, licenses, permissions, approvals, consents, municipal permissions, benefits, registrations, rights, entitlements, certificates, clearances, authorities,



allotments, quotas, no-objection certificates and exemptions pertaining to the Retail Undertaking, including those relating to privileges, powers, facilities of every kind and description of whatsoever nature and the benefits thereof, including applications made in relation thereto,

- (iii) all contracts, tenancies, agreements, memoranda of understanding, leases, leave and licenses, bids, tenders, expressions of interest, letters of intent, commitments (including to clients and other third parties), hire purchase arrangements, purchase orders, invoices, assignments, grants, engagements, powers of attorney, other arrangements, undertakings, deeds, bonds, insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether written, oral or otherwise, in connection with, or relatable to, the Retail Undertaking,
- (iv) taxes, share of advance tax, tax deducted at source and minimum alternate tax credits (including but not limited to credits in respect of any indirect taxes, including goods and services tax (GST)), deferred tax benefits and other benefits in respect of the Retail Undertaking, cash balances, bank accounts and bank balances, in connection with or relating to the Retail Undertaking,
- (v) all books, records, files, papers, governance templates and process information, records of standard operating procedures, computer programmes along with their licenses, manuals and back up copies, advertising materials, and other data and records whether in physical or electronic form, directly or indirectly in connection with or relating to the Retail Undertaking.
- (vi) employees of the Demerged Company that are determined by the Board of Directors of the Demerged Company, to be substantially engaged in or in relation to the Retail Undertaking, on the date immediately preceding the Effective Date and contributions, if any, made towards any insurance, provident fund, employees state insurance, gratuity fund, labour welfare fund, staff welfare scheme or any other special schemes, funds or benefits, existing for the benefit of such employees, together with such of the investments made by these Funds, which are relatable to such Transferred Employees,
- (vii) all Liabilities, present, future and the contingent, pertaining to or relatable to the Retail Undertaking,
- (viii) all legal, tax, regulatory, quasi-judicial, administrative or other proceedings (including arbitrations and show cause notices) of whatsoever nature, by or against the Demerged Company, pending as on the Appointed Date and relating to the Retail Undertaking, and
- (ix) any other Asset or Liability specifically allocated by the Board of Directors of the Demerged Company as relating to or belonging to the Retail Undertaking,

The Board of Directors of the Demerged Company shall have the absolute right to include or exclude any product or service from the definition of "Retail Undertaking" and



the determination of the Assets or Liabilities pertaining to or relatable to the Retail Undertaking, as of the Appointed Date, shall be made in accordance with such determination of the Board of Directors of the Demerged Company. Any issue as to whether any Asset or Liability pertains to or is relatable to the Retail Undertaking or not shall be solely decided by the Board of Directors of the Demerged Company, on the basis of evidence that they may deem relevant for the purpose (including the books or records of the Demerged Company):

- (c) "BPDM Undertaking" means and includes all the activities, business, operations and undertakings of, and relating to, the distribution and marketing activities of the building products division of the Demerged Company, including storing, transporting, selling, distributing and trading in various building products like, sanitaryware, faucets, UPVC and CPVC pipes, tiles, fittings and other wellness and allied products, including water closets, wash basins, pedestals, squatting pans, urinals, cisterns, bidets, showers, bathroom faucets, kitchen faucets, bath tubs, shower panels, shower enclosures, whirlpools, steam generators, concealed cisterns, seat covers and PVC cisterns etc., through its chain of distributors, dealers, sub-dealers, display centers, modern trade channels, e-commerce, etc., relating to the sale of such products of the building products division. Without prejudice and limitation to the generality of the above, the BPDM Undertaking means and includes, without limitation, the following:
 - (i) all Assets pertaining to or relatable to the BPDM Undertaking, wherever situated, including but not limited to all trademarks, trademark applications, trade names, and other Intellectual Property Rights that are determined by the Board of Directors of the Demerged Company as relating to the BPDM Undertaking (including, but not limited to, the registered trademarks identified in <u>Schedule I</u> of the Scheme),
 - (ii) all permits, licenses, permissions, approvals, consents, municipal permissions, benefits, registrations, rights, entitlements, certificates, clearances, authorities, allotments, quotas, no-objection certificates and exemptions pertaining to the BPDM Undertaking, including those relating to privileges, powers, facilities of every kind and description of whatsoever nature and the benefits thereof, including applications made in relation thereto,
 - (iii) all contracts, tenancies, agreements, memoranda of understanding, leases, leave and licenses, bids, tenders, expressions of interest, letters of intent, commitments (including to clients and other third parties), hire purchase arrangements, purchase orders, invoices, assignments, grants, engagements, powers of attorney, other arrangements, undertakings, deeds, bonds, insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether written, oral or otherwise, in connection with, or relatable to, the BPDM Undertaking,
 - (iv) taxes, share of advance tax, tax deducted at source and minimum alternate tax credits (including but not limited to credits in respect of any indirect taxes, including goods and services tax (GST)), deferred tax benefits and other benefits in respect of the BPDM Undertaking, cash balances, bank accounts and bank



balances, in connection with or relating to the BPDM Undertaking,

- (v) all books, records, files, papers, governance templates and process information, records of standard operating procedures, computer programmes along with their licenses, manuals and back up copies, advertising materials, and other data and records whether in physical or electronic form, directly or indirectly in connection with or relating to the BPDM Undertaking.
- (vi) employees of the Demerged Company that are determined by the Board of Directors of the Demerged Company, to be substantially engaged in or in relation to the BPDM Undertaking, on the date immediately preceding the Effective Date and contributions, if any, made towards any insurance, provident fund, employees state insurance, gratuity fund, labour welfare fund, staff welfare scheme or any other special schemes, funds or benefits, existing for the benefit of such employees, together with such of the investments made by these Funds, which are relatable to such Transferred Employees,
- (vii) all Liabilities, present, future and the contingent, pertaining to or relatable to the BPDM Undertaking,
- (viii) all legal, tax, regulatory, quasi-judicial, administrative or other proceedings (including arbitrations and show cause notices) of whatsoever nature, by or against the Demerged Company, pending as on the Appointed Date and relating to the BPDM Undertaking, and
- (ix) any other Asset or Liability specifically allocated by the Board of Directors of the Demerged Company as relating to or belonging to the BPDM Undertaking.

The Board of Directors of the Demerged Company shall have the absolute right to include or exclude any product or service from the definition of "BPDM Undertaking" and the determination of the Assets or Liabilities pertaining to or relatable to the BPDM Undertaking, as of the Appointed Date, shall be made in accordance with such determination of the Board of Directors of the Demerged Company. Any issue as to whether any Asset or Liability pertains to or is relatable to the BPDM Undertaking or not shall be solely decided by the Board of Directors of the Demerged Company, on the basis of evidence that they may deem relevant for the purpose (including the books or records of the Demerged Company;



- 1. Name of Listed Entity: HSIL LTD. (CIN:L51433WB1960PLC024539)
- 2. Scrip Code 500187 Name of Scrip -,- Class of Security Equity
- 3. Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg. 31(1)(c)
- a. If under 31 (1)(b) then indicate the report for Quarter ending: 03/11/2017 b. If under 31(1)(c) then indicate date of allotment/extinguishment

4. Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:

1 Whether the Listed Entity has issued any partly paid up shares? 2 Whether the Listed Entity has issued any Convertible Securities or Warrants? 3 Whether the Listed Entity has any shares against which depository receipts are issued? 4 Whether the Listed Entity has any shares in Locked-in?	Yes*	ON
Whether the Listed Ent Whether the Listed Ent Whether the Listed Ent		No
Whether the Listed Ent		No
Whether the Listed		No
		No
5 Whether any shares held by promoters are pledge or otherwise encumbered?		% -

promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the * If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by format of holding of specified securities.

5. The tabular format for disclosure of holding of specified securities is as follows:-

For HSIL LIMITED

Company Secretary

CERTIFIED TRUE COPY

Page 2 of 47

Number of se equity shares held	i.	dematerializ ed form (XIV)	8	36204802				74047604
Number of shares pledged or otherwise encumbered (XIII)	As a % of	total shares held (b)	0.0					-
Numb pledged encum		No. (a)		AN A	Υ A	X A	A Z	
Locked in (XII)	As a % of	total shares held (b)	0.0000	0.0000	()			
Number of Locked in shares (XII)		o. (a)	О	0	l. 3 /			0
Shareholding as a % assuming full conversion of convertible securities (as a percentage of	diluted share	capital) (XI)=(VII)+(X) As a % of (A+B+C2) No. (a)	48.4296	51.5704		9*		400 0000
No of shares Underlying outstanding convertible		574070	0	0		=		c
2/	0.	Total as a (including % of Warrants) (X)	48.4296	51.5704		23		400,000
Number of Voting Rights held in each class of securities (IX)	ıts	[otal	35012819	37283576				72206305 100,0000
Voting Rights held securities (IX)	No of Voting Rights	Class eg.x Class eg.y Total	О	0				c
Number of	No	lass eg:x O	35012819	37283576			- Ki	70206305
Shareholding as a % of total no. of shares (calculated as per SCRR,	7	of 2)	48.4296	51.5704	8	A A		400 000
	nos.shares 195	held (VIII) (VII)=(IV)+ As a % (V)+(VI)	35012819	37283576				72208305
No. of shares Total			0	0	KAR			C
	No.of Partly underlying	paid-up equity Depository shares held (VI)	Q	0				c
	No. of fully	>	35012819	37283576			1 1	72208305
		Nos. of pshareholde s (III)	б	27320			il.	27320
		Category of shareholder (II)	Promoter & Promoter group	Public	Non Promoter - Non Public	Shares underlying DRs	Shares held by Employee Trusts	Total
		Categ :	€	(B)	<u>(</u>)	(5)	(23)	

HSIL LTD. Table I - Summary Statement holding of specified securities as on 03/11/2017 For HSIL LIMITED

Company Secretary

CERTIFIED TRUE COPY.

HSIL LTD. Table II - Statement Showing shareholding pattern of the Promoter and Promoter Group as on 03/11.	pattern of the	ne Promoter a	nd Promoter Gn	oup as on 03/1	1/2017													
Category & Name of the Shareholders (I)	Nos. of sharehold ers (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of stares stares underlying Depository (VI)	Total nos.shares nos.shares (VII)=(IV)+(IV)+(IV)=(IV)+(IV)+(IV)+(IV)=(IV)+(IV)+(IV)+(IV)+(IV)+(IV)+(IV)+(IV)+		ted of (22)	No of V	of Voting Rights held securities (IX) No of Voting Rights Class y Total	S S	AND THE RESERVE OF THE PROPERTY OF THE PROPERT	No of shares convertible convertible securities (including Warrants)	Shareholdin g as a % assuming full conversion of convertible securities (as a percentage of diluted sishare capital) (XI)=(VII)+(X) As a % of A+B+C2)	Number of Locked in shares (XII) As a % As a % total sh	cked in As a % of total shares held (b)	Number of shares pledged or otherwise encumbered (XIII) As a % of total shares No. (a) held (b)		Number of equity shares held in demateriali zed form (XIV)
Individuals/Hindu undivided Family	5	5747719	0	0	574	747719	7.9502	5747719	0	5747719	7.9502	0	7.9502	0	0.0000	0	0.0000	5747719
RAJENDRA KUMAR SOMANY	-	3080000	0	0	308		4.2602	3080000		3080000	4.2602	0	4.2602	0				3080000
SANDIP SOMANY	•	2283563	0	0	228	2283563	3.1586	2283563		2283563	3.1586	0	3.1586	0			0.0000	2283563
SUMITA SOMANY DIVYA SOMANY		161000	0 0	00	9 7		0.2032	161000	00	161000	0.2032	00	0.2227	00	0.0000	00		161000
SHASHVAT SOMANY Central Government/State Government(s)		76244		0	2		0.1055	76244	0	76244	0.1055	0	0.1055	0				76244
Financial Institutions/Banks																		
Any Other (specify)																		
Bodies Corporate	4	29265100	0	0	2926	29265100 4	40.4793	29265100	0 2	29265100 40.4793	40.4793	0	40.4793	0	0.0000	0	0.0000	29265100
PACO EXPORTS LIMITED	-	21280000	0	0	2128	280000 2	29.4344	21280000	0 2		29.4344	0	29.4344	0	0.0000	0	0.0000	21280000
SOMA INVESTMENTS LTD	-	4235000		0	423		5.8578	4235000		4235000	5.8578	0	5.8578	0			0.0000	4235000
NEW DELHI INDUSTRIAL PROMOTORS AND INVESTORS LTD		3750000	0	0	375	3750000	5.1870	3750000		3750000	5.1870	0	5.1870	0			0.0000	3750000
MATTERHORN TRUST	-		0	0				100	0		0.0001	0	0.0001	0		0	0.0000	100
Sub Total	6	35012819	0	0	3501	35012819 4	48.4296	35012819		35012819	48.4296	0	48.4296	0			0.0000	35012819
Foreign Individuals (Non-Resident Individuals/Foreign Individuals)																		
Government																		
Institutions																		
Foreign Portfolio Investor																		
Any Other (specify)								,										
Sub Total	0	0	0	0		0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0,0000	0
Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	o	35012819	C	C	35010810		000	200	C	35012810 AS 4206	8 V 20 K	C	48 4296	C	ט טטטט	C	0000	35012819

CERTIFIED TRUE COPY

Company Secretary

	Number of equity shares held in dematerial ized form (XIV)	18523320	6997103	5140044	4223140	1113033	1050000		211291		4372485	944692	233872	0			23340968
Number of shares pledged or otherwise encumbered (XIII)	As a % of total shares held (Not applica applica ble) (b)																
Num sh; pled; othe encur	No. (Not applic able)	A A	¥	A A	N A	Š Š	A A		Υ		¥	A A	A A	A A			Ä
ocked in (XII)	As a % of total shares held (b)	0.0000	0,0000	0.0000	0.0000	0.0000	0.0000		0.0000		0.0000	0.0000	0.0000	0.0000			0.0000
Number of Locked in shares (XII)	No. (a)	0	0	0	0	0	0		0		0	0	0	0			0
Shareholding as a %	conversion of conversion of conversion of conversion of conversion of diluted share capital) (X)=(X) +(X)=(X) +(X) + X = % of A+B+C2)	25.6214	9.6784	7.1097	5.8414	1.5395	1,4524		0.2923		6.0480	1.3067	0.3454	0.0007			32.3077
37 10 1	No of shares can be underlying soutstanding convertible securities (including (Warrants) (X)	0	0	0	0	0	. 0		0		0	0	0	0			0
class of	Total as a \$% of Total (Voting Vights	25.6214	9.6784	7.1097	5.8414	1.5395	1,4524		0.2923		6.0480	1.3067	0.3454	0.0007			32.3077
Number of Voting Rights held in each class of securities (IX) No of Voting Rights		18523320	6997103	5140044	4223140	1113033	1050000		211291		4372485	944692	249716	200			23357312
r of Voting Rights he securities (I No of Voting Rights	Class y Total	0	0	0	0	0	0		0		0	o	0	0			C
Number of Vo	Class×	18523320	6997103	5140044	4223140	1113033	1050000		211291		4372485	944692	249716	200			23357312
	Sharehol ding % calculate d as per SCRR. 1957) As a % of (A+B+C2) (VIII) CI	25.6214	9.6784	7.1097	5.8414	1.5395	1.4524		0.2923		6.0480	1.3067	0.3454	0.0007			32 3077
	Total 6 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	18523320	6997103	5140044	4223140	1113033	1050000		211291		4372485	944692	249716	200			22257212
		0	0	0	0	0	0		0		0	0	0	0			C
	Nos. of shares Partly paid-underlying up equity Depository shared (V) (VI)	0	0	0	0	0	0		0		0	0	0	0			c
	No. of fully paid up equity shares held series (IV)	18523320	6997103	5140044	4223140	1113033	1050000		211291		4372485	944692	249716	200			22257242
	Nos. of e sharehold s ers (III)	30	4	ю	6	ю	N		-		62		=	-		6	105
	Category & Name of the	Institutions Mutual Funds / UTI	RELIANCE CAPITAL TRUSTEE CO. LTD-AC RELIANCE CAPITAL BUILDER FUND 2 SR B	HDFC TRUSTEE COMPANY LIMITED - HDFC PRUDENCE FUND	SUNDARAM MUTUAL FUND A/C SUNDARAM INFRASTRUCTURE ADVANTAGE FUND	UTI - CAPITAL PROTECTION ORIENTED SCHEME - SERIES V - II (1135 DAYS)	ADITYA BIRLA SUN LIFE TRUSTEE PRIVATE LIMITED A/C ADITYA BIRLA SUN LIFE MANUFACT	Venture Capital Funds	Alternate Investment Funds	Foreign Venture Capital Investors	Foreign Portfolio Investors	RAMS EQUITIES PORTFOLIO FUND-INDIA EQUITIES PORTFOLIO FUND	Financial Institutions / Banks	Insurance Companies	Provident Funds / Pension Funds	Any Other (specify)	T die
		- F								6				<u>(i)</u>		П	1

FOR HSIL LIMITED

CERTIFIED TRUE COPY

	Number of Locked in		in of the As a % Number of of total equity age of total equity of total equity age and total equity age and total equity age age and total equity and total applic (Not held held in total applic (Not dematerial shares able) applica ized form a held (b) (a) ble) (b) (XIV)			13.1697 0 0.0000 NA 8475918	1.2480 0 0.0000 NA 902258	0.2526 0 0.0000 NA 182633				2.7361 0 0.0000 NA 1971890	1.0374 0 0.0000 NA 750000	0.1779 0 0.0000 NA 128593	1.6742 0 0.0000 NA 1199442	0.0043 0 0.0000 NA 3100	19.2627 0 0.0000 NA 12863834	
	Shareholding	as a %	No of conversion of shares convertible Underlying securities (as outstanding a percentage convertible of diluted share share capital) (including (XX)=(V(II)+(XX)=(XX)=(V(II)+(XX)=(XX)=(XX)=(XX)=(XX)=(XX)=(XX)=(XX			0 13	0	0				0	0	0	0	0	0 19	200
	ch class of	P	Shape			13.1697	1.2480	0.2526				1 2.7361	1.0374	8 0.1779	1.6742	0.0043	19.2627	
	Number of Voting Rights held in each class of securities (IX)	Rights	Total			9521205	902258	182633				1978074	750000	128593	1210401	3100	13926264	
	of Voting Rig	No of Voting Rights	Class y Total			09	0 0	33 0				74 0	0 00	93 0	01 0	3100 0	0 99	
	Number	Z	N × SSE			9521205	902258	182633				1978074	750000	128593	1210401		13926264	
			Sharehol ding % calculate d as per SCRR. 1957) As a % of (A+B+C2) (VIII)			13.1697	1.2480	0.2526				2.7361	1.0374	0.1779	1.6742	0.0043	19.2627	
			Total nos.shares held (VII)=(IV)+ (V)+(VI)			9521205	902258	182633				1978074	750000	128593	1210401	3100	13926264	
n 03/11/2017						0	0	0				0	0	0	0	0	0	
eholder as o			Nos. of shares Party paid- underlying up equity Depository shares Receipts held (V) (VI)			0	0	0				0	0	0	0	0	0	
e Public shar			No. of fully paid up equity capares held shares held (IV)			9521205	902258	182633				1978074	750000	128593	1210401	3100	13926264	
pattern of the			Nos. of e sharehold sers (III)			25428	9	9				430		221	1122	2	27215	
Table III - Statement Showing shareholding pattern of the Public shareholder as on 03/11/201			Category & Name of the Shareholders (I)	Central Government / State Government(s) / President of India	Non-Institutions Individuals-	i. Individual shareholders holding nominal share capital upto Rs.2 lakhs	ii.Individual shareholders holding nominal share capital in excess of Rs.2 lakhs	NBFCs registered with RBI	Employee Trusts	Overseas Depositories (holding DRs) (balancing figure)	Any Other (specify)	Bodies Corporate	FAERING CAPITAL INDIA EVOLVING FUND	Clearing Member	Non Resident Individual	Trusts	Sub Total	Total Public Shareholding

CERTIFIED TRUE COPY.

ment Show	HSIL LTD. Table Iv - Statement Showing shareholding pattern of the Non Promoter - Non Public	g pattern of	the Non Prom	loter - Non Pu	ublic shareho	shareholder as on 03/11/2017	11/2017										
							2	lumber of V	oting Right	Number of Voting Rights held in each class of	ch class of	(= n _e	F	Number of shares pledged or otherwise	, <u>s</u> T S	Number of shares pledged or otherwise	± = 0.5
			*	14				No of	Securities (IA) No of Voting Rights	es (I.X.) Ints			Shareholding	Number of Locke shares (XII)	XII)	d (XIII)	ข
Category & Name of the Shareholders (f)	of the	No of sharehold ers (III)	No. of fully Partly paic paid by the quity by equity shares held shares (V)			Sharehol ding % calculate d as per SCRR. Total 1957) nos share As a % s held of (VII)=(IV)+ (A+B+C2(VII)=(IV)+ (A+B+C2(VII))	5 n. N	Olass x	Class y Total	otal .	Total as a % of Total Voting rights	No of shares Underlying outstanding convertible convertible securities % of Total (including Warrants) rights No of Shares (including Marrants) rights No of Shares (including Marrants) rights	ass a % assuming full convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) As a % of A+B+C2)	No. (a)	As a % of appli (Not integrated applied applie	As a % of total share No. s (Not held appli (Not cabl applic e) able)	As a % of total share Number of share Number of No. s equity (Not held shares held appli (Not in cabl applic dematerializ e) able) ed form (a) (b) (XIV)
Custodian / Dr. Holder Employee Benefit Trust (un SEBI (Share based Employ Benefit) Regulations, 2014)	Custodian / DK Holder Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)																
Promote ding (C)=(Total Non Promoter - Non Public Shareholding (C)=(C)(1)+(C)(2)	0	0	0	0	. 0	0.000.0	0	0	0	0.0000		0.0000	0	0.0000	0.0000 NA NA	

CERTIFIED TRUE COPY.

- 1. Name of Listed Entity: HSIL LTD. (CIN:L51433WB1960PLC024539)
- 2. Scrip Code 500187 Name of Scrip -,- Class of Security Equity
- 3. Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg. 31(1)(c) a. If under 31 (1)(b) then indicate the report for Quarter ending: 10/11/2017 b. If under 31(1)(c) then indicate date of allotment/extinguishment

4. Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-

Particulars	Yes*	*oN
1 Whether the Listed Entity has issued any partly paid up shares?		No
2 Whether the Listed Entity has issued any Convertible Securities or Warrants?		No
3 Whether the Listed Entity has any shares against which depository receipts are issued?		No
4 Whether the Listed Entity has any shares in Locked-in?		No
5 Whether any shares held by promoters are pledge or otherwise encumbered?		No

promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by format of holding of specified securities.

The tabular format for disclosure of holding of specified securities is as follows:-

For HSIL LIMITED

Company Secretary Jan J

CERTIFIED TRUE COPY

Table I - Si	LID. 1- Summary S	Statement hol	lding of specifie	HSIL L.I.D. Table 1 - Summary Statement holding of specified securities as on 10/11/2017	on 10/11/2017						-	<u></u>						
									Nimbor of Vatina Diathe hald is each stass of	יו בוסק מי המס מי המס			Shareholding as a % assuming full conversion of convertible	Number of Looked is	i To	Number o	Number of shares	Number of
						Calculated (Calculated Total per SCRR,	(calculated as per SCRR,	i i i i i i i i i i i i i i i i i i i	securities (IX)	(X)		ு வ	securities (as a percentage of	shares (XII)	(XII)	encumpe	encumbered (XIII)	cumbered (XIII) shares held
	Catanny	Noe	No. of fully	No.of Partly underlying	underlying	nos.shares	1957)	No of Voting K	≃ 7	7	S Total as a		diluted share		Asa%of total		As a % of	in dematerializ
Categ orv ()		shareholde rs (III)	shareholder shareholde shares held (IV)		Receipts (VI)	(VII)=(IV)+ (VII)=(IV)+	(VII)=(IV)+ As a % of (V)+(VI) (A+B+C2)				% of Warrants) (A+B+C) (X)		(XI)=(VII)+(X) As a % of (A+B+C2) No. (a)			No. (a)	shares held (b)	ed form (XIV)
€		6	35012819	0		0 35012819	48,4296	35012819	0	35012819	48.4296	0	48,4296	0	0,0000		10	35012819
(<u>B</u>	Public	26689	37283576	0		0 37283576	51.5704	37283576	0	37283576	51.5704	0	51.5704	0	0.0000	NA		36204802
0	Non Promoter															NA		
(C1)	Non Public Shares underlying DRs						Ą		***************************************							AN A		
(CZ)	Shares held by Employee Trusts										4					X X		
	Total	26698	72296395	5		0 72296395	100.0000	72296395	0	72296395 100.0000	100.0000	0	100,0000	O				71217621

Company Secretary

Table II - Statement Showing shareholding parten of the monoter and monoter court as on the	Idilig patient of	חום בו סוווסום	0 0000000000000000000000000000000000000															
							Num	s s	Number of Voting Rights held in each class securities (IX)	in each cl	ass of	Ω. Q.		Number of Locked in	ocked in	Number of shares	Number of shares pledged or otherwise	
Category & Name of the Shareholders (l)	Nos. of sharehold ers (III)	No. of fully paid up equity equity (IV)	Party paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos.shares held (VII)=((V))+ (V)+(VI)	Sharehold ing % calculated as per SCRR. 1957. As a % of (A+B+C2)	hold ated	o ×	No of Voting Kights X Class y Total	Total a % o Total Voting	a + as	D)	1 × × × × × × × × × × × × × × × × × × ×	snares (XII)	As a % of total shares held (b)	As a % total total shares (XIII) held ((3)	As a % of total shares	Number of equity shares held in demateriali zed form (XIV)
indian Individuals/Hindu undivided Family		5 5747719	0	0	25	747719 7.9	7.9502 5	5747719	0 57	5747719 7	7.9502	0	7.9502	0	0.0000	0	0.0000	5747719
RAJENDRA KUMAR SOMAN	<u>ک</u>	1 3080000		0	3080000			3080000	18.5		4.2602	0	4.2602	0.0			0.0000	3080000
SANDIP SOMANY		1 2283563		0 0				2283563		161000	3.1586	0 0	3.1586	0 0	0.0000			
SUMITA SOMANY			0	00			0.2032	146912	00	1	0.2032	0	0.2032	0		0		
SHASHVAT SOMANY Central Government/State Government(s) Financial Institutions/Banks		76244		0		76244 0.1		76244		76244 0	0.1055	0	0.1055	0			0.0000	76244
Any Other (specify)																		
Bodies Corporate		4 29265100	0	0	29265100		40.4793 29	29265100	0 292	29265100 40	40,4793	0	40,4793	0	0.0000	0	0.0000	29265100
PACO EXPORTS LIMITED		1 21280000	00	00	21280000		5 8578 4	21280000	0 212	21280000 29	29.4344	00	29,4344	00	0.0000	0 0	0.0000	21280000
NEW DELHI INDUSTRIAL PROMOTORS AND INVESTORS LTD	ORS			0	3750			3750000			5.1870	0 0	5.1870					3750
MATTERHORN TRUST		98012819	0 0	0 0	35012			35012819	0 350	35012819 48,4296	.0001	0 0	48.4296	00	0.0000	000	0.0000	35012819
Foreign Individuals (Non-Resident Individuals/Foreign Individuals)	(s)																	
Government																		
Institutions																		
Foreign Portfolio Investor																		
Any Other (specify)						\parallel												
Sub Total		0	0	8		0.0	0.0000	0	0	0	0.0000	0	0.0000	0	0.0000	0	0.0000	0
Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	ter	9 35012819	0	0	35012819		48.4296 35	35012819	0 350	35012819 48,4296	4296	0	48,4296	0	0.0000	æ	000000	35012819

For HSIL LIMITED

CERTIFIED TRUE COPY

-
(
1.1.1
State of the last
-
C
B. Comment
1000
0
1.5
100
And the same
1 4 6
hat d
11/25-1-11

			Number of equity shares held in dematerial ized form (XIV)	18523320	6997103	5140044	4223140	1113033	1050000		211291		4373779	944692	233625	0			23342015
harof	shares pledged or otherwise encumbered	(XIII)	As a % of total shares held (Not applica ble) (b)				H		N										
N	sh pled othe	3	No. (Not applic able)	X A	Ž	X A	Z A	¥	A A		Ž Ž		ž	Ϋ́ A	¥	¥		+	AN
	ocked in	(XII)	As a % of total shares held (b)	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000		0.0000		0.0000	0.0000	0.0000	0.0000			00000
	Number of Locked in	shares (XII)	No. (a)	0	0	0	0	0	0		0		0	0	0	0	9		c
	Shareholding	as a %	convertible securities (as a percentage of diluted share capital) (XI)=(XII)+(XI) As a % of A+B+C2)	25.6214	9.6784	7.1097	5.8414	1.5395	1,4524		0.2923		6.0498	1.3067	0.3451	0.0007			32 3002
			No of shares Underlying outstanding convertible securities (including Warrants) (X)	0	0	0	0	0	0		0		0	0	0	O			
	class of		Total as a 8% of Total (Voting Vights	25.6214	9.6784	7.1097	5.8414	1.5395	1.4524		0.2923		6.0498	1.3067	0.3451	0.0007			0000000
	held in each s (IX)	ts		18523320	6997103	5140044	4223140	1113033	1050000		211291		4373779	944692	249469	200	3		01001000
	oting Rights held securities (IX)	No of Voting Rights	Class y Total	0	0	0	0	0	0		0		0	0	0	0			
	Number of Voting Rights held in each class of securities (IX)	No of	Class	18523320	6997103	5140044	4223140	1113033	1050000		211291		4373779	944692	249469	200			
			Sharehol ding % calculate d as per SCRR. 1957) As a % of (A+B+C2) (VIII) CI	25.6214	9.6784	7.1097	5.8414	1.5395	1.4524		0.2923		6.0498	1.3067	0.3451	0.0007			
			Total nos.shares held (VII)=(IV)+ (V)+(VI)	18523320	6997103	5140044	4228140	1113033	1050000		211291		4373779	944692	249469	200			
10711/01				0	0	0	0	0	0		0		0	0	0	0	72		
ei loinei as o			Nos. of shares Partiy patid-underlying up equity Depository shares held (V) (VI)	0	0	0	0	0	0		0		0	. 0	0	0			
e Public strar			No. of fully paid up equity shares held (IV)	18523320	6997103	5140044	4223140	1113033	1050000		211291		4373779	944692	249469	200			
pattern of the			Nos. of e sharehold s ers (III)	30	4	n	. 6	т	2				62	~	7	-			
Table III - Statement Showing shareholding pattern of the Public shareholder as on 10/11/201			Category & Name of the Shareholders (I)	Institutions Mutual Funds / UTI	RELIANCE CAPITAL TRUSTEE CO. LTD-A/C RELIANCE CAPITAL BUILDER FUND 2 SR B	HDFC TRUSTEE COMPANY LIMITED - HDFC PRUDENCE FUND	SUNDARAM MUTUAL FUND A/C SUNDARAM INFRASTRUCTURE ADVANTAGE FLIND	UTI - CAPITAL PROTECTION ORIENTED SCHEME - SERIES V - II (1135 DAYS)	ADÍTYA BIRLA SUN LIFE TRUSTEE PRIVATE LIMITED A/C ADÍTYA BIRLA SUN LIFE MANUFACT	Venture Capital Funds	Alternate Investment Funds	Foreign Venture Capital Investors	Foreign Portfolio Investors	RAMS EQUITIES PORTFOLIO FUND-INDIA EQUITIES PORTFOLIO FUND	Financial Institutions / Banks	Insurance Companies	Provident Funds / Pension Funds	Any Other (specify)	
Table I.			G	<u>(a)</u>						(p)	(0)	(p)	(e)		(f)	(a)	(J)	6	

For HSIL LIMITED

Company Secretary

rof	d or	ared		As a % Number of of total equity shares shares held in (Not dematerial applica ized form helb (b) (XIV)			8365103	902258	181882				1991482	750000	224234	1195228	2600	12862787	36204802
Number of	pledged or	encumpered	<u></u>	As a of tot No. share (Not held applic (Not able) applic (a)			A Z	Ą.	A A				¥	A A	A A	Y.	NA	A A	A A
		ocked in	(XI)	As a % of (total shares a shares held (b) ((0.0000	0.0000	0.000.0				0.0000	0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
		Number of Locked in	shares (XII)	No. (a)	13		0	0	0				0	0	0	0	0	0	0
		olding	assuming full	conversion of convertible securities (as a percentage a percentage of diluted share capital) (XI)=(XI)=(XI)+(X) As a % of A+B+C2)			13.0164	1.2480	0.2516				2.7632	1.0374	0.3102	1.6684	0.0036	19.2613	51.5704
				No of shares Underlying outstanding convertible securities (including Warrants) (X)			0	0	0				0	0	0	0	0	0	0
	lass of			Total as a % of Total Voting			13.0164	1.2480	0.2516				2.7632	1.0374	0.3102	1.6684	0.0036	19.2613	51.5704
	Number of Motion Pichts held in each class of	s (IX)	tts				9410390	902258	181882				1997666	750000	224234	1206187	2600	13925217	37283576
	Pichte	securities (IX)	No of Voting Rights	Class y Total			0	0	0				0	0	0	0	0	0	0
	umber of Vot	no io io io	No of V	Class x			9410390	902258	181882				1997666	750000	224234	1206187	2600	13925217	37283576
		4		Sharehol ding % calculate d as per SCRR. 1957) As a % of (A+B+C2) (VIII) Cle			13.0164	1.2480	0.2516				2.7632	1.0374	0.3102	1.6684	0.0036	19.2613	51.5704
				w _			9410390	902258	181882				1997666	750000	224234	1206187	2600	13925217	37283576
				700			0	0	0				0	0	0	0	0	0	0
				Nos. of shares Partty paid- underlying up equity Depository shares Receipts held (V) (VI)			0	0	0				0	0	0	0	0	0	C
				Partly paid up equity shares held (V)															
rubile sila				No. of fully paid up equity shares held (IV)			9410390	902258	181882				1997666	750000	224234	1206187	2600	13925217	37283576
Salie II of the				Nos. of sharehold ers (III)			24702	9	9				414	T	342	1112	2	26584	08880
Table III - Statement Showing shareholding pattern of the Public stial elibruer as of 107 mod		90 18		Category & Name of the S Shareholders (l)	Central Government / State Government(s) / President of India	Non-Institutions Individuals-	i. Individual shareholders holding nominal share capital upto Rs.2 lakhs	ii.Individual shareholders holding nominal share capital in excess of Rs.2 lakhs	NBFCs registered with RBI	Employee Trusts	Overseas Depositories (holding DRs) (balancing figure)	Any Other (specify)	Bodies Corporate	FAERING CAPITAL INDIA EVOLVING FUND	Clearing Member	Non Resident Individual	Trusts	Sub Total	Total Public Shareholding
Table II					(2)	(3)			(q)	(0)	(p)	(e)							

For HSIL LIMITED

Company Secretary

CERTIFIED TRUE COPY.

HSIL	HSIL LTD. Take In. Statement Shawing shareholding pattern of the Non Promoter - Non Public shareholder as on 10/11/2017	n nattern of	the Non Pron	noter - Non Pi	ublic shareho	older as on	10/11/2017											
								7000	Voting Righ	ng Rights held in ea	Number of Voting Rights held in each class of securities (IX)	92 M.	Total	Number of shares pledged or otherwise Otherwise Aumber of Locked in encumber	ocked in	Number of shares pledged or otherwise encumbere	s lor se ere	
						1		No	No of Voting Rights	ights			Shareholding	shares (XII)	(XII)	d (XIII)	()	
	Category & Name of the Shareholders (I)	No of sharehold ers (III)	No. of fully partly paid up partly poof equity up equi shares herd shares ers (III) (IV) held (V	ā did	Nos. of shares underlying Depository Receipts (VI)	Shareho dalang % dalang % dalang % calculative scara. Total 1957) nos.share As a % s helio (VII)=(IV)+ (A+B+C (VII)+(VII)) (VIII)	- n. N	Class ×	Class y Total	Total	Total as a % of Total Voting	No of shares Underlying outstanding convertible convertible so a securities % of Total (including Voting Warrants) ights (X)	as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) As a % of A+B+C2)	No. (a)	As a % of a popic (Not beta coab) a popic shares (a) (b) (b)	As a % of total share No. s (Not held cabl applic e) able) (a) (b)	As a % of total share Number of s equity held shares held (Not in applic dematerializ able) ed form (b) (XIV)	of rializ
£	Custodian / DR Holder																	
(2)	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)						la.			^								
	Total Non Promoter - Non Public			0	C		000000	0	0		0.0000	0	0.0000	0	0.0000 NA	Z Y	Y Z	0

CERTIFIED TRUE COPY.

- 1. Name of Entity: SOMANY HOME INNOVATION LIMITED (CIN.U74999WB2017PLC222970)
- 2. Scrip Code Not applicable Name of Scrip Not applicable
- 3. Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg. 31(1)(c)
 - a. If under 31 (1)(b) then indicate the report for 03/11/2017
- b. If under 31(1)(c) then indicate date of allotment/extinguishment
- 4. Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-

Particulars	C D	ONI	
1 (Whether the Lister Entity has issued any partiy paid up shares?		Š	
100 100 100 100 100 100 100 100 100 100		2	
2 Whether the Listed Elitity has bedea any Converted Coopings of Mariana		-	
3 Whether the Listed Entity has any shares against which depository receipts are issued?		NO	_
		2	_
 4 Whether the Listed Entity has any shares in Locked-in?		2	_
		ON C	_
5 Whether any shares held by promoters are pledge or otherwise encumbered:		2	

promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the * If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by format of holding of specified securities.

5. The tabular format for disclosure of holding of specified securities is as follows:-

For Somany Home Innovation Limited.

Director

SOMANY HOME INNOVATION LIMITED
Table I - Summary Statement holding of specified securities as on 03/11/2017 (PRE).

...

				Т=								
Number of equity shares hald		dematerializ		0		0			3			
Number of shares pledged or otherwise enoumbered (XIII)	As a % of	total	_	8								0000
Number pledged or encumbe			No. (a)			NA	NA		₹Z	NA A		ΨN
Locked in (XII)	As a % of	total	heid (b)			0.0000						00000
Number of Locked in shares (XII)			(a)	0		0						o
Shareholding as Shareholding as 9/6 assuming Underlying convertible outstanding securities (as a convertible percentage of	diluted share	capital)	a % of (A+B+C2) No. (a)	100.0000		0.0000						100.0000
No of strares Underlying outstanding convertible		including Varrants)	8	Ö		C						0
		Total as a ((A+B+C) (X)	100.0000		0000'0			,			100.0000
held in each ((X)	Ş	Total		0		0			-			O
Number of Voling Rights held in each class of securities (IX)	CX			0		0						o
Number of	S	Class eg:x Class eg:y		Ö		o						0
Shareholding as a % of total no. of shares (calculated as per SCRR,			(A+B+C2)	100.0000		0.0000						100.0000
	nos.shares	heid (VIII) (VII)=(IV)+ As a % of	(S)+(S)	200000		o						500000
No. of shares Total	underfying	Depository Receipts	S)	0		0						0
	No.of Partly	paid-up equity Depository shares held Receipts	3	6		0					W	0
,	No. of fully	up equity es neid	(IV	200000		0		- 1/				200000
		Nos. of shareholde	rs (III)			O .						
		Category of shareholder		Promoter & Promoter	group	Public	Non Promoter -	Non Public	Shares underfying DRs	Shares held	Employee Trusts	Total
		Categ	⊕ }	<u>C</u>		(e)	<u>©</u>		(01)	(C2)		

For Somany Home Innovation Limited

Page 1 of 1

		Number of equity shares held	in dematerializ ed form (XIV)	0		000		: L		. 1	i	00							0	Ö	
	shares otherwise od (XIII)		As a % of total shares held (b)	00000	0.0000	000000	1					0.0000	· · · · · · · · · · · · · · · · · · ·	-			: !		0,000	0.0000	
	Number of shares pledged or otherwise encumbered (XIII)	(No. (a)						5.5												
	ocked in		As a % of total shares neld (b)	0.0000		00000	1					0.0000							0.0000	0000 0	: : : :
	Number of Locked in shares (XII)		No. (a)																0	0	
	į	as a % assuming full conversion of convertible securities (as a percentage of diluted share	capital) (XI)=(VII)+(X) As a % of A+B+C2)	0.0100		00000					0066.66	0000 001							0.0000	0000000	
		No of shares Underlying outstanding convertible	securities (including Warrants)	ا			1		 		1		<u> </u>	. !	!!			1	1	!	1
	ich class of		Total as a % of Total Voting rights	0.0100	1 0.0000	1 0.0000	0000			1		100 0000	<u> </u>			1			0.0000	100.0000	
	ng Rights held in each securities (IX) Iting Rights		Total	-		000		· i			0 499994	0 50000	:						0	0 200000	
	Number of Voting Rights held in each class of securities (IX) No of Voting Rights		Class y	ω			-				499994	500000							5	500005	
	Number		Class ×	8	900	0000	8												900		
		Sharehold ing % calculated as per as SCRR		6 0.0100		1 0.0000	0.0000				499394 99.9900	499994 99.9900 500000 100.0000							0 0000	500000 100.0000	
'	i 	40	nos shares heid (VII)=(IV)+ (V)+(VI)		:0,0	000	0				0 496								0	8	
17 (PRE)		Nos. of	underfying Depository Receipts (VI)	100000000000000000000000000000000000000							!					: !	: .		0	0	;
on 03/11/20		r	Partly paid-up equity shares	О	0	000	0				0	00									
noter Group as			70	ω	 '	- E- A- 1	£.				498884	499994						•	O	200000	
loter and Pros			Nos. of sharehold sers (III)	9							-				-	+			-	7	 -
SOMANY HOME INNOVATION LIMITED Table II - Statement Showing shareholding cattern of the Promoter and Promoter Snoup as on 03/11/2017 (PRE)		•	PAN (U)		AIYPS6270N	AOTPS8376L ADOPDS939N ACTPA6636K	LPK8886B								1						
MITED sholding catte	1		ď	rd Family					iks					nt duals)						топотег	ifted
JOVATION LI	!		Category & Name of the Shareholders (I)	Individuals/Hindu undivided Family	MANY.	G. L. SULTANIA* AJAY KUMAR DOKANIA* MANOJ KUMAR AGARWAL*	RAVI KEDIA* Central Government/State	ıt(s)	Financial Institutions/Banks	specify)	porate	ED		individuals (Non-Resident Individuals/Foreign Individuals)			Foreign Portfolio Investor	(specify)	ļ.	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	Nominee of HSIL Limited
Y HOME INN			Category & Nam Shareholders (I)	Individuals/P	SANDIP SOMANY	G. L. SULT.	RAVI KEDIA* Central Govern	Government(s)	Financial In	Any Other (specify)	Bodies Corporate	HSIL LIMITED Sub Total	Foreign	Individuals	Government	Institutions	Foreign Po	Any Other (specify)	Sub Total	Total Shareholdin and Promoter Gra (A)=(A)(1)+(A)(2)	* Nominee
SOMAN Table II	-		ļ	<u> </u>		111		e	اوا	ਰ			le	(G)	Ę	9	ું	(e)	ļ	i	1

For Somany Home Innovation Limited

Yap

Moeto.
Directo.

For Somany Home Innovation Limited:

Companies Comp	SOMANY HOWE INNOVATION LIMITED Table III - Statement Showing stateholding pattern of the Public shareholder as on 03/11/2017	ୁ ଅ	pattern of the P	ublic shar	eholder as o	03/1/201	(PRE)										Number of shares	30,000
Name of the control o	,	,	***************************************							Number of 1	Voting Rights securities of Voting Right	held in each c	70		hareholding s a % ssuming full briversion of	Number of Locked shares (XII)		d or dise dise dise dise dise dise dise dise
0 W 100000 0 00000 0 00000 0 00000 0 0 00000 0	Category & Name of the Sharehold shares held Shareholds (I) PAN (II) ers (II) (IV) PAN (II) ers (III)	Nos. of sharehold ers (II)	No. of paid up vos. of equity sharehold shares are (III)	No. of paid up equity shares (IV)	fully heid	Penty paid up equity shares held (V)	Shares shares underlying Depository Receipts (VI)	å t	d as per SCRR. 1957) As a % of (A+B+C2 (Viii) CI	×	Class y Tota		or control of the con	restanding a nivertible of curities si cluding () arrants) A arrants) A	percentage fulluted here capital) (t)=(VII)+(X) s a % of +B+C2)	(8)	No. (Not appli cable	s a % Number total of equity sares shares shares ald held in demateria optica (ized forms) (b) (\(\int(\int\))) (\(\int\)) (\(\int(\int\))) (\(\int\)) (\(\in
0 0 14 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	Mutual Funds / UTI 0	0	o		.0		Ö	D	0.0000	0			0.0000	0	0.0000		¥	p
0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	Venture Capital Funds				1													
0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	Alternate Investment Funds	0	o		0			°	0.0000	oi		0	0.000	0	0.000.0			!
0 0 0 W 00000 0 000000 0 000000 0 000000	Foreign Venture Capital Investors									T		:						
0 0 WW 000000 0 000000 0 000000 0 0 000000	Foreign Portfolio Investors	0	0		0			0	0.0000	0			0.0000	o	00000		\vdash	
0 0 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	Financial Institutions / Banks 0	0	0		:0			0	0,0000		!	1 1	0000	1	00000	11		-
0 0 144 00000 0 0 00000 0 0 0 00000 0 0 0	Insurance Companies 0	0	0		О.			Б	0,0000				0.000		0.0000		+ + +	-jij
0 0 VN 000000 0 0 000000 0 0 0 000000 0 0 0	Provident Funds / Pension Funds			! 			i											1
0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	Any Other (specify)] [.	:					
0 0 VN 000000 0 000000 0 0 000000 0 0 0	Sub Total Central Government / State Government(s) / President of				_		0	0	0.0000	0	0	Ö	0.0000				1	
0 0 00000 0 0 00000 0 0 00000 0 0 0 0000													1111		<u> </u>			
0 0 00000 0 000000 0 0 000000 0 0 000000	i. Individual share polders holding nominal share capital upto Rs.2 lakhs	:	:	:		0	5	0	0.0000	. 0	,	. 0	00000	0	- 0000 0	_	. 2	c
0 0 VX 000000 0 000000 0 0 000000 0 0 0													1 1					······································
0 0 VN 000000 0 000000 0 0 000000 0 0 0			. 1 .	. 1 .		<u> </u>	0 0	0 0	0.0000	0	o o		00000	0 0	0.0000	1 :		
0	Employee Trusts			1			! :				÷				. !			· .
0	Overseas Depositories (notding DRs) (halanding figure)						:		! :				· i		:			
0	0						: ;				i							
0	Bodies Corporate	1 6 	lo l				0	O	0.0000	6	6		0.0000	100	0.0000		+	
0 VN 000000 0 000000 0 0 000000 0 0 0 000000		o	o	' o ;					0.0000	۵	0		0.0000	:	0.0000		 	
0 0 0 00000 0 0 00000 0 0 00000 0 0 0000	sident individual		. '		0			0	0.0000	'a	Ö		0.000	0	0.0000	i!	7	
O COORDINATION OF THE PROPERTY	Trusts Sub Total	· · ·	0' 0		0 0	. 1		0	0.0000	0 6		0 (00000	100	0.0000		+ ; ;	
	Shareholding		, ,		,			,' 	3	,		<u> </u>		5:	00000	 	:	

						_										
						7	Number of	shares held		dematerializ	L L	<u> </u>				0
	1	ខ្មុំ	<u>o</u>	ro	ö		snare Number		<u>೨</u> . ಕ			S S	-			
L	+	Number of shares pledged or otherwise	d (XIII)	Asa	ŏ %	total	STS OF	(Not held	ippi (Not	죠		(a)	+		_	
-	+-	<u> </u>	er ⊑					<u>. </u>	As a % of appl			Peld (b)			_	0.0000 NA
Ļ			nber of Locker shares (XII)						As a	total	shares		-		_	Ö
			Number of Locked in encumbere shares (XII)								•	No. (a)				
-	+	····			ō	_	as	<u>ل</u>	al)	8			+		<u>+</u>	0.0000
	;		Total Shareholding	as a % assuming full	conversion of	convertible		of diluted	share capital	(XI)=(VII)+(X)	As a % of	A+B+C2)				0.0
	ļ				No of	shares	Underlying	convertible	Total as a securities	% of Total (including	Warrants)	8		_		
-		ss of	İ					=	1 as a	(Total		1				0.000.0
į		ach cla	-	<u> </u>					Tota	%	Voting	rights				0
		Number of Voting Rights held in each class of	securities (IX)									Total				
-	<u> </u>	ng Righ	Securities (I	,								Class y Total	-		-	ō
		of Vot	No of												-	
		Number										Class x		_		
-	†]		ding %	calculate	d as per	26.57 26.57	%8.8%	75	(A+B+C2					00000
	2017 (PRE)				J		۰ ر	-t	hare	s held	(VII)=(IV) (A+B+C2	+ (v)+(v1) (viii)				0
	s on 03/11/		· · ·					Nos. of	j.			É		-		Ö
	Tolder			1.				2 8		2 .	,					0
]	snareh				CINCAL PART				Partly paid.	ro equity	shares	held (V)				<u> </u>
	SOMANY HOME INNOVATION LIMITED SOMANY HOME INNOVATION LIMITED SOME INNOVATION LIMITED SOME INNOVATION LIMITED SOME INNOVATION LIMITED	·-						hla of fully	naid un	Pall P	shares held shares	(J)				
	- John or										Ölg	(III		•	l.	Ç
	Į d									Noon	shar	ers (III)				
	attern of the		,									PAN (II)				İ
	TED	2										a.		<u> </u>	n)	o dic
	N LIMIT	5 5									يۆ	ļ	1	at (unde	7014)	Total Non Promoter - Non Public
	VATIO Sirio										me of th		Holder	efft Trus	ased tr	noter - 1
	E INNC	2 5 5 1									v & Nar	iders (an / DR	ee Ben	Regula	on Pron
	MON Y	9									Category & Name of the	Shareholders.(I)	(1) Custodian / DR Holder	Employee Benefit Trust (under	SEBI (Share based Employee Benefit) Regulations 2014)	Total Non Promoter - Non Publi
	SOMANY HOME INNOVATION LIMITED	<u> </u>		İ				_					Θ		<u>8</u>	
	1-1															

For Somany Home Innovation Limited.

Value
Director

Page 1 of 1

- 1. Name of Entity: SOMANY HOME INNOVATION LIMITED (CIN:U74999WB2017PLC222970)
- 2. Scrip Code Not applicable Name of Scrip Not applicable
- 3. Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg. 31(1)(c)

 - a. If under 31 (1)(b) then indicate the report for 10/11/2017 b. If under 31(1)(c) then indicate date of allotment/extinguishment
- 4. Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-

	Particulars	Yes*	No.*
1	Whether the Listed Entity has issued any partly paid up shares?		
2	Whether the Listed Entity has issued any Convertible Securities or Warrants?		2 Z
က	Whether the Listed Entity has any shares against which depository receipts are issued?		2 Z
4	Whether the Listed Entity has any shares in Locked-in?		2 Z
5	Whether any shares held by promoters are pledge or otherwise encumbered?		S S

promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the * If the Listed Entity selects the option 'No' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by format of holding of specified securities.

5. The tabular format for disclosure of holding of specified securities is as follows:-

For Somany Home Innovation Limited:

SOMANY HOME INNOVATION LIMITED

Table I - Summary Statement holding of specified securitie

_			N	o		765		Г		-т				_		Tă	7
	Number of equity shares held	<u>.</u> ⊆_	dematerializ ed form (XIV)	35012819		36198562										7101100	1 2113
		As a % of	total shares neld (b)	0.0000													
	Number of shares pledged or otherwise encumbered (XIII)		No. (a)	O		ĄZ		AN		1	§		ΝĀ				
-		Asa % of		8		00000	}	-		1							
	Number of Locked in shares (XII)	As		0		c)			-						1	Ö
	Shareholding as a % assuming No of shares full conversion of Underlying convertible Outstanding securities (as a Numanathia necremana of	uted share	capital) (XI)=(VII)+(X) As a % of (A+B+C2) No (a)	48,4296		41 5704											100.0001
	No of shares ful Underlying Coutstanding Se			10)			L. C. C. C. C. C. C. C. C. C. C. C. C. C.							5
		8	Total as a (including % of Warrants)	48,4296	***************************************	54 5704				-	,						72296395 100.0000
	Number of Voting Rights held in each class of securities (IX)	S		35012819	•	273003676	0/0000/0				•						72296395
	oting Rights t	No of Voting Rights	SS eg:y	0		-	-										0
	Number of V	No oN	Class eg:x Class eg:y Total	35012819		011000000	3/5832/5	1									72296305
(GER)	Shareholding as a % of total no. of shares (calculated as	# 3CAR	3 0	48.4296		, 02-0	40/c.rc				AN		A CONTRACTOR OF THE CONTRACTOR				100 0000
10.00		not charge 1957)	(VIII) (VIII)	35012819			37283576	1									72206305
107/11/01	•	No. of shares		۱			0										
ecurities as or			ratiy p equity s held)		0										c
Table 1 - Summary Statement holding of specified securities as on 10/11/2017 (PO+1 DEWERSER)	•		≿	35012810			37283576										3000000
tement holdin			los. of pa hareholde sh.	(IV) (IV)	>		27233										201000
Summary Sta			egory of reholder	(11)	Promoter	d cert	Public		Non Promoter -	Non Public	Shares	underlying DRs	Shares held	pà pà	Employee	Trusts	1
Table 1-		***************************************	Categ	≡	<u>; m. ,</u>		(B)		(0)		S S		(23)		_		

"Please note that the above is an indicative post-scheme shareholding resulting on approval of composite scheme of Arrangement scheme from regulatory authorities including but not limited to Hon'ble NCLT. Kolkata bench, of Somany Home Innovation Limited, based on the shareholding of HSIL limited on 10/11/2017 (as submitted to the exchange along with application under regulation 37).

It is further highlighted that the actual shareholding of Somany Home Innovation Limited, on the scheme coming into effect, will be as per the shareholding of HSIL Limited as on the Record Date post afore explained approval of the composite scheme of arrangement."

For Somany Home Innovation Limited.

Page 1 of 1

	Number of same short in the factor of the fa	6997103	4223140	1080000	4455420	229365	23449396	;
Number of shares	operage of operage of operage of operage of operage of operage of operage of operage of operage operag	A A	g g	₹ ₹	A A	A A	v pe	1 10
	Ocked in (XII) As a % of total shades held (B) 0,0000	0.0000	0.0000	0.0000	0.0000	0.000.0	oooooo on Limite	Director
	Number of Locked shares (XII) As a 9 total shares (XII) No. (a) held	a 0	0 0	0 0	0 0	0 0	novati	3
	olding se full tion of full se (as ntage aptial) 11)+(X) of 22)	9.6784	5.8414	1,4939	6.1627	0.3392	Somany Home Innovation Limited	
	s anding anding strible tries ding ants)	0 0	0 0	0 0	0 0	0 0	о он Soman	
	20 து ச	9.6784	5.8414	1.4939	6.1627	0.3392	32.4577 F.Qf	
	To 70 (1) (1) (1) (1) (1) (1) (1) (1) (1) (1)	6997103 5140044	4223140	1080000	4455420	245209	23465740	: 1
	No of Voting Rights held securities (IX) No of Voting Rights (IX) (IX) (IX) (IX) (IX) (IX) (IX) (IX)	0 0	0 0	0 0	0 0	0 0	:	
	No of V6	6987103	4223140	1080000	4455420	245209	23465740	
	- Pe S (2) 65	9.6784	5.8414	1.4939	6.1627	0.0007	32.4577	1
	S = 5 = 5 = 5 = 5	6997103	4223140	211291	4455420	245209	23465740	
AERGER)*	S S S S S S S S S S S S S S S S S S S	<u> </u>	0 0	0 1 1 1 1		0 0		:
Post DEA	Nos. of shaftes d- underlying Depository Receipts (VI)	0 0	0 0	6 6	0 (o o	0	
0/11/2017	Party paid- up equity shares held (V)	Z Z	2 8	8	021	245209	77.40	
Ider as on 1	No. of fully paid up equity snares held (IV)	6997103		2 1080000	4	11 245209	108 23465740	
Sic shareho	Nos. of sharehold ers (II)	4 0	β5, ε _ν	11111	1 1111			
SOMANY HOME INVOVATION LIMITED Table III - Statement Showing stratcholding pattern of the Pubic shareholder as on 10/11/2017 (POST DEMERGER)*	PAN (II)	AAATR0090B	AAATS2554B AAATU1088L	AAATB0102C		AAHCR4850P		
IMITED reholding pa	<u>a.</u> ;	RELIANCE CAPITAL TRUSTEE CO. LTD-A/C RELIANCE CAPITAL BUILDER FUND 2 SR B M HDFC TRUSTEE COMPANY LIMITED - HDFC PRUDENCE	+	STEE IMITED Inds	il Investors tors TFOLIO	Banks	ision Funds	Government(s) / President of India
VATION L.	ame of the $\frac{\langle l \rangle_{\perp}}{\sqrt{U}}$		IMUTUAL FINERASTE E FUND AL PROTE(SCHEME -	SIRLA SIAN LIFE TRUSTIFE NOMPANY PRIVATE LIMIT NO BIRLA SUN LIFE NANUFACTURING Venture Capital Funds Agiernale Investment Funds	Foreign Venture Capital Investor Foreign Portfolio Investors RAMS EQUITIES PORTFOLIO FUND-INDIA EQUITIES	PORTFOLIO FUND Financial Institutions / Banks Insurance Companies	Provident Funds / Pension Funds Any Other (specify) Sub Total Central Government / State	ant(s) / Pres
JOME INNC	Cartegory & Name of the Shareholders (!). Institutions Mutual Funds / <u>U</u> TI	ELIANCE C O. LTD-A/C APITAL BU DFC TRUS IMITED - HI	SUNDARAM MUTUAL FUND AC SUNDARAM INFRASTRUCTURE ADVANTAGE FUND UTI - CAPITAL PROTECTION ORIENTED SCHEME - SERIES V II (1135 DAYS)	BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED AC BIRLA SUN LIFE MANUFACTURING Venture Capital Funds Alternate Investment Funds	Foreign Venture Capital Investors Foreign Portfolio Investors FAMS EQUITIES PORTFOLIO FUND-INDIA EQUITIES	PORTFOL Financial In Insurance (Provident Funds / P Any Other (specify) Sub Total Central Governmer	Government(s) / F
SOMANY F	(3) (3) (4) (5) (6) (7) (7) (7) (8) (7) (8) (9) (9) (9) (10) (10) (10) (10) (10) (10) (10) (10		T NW 4 JOE	<u> </u>		<u>(6)</u>	€ 6	(S) (S)

OMA able	OMANY HOME :NNOVATION LIMITED	pattern of the Pu	ublic shareh	older as on 10	171/2017 (1	OST DEME	3GER)*			:			:					+	
·		,				• .		Sharehol	Number of V	r of Voting Rights heid securities (IX) No of Voting Rights	Number of Voting Rights herd in each class of Securities (IX) No of Voting Rights			Shareholding as a % assuming full conversion of	Number of Locked in shares (XII)	Locked in (XII)	Number of shares pledged or otherwise encumbered (XIII)	r of see	
		•		No. of fully paid up equity	jä	Nos. of shares Partly paid-iunderlying up equity Depository	Total nos.shares held	ding % calculated as per SCRR. 1957) As				2 ca		convertible securities (as a percentage of diluted share capital) (XI)=(VII)+1X)		5	As a 6 of tota No. share (Not held applic (Not	% - v	Number of equity shares held in dematerial
:	Category & Name of the Shareholders (i) i. Individual shareholders holding nominal share capital upto Rs.2	PAN (II)	sharehold ers (III)	shares held (IV)	shares held (V)	Receipts (VI)	+(VI)=(IV)+ (V)+(VI)	(A+B+C2)	Class x	Class y Total	1	Voting	Warrants)	As a % of A+B+C2)	No. (a)	shares held (b)	able) (a) (a)	m sol	ized form (XIV)
	lakhs		25393	9549467	0	Ö	9549467	7 13.2088	9549467	0	9549467	13.2088	0	13.2088	0	0.0000	ă A	ď	8497940
i .	ii Individual shareholders holding nominal share capital in excess of Rs.2 lakhs	:	9	851636	· · · · ·	0	851636	1.1780	851636	0	851636	1.1780	0	1,1780	0	0.0000	g Z	"	851636
G	NBFCs registered with RBI		S	181938		O	181938	8 0.2517	181938	0	181938	0.2517	0	0.2517	0	0,0000	ď Ž		181938
ତା	Employee Trusts											. :	1 :	[
. ਰ	Overseas Depositories (holding DRs) (balancing figure)	- 1				· ·						: '		!					
(a)	Any Other (specify)				++			i 1										-	
	Bodies Corporate		395	1935401	0	0	1935401	2.6770	1935401	0	1935401	2.6770	0	2.6770	0	0.000	ď Ž	14	1929217
	FAERING CAPITAL INDIA EVOLVING FUND	AAATE3215E	-	750000	0	. 0	750000	0 1.0374	750000	0	750000	1.0374	0	1,0374	0	0.0000	Ϋ́ Ϋ́	i	750000
	Clearing Member	. :	176	80257	0	· •	80257	7 0.1110	80257	0	80257	0.1110	0	01110	.0	0.000	₹	+	80257
	Non Resident Individual		1149	1219037	• •	0.	1219037	7. 1.6862	1219037	6	1219037	1,6862	0	1,6862	0	0.0000	ž	 - -	1208078
	Trusts			100	о ; -	0	100	0.0001	6	0	100	0,0001	0	0.0001	0	0.000	Ą	1-	8
	Sub Total		27125	13817836	0	O	13817836	6 19.1128	13817836	0	13817836	19.1128	0	19.1128	0	0.000	¥	12,	12749166
	Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)	: ;	27233	37283576		0	37283576	6 51.5704	37283576	0.	37283576	51.5704	0	51.5704	. 0	0.0000	A A	8	36198562
	"Please note that the above is an indicative post-scheme shareholding resulting on approval of composite scheme of Arrangement scheme from regulatory authorities including but not limited to Honbie NCLT, Kolkata bench, of Somary Home Innovation Limited, based on the shareholding of HSIL limited on 10/11/2017 (as submitted to the exchange along with application under regulation 37).	indicative post-se y of HSIL limited o	cheme shart on 10/11/20	eholding result 17 (as submit	ing on appr ted to the e	oval of comp exchange alor	osite scheme ig with applica	i of Arrangemu stion under rec	ent scheme fr. gulation 37).	om regulator	y authorities	including bu	I not limited to	Hon'ble NCLT	, Kolkata benc	h, of Soman	y Home it	movation	:
	It is further highlighted that the actual shareholding of Somany Home Innovation Limited, on	tual shareholding	of Somany	Home Innovati	ion Limited,		ne coming in	to effect, will b	the scheme coming into effect, will be as per the shareholding of HSIL Limited as on the Record Date post afore explained approval of the composite scheme of	hareholding	of HSIL Lim	ted as on the	Becord Date	post afore exp	olained approv	al of the corr	Tposite so	heme of	
		:					1 1	[]			, .	. •	!					: `	
								.,,,,											

For Somany Home Innovation Limited:

15 =	SOMANY HOME INNOVATION LIMITED Table IV - Statement Showing shareholding pattern of the Non Promoter - Non Put	ng pattern of the	Non Promot	er - Non Pui	nareholder	1gr as on 10/11/2017 (POST DEMERGER)*	2017 (POS	r DEMERG	ER)*		, . 				. 1				
		<u> </u>		- AMERICAN TO A STATE OF THE ST					Number of Voting Rights held in each class of	otina Riahts	in dead	class of					Number of shares pledged or otherwise		
		,		AN CANADA PROPERTY		• .			No or	securties (IX)	s (X)			Total Shareholding	Number of Locked in shares (XII)	Locked in (XII)	encumbere d (XIII)	ø.	
					r		0) 6	Sharehol ding %				<u>_</u>	Jo o	as a % assuming full conversion of	******		As a % of		
		•		varietty.			00	calculate d as per				<i>u,</i>	shares Underlying	convertible securities (as			total	4.	, 2
	•			No. of fully	<i>2</i> to	Nos. of	otai 10	SCRR. 1957)				<u> </u>	outstanding convertible	a percentage of diluted			No. s (Not held	equity shares held	held
			N N		Partly paid- ur	ğ i	nos.share	As a % of				Total as a 8	securities (including	share capital) (XI)=(VII)+(X)		As a % of total	appi (Not icabi appli	in dematerializ	srializ
28.8.5	Category & Name of the Shareholders (I)	PAN (II)	sharehold ers (III)	shares held (IV)	, _		58	(A+B+C2) (VIII) CI	Class×	Class y To	Total		Warrants)	As a % of A+B+C2)	No. (a)	shares held (b)	(a) (b) (cable	(b) (XIV)	_
_ E W &	Employee Benefit Trust (under SEB (Share based Employee Benefit) Regulations, 2014)													<u>ì </u>					
to Si	Total Non Promoter - Non Public Shareholding (C)=(C)(1)+(C)(2)					0	0	0.0000	. 0	0	o	0.0000	0	00000	0	0.0000	N NA		0
P 트	"Please note that the above is an indicative post-scheme shareholding resulting on approval of composite scheme of Arrangement scheme from regulatory authorities including but not limited to Holf I limited on 10/1/12017 (as submitted to the exchange along with application under regulation 37).	indicative post- shareholding of	-scheme share HSIL limited	reholding result on 10/11/2017	ing on approv (as submitted	al of compo	site scheme	of Arrange with applica	ment schen	egulation 3	ilatory autho	rities includi	ng but not lin	nited to Han'ble	NCLT, Kolka	ata bench,	of Somany	Ноте	
_ ≟ %	It is further highlighted that the actual shareholding of Somany Home Innovation Limited, on the scheme coming into effect, will be as per the shareholding of HSIL Limited as on the Record Date post afore explained approval of the composite scheme of arrangement.	tual shareholdir	ng of Somany	Home Innova	tion Limited, o	n the schem	e coming in	 to effect, wi	ill be as per	the shareho	i Iding of HSI	L Limited as	on the Reco	ord Date post aft	re explained	d approval	of the comp	osite sch	eme
5		_		L	<u> </u>		1		-										

- 1 Name of Entity: BRİLLOCA LIMITED (CINIU74999WB2017PLC223307)
- 2 Scrip Code Not applicable Name of Scrip Not applicable
- 3 Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg. 31(1)(c)
 - a. If under 31 (1)(b) then indicate the report for 03/11/2017
- b. If under 31(1)(c) then indicate date of allotment/extinguishment

4 Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-

Failculars	****	*cZ	
1 Whether the Listed Entity has issued any narro naid in chares?	3	2	,
the state of the s		8	_
2 Whether the Listed Entity has issued any Convertible Securities or Warrants?		S	
		21.	_
S whether the Listed Entity has any shares against which depository receipts are issued?		Z	_
ľ		2	_
4 VVnemer the Listed Entity has any shares in Locked-in?		2	_
1 2411		2	
5 Whether any shares held by promoters are pledge or otherwise encumbered?		V	_
		2	_

promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the * If the Listed Entity selects the option 'No' for the questions above, the columus for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by format of holding of specified securities.

5. The tabular format for disclosure of holding of specified securities is as follows:-

For BRILLOCA LIMITED

Authorised Signatory/Director

BRILLOCA LIMITED
Table I - Summary Statement holding of specified securities as on 03/11/2017 (PRu.

		h/		0			10	-		_	!		<u>_</u> ;				 ;	ਨ
Number of equity shares held	. <u>c</u>	dematerializ	ed form															
Number of shares pledged or otherwise enoumbered (KIII)			shares held (b)	0.0000														0.0000
Number or pledged or encumbe			No. (a)	Ī			NA	574	<u>§</u>		¥			NA				ΑN
ocked in (XII)	4sa%of	total	shares held (b)	8			0.0000											0.0000
Number of Locked in shares (XII)				0			D			•								0
Shareholding as a % assuming No of shares full conversion of Londerlying convertible securities (as a Numbe convertible percentage of sh	filuted share	apital)	XI)=(VII)+(X) As 3 % of (A+B+C2) No	100.0000			0.0000	***************************************									- •	100.000
No of shares fi Underlying outstanding s					•		О											0
		Total as a (including	% of Wal	100.0000		·	0.0000				,							100:0000
held in each (X)	s	otal		0			0											0
Number of Voting Rights held in each class of securities (IX)	No of Voting Rights	ass eg:y		o			0			J. 178-11								ō
Number of \	Noo	Class eg.x Class eg.y Total		0			o						••••					0
Shareholding as a % of total no. of shares (calculated as oer SCRR.		held (VIII)	As a % of (A+B+C2)	100.0000			0.0000											100.0000
	os shares 1) Je	(N)=(IV)+ (N)=(I	8			Ö											200000
No of shares Total				0		••	0									-		0
***	No.of Partly	paid-up equity	shares held Receipts	0			0											0
•	Vo. of fully	- >		10			0										-	500000
		Nos. of	shareholde s	7			0											7
		Category of Nos. of	Categ shareholder shareholde shares held	Promoter.&	Promoter	group	Public		Non Promoter -	Non Public	Shares	underlying	2	Shares held	ρ'n	Employee	rusts	Total
			Categ	<u> </u>			<u>(a)</u>	ģ	<u> </u>		ઈ			3				

For BOLLOCALINITED

VALL

Authorised Signatory/Director

Page 1 of 1

	The second secon		1 1	1	Assessment of Assessment Control of Control	1		1		-	- -		-					
						•		1 [Number of Voting Rights held in each class of securities (IX) No of Voting Rights	or of Voting Rights held securities (IX) No of Voting Rights	in each clas.	, , , , , , , , , , , , , , , , , , ,	Shareholding	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)	hares therwise (XIII)	Ü
			2 d. o				Total nos.shares	Sharenold ing % calcu ated as per SCRR.			Total as a		U)	## 0 13 0			ō %	Number of equity shares held in
Category 8 Sharehold Indian	Category & Name of the Shareholders (I) Indian	PAN (II)	몽	shares held e	equity shares (V. held (V.	Receipts ((VI)	(VI)=(IV)+ (VI)=(IV)+	(VIII)	Class x Ck	Class y Total	% of lotal Voting rights	otal (including Warrants) (X)	(XI)=(VII)+(X) As a % of A+B+C2)	No. (a)	As a % of total shares held (b)	No. (a)	shares heid (b)	dematenaliz ed form (XIV)
멸	Individuals/Hindu undivided Family	-	ω	9	6	0	89	0 0100	ဟ	0	9	0.0100	0.0100		0.0000	,	0.000	0
SUC.	1 1	AIYPS6270N ADPFG9043F AOTPS6376L ADOPD5939N			0000	0000		000000000000000000000000000000000000000		0000		0.0000	0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	0 0 0		0000	0.0000	0 0 0
MANOJ KIJMA RAVI KEDIA* Čentral Govern Government(s)		ACTFA6636K AILPF.8886B	-		1	00						0000	0.0000		00000		0000	200
7	Financial Institutions/Banks		! ! !		111			+++										
ţ.	Any Other (specify)	11	1		11								 	•		:		
ပိ	Bodies Corporate		-	499994	ı"l	o	499994	0066 66	499994	0 49	499994 99.6	0066.66	0056.66	0		-	0.000	6
SOMANY LIMITED Sub Total	SOMANY HOME INNOVATION LIMITED Sub Total	+		499994	1 1	00	499994	99 9900	499994	0 0	499894 99.5 500000 100.0	99.9900	99.9900	00	00000	0.0	0.0000	0,0
rass	Foreign Individuals (Non-Resident				11												-	
Individuals/Fo	Š.	}			ł i		i :				. :						- i -	
Institutions					Į i	!				<u> </u>			++		1			
٦٩٠	Foreign Portfolio Investor			· 1 ·	111					; ; .	· · ·		++			1		
훋	Any Other (specify)	1 :									: :		 				: !	-
Sub Total		1 1	0	0	0	O	i	00000	0		0	0.0000	0.0000	0	0.0000	0	0.0000	0
A Diagram		I		900000	!		500000	100 000	000009	·	- 400 000	: 6	200				6	
		ļ i			, ,							2	2000		00000	э 1	2000	5

For BRILLOCALLARTED

Authorised Signatony/Director

																				J. B.	Authorised Signatory/Direct
Number of shares pledged or otherwise encumbered (XIII)	No. shares shares (Not held in appli (Not dematericable applica ized form). ((s)	00 NA 0		0 9	000 NA 0 0	000 NA 0	000 NA 0		00 NA 0		0.0000 NA 0	0.0000 0 NA 0	0.0000 NA 0			0 000 0		0, 0	0 VAN	0.0000 NA 0	0.0000 NA 0 0
Shareholding Number of Loaked in as a % conversion of conversion of convertible securities (as s	a perce of dilut share (XI)=(V As a %	00000 0 00000 0		0 00000 0 0 00000	0.0000	000000 0 0000000	0 00000 0		0000'0 0 0000'0 0		0 0.0000 0 0.0	0.0 0 0000.0	0.0 0.0000 0 0.0			000000		9	0 00000	0 0000 0	0 000000
Number of Voting Rights held in each class of securities (IX) No of Voting Rights No of Securities (IX) No of Securities (IX) No of Securities (IX) No of Securities (IX)	5 % S & 5	00000 0		0.0000	000000	000000	0.0000		0 00000		00000	0 0.0000	000000 0			60000		0 0000	0	00000	00000
	d as per SCRR. 1967) As a % of (A+B+C2) (Vill) Class x Class y Total	0 000000		0 00000	0 00000	0 00000	0 000000		0 00000		0 000000	0 00000 0	0 000000	1 1			0000	0 00000	0.0000	0 0000 0	
7,102(11)2041	Nos. of Total strates Total Party cald, unbergym nos.barres up equ. y Depository held snares Receipts (VII)=(IV)+ held (V. (VI)	101		0	0	0	<u> </u>	-	0	1-1-1-1	0	0						0 0		0	
Tabe III. Statement Showing shareholding pattern of the Public strareholder as on 09/11.2011.	No. of fully paid up Party caid to Nos. of fully barty caid to shares held shares held shares fers [III] (IV).	0		0	0	0	1 1		O O		0	0							0 0	0	
g. shareholding pa	Category & Name of the Shareholders ())		Venture Capital Funds	Alternate Investment Funds	Foreign Venture Capital Investors Foreign Portfolio Investors	Financial Institutions / Banks	insurance Companies	Provident Funds / Pension Funds	Sub Total Central Government / State	sident of	. Individual shareholders holding nominal share capital upto Rs.2 pakts	il Individual shareholders holding nominal share capital in excess of Rs.2 lakhs	NBFCs registered with RBI		Overseas Depositories (holding DRs) (balanding figure)	Any Other (specify)		·	Non Kesiderii Indiviouzi Trusts		Total Public Shareholding

e 1 of 1	
e 1 of	•
e J	ŏ
Φ	-
ğ	age

Number of Voting Bights held in each class of Shareholding Number of Voting Bights held in each class of Shareholding Sh	V - Statement Showing shareholding pattern, of the Non Promoter - Non Public shareholder as on OSM 1/2017 (PRE) Number of Voting Rights haid in each class of shareholder (Voting Rights haid in each class of calculated (Voting Rights haid in each class of calculated (Voting Rights) No of voting Rights haid in each class of calculated (Voting Rights) No of voting Rights haid in each class of calculated (Voting Rights) No of calculated (Voting Rights) No of calculated (Voting Rights) No of calculated (Voting Rights) No of calculated (Voting Rights) No of calculated (Voting Rights) No of calculated (Voting Rights) No of calculated (Voting Rights) No of calculated (Voting Rights) No of calculated (Voting Rights) No of calculated (Voting Rights) No of calculated (Voting Rights) No of calculated (Voting Rights) No of calculated (Voting Rights) No of calculated (Voting Rights) No of calculated (Voting Rights) No of calculated (Voting Rights) No of calculates (Voting Rights) No of calculates (Voting Rights) No of calculates (Voting Rights) No of calculates (Voting Rights) No of calculates (Voting Rights) No of calculates (Voting Rights) No of calculates (Voting Rights) No of calculates (Voting Rights) No of calculates (Voting Rights) No of calculates (Voting Rights) No of calculates (Voting Rights) No of calculates (Voting Rights) No of calculates (Voting Rights) No of calculates (Voting Rights) No of calculates (Voting Rights) </th <th><u>ڌ</u>ا <u>د</u></th> <th></th> <th></th> <th></th> <th>:</th> <th>_</th> <th></th> <th>-</th> <th>_</th> <th></th> <th></th> <th></th> <th>-</th> <th></th> <th></th> <th></th> <th>-</th> <th>-</th> <th></th> <th></th>	<u>ڌ</u> ا <u>د</u>				:	_		-	_				-				-	-		
Number of Voting Rights held in each class of Sharehold reach class of Sharehold reach class of Sharehold reach class of Sharehold shares held in each class of Sharehold reach class of Sharehold shares held to be shares (XII) No. of fully sharehold shares held (Y) VII) Class x Class y Total Sharehold shares held (Y) VIII) Class x Class y Total Class x Class y Total Class x Class y Total Class x Class y Total Class x Class y Total Class x Class y Total Class x Class y Total Class x Class y Total Class x Class y Total Class x Class y Total Class x Class y Total Class x Class y Total Class x Class y Total Class x Class y Total Class x Class y Total Class x Class y Total Class x Class y Total Class x Class y Total Class x	Cotate C	쉲	le lv - Statement Showing shareholdin	ig pattern of the	Non Promos	ter - Non Pual	ic shareholde	r as on 03/11	/2017 (PRE			:	+				- <u>-</u>	1		+	i
Number of Voting Rights held in each class of Shareholding shares (XI) No of Garding Shareholding shares (XII) No of Garding Shareholding shares (XII) No of Shareholdin	Number of Voting Rights held in each class of Sharehol Number of Voting Rights held in each class of Sharehol Share								-				+		: : :			1			:
Strate-bolders (N)	No. of fully No.															-		-	Number	ซี	
Total Number of Voting Rights held in each class of Total Shareholding (Vivoring Noting Noting Noting Noting Shareholding Shareholding (Vivoring Noting Noting Shareholding Category & Name of the Shareholding Ca	Total Shareholding (C)=(C)(1)+(C)(2)									•									shares	_	
Shareholding Rights held in each dass of securing Rights held in each dass of starenoiding securing full as securing full as securing full category & Name of the shares held shares hel	No. of fully Party paid up							,				i :		_				12	pedged (ŏ	
Category & Name of the strength PANN (II) Chief (II) (IV) Chief (II) (IV) Chief (II) (IV) Chief (II) C	Shareholders (W)							,			Number of	Voting Rights he	eld in each c	lass of	_				otherwise	.	
Sharehol as a % Sharehol ding states (III) (IV) held (V) (VIII) (IV) (VIII) (IV) (VIII) (IV) (VIII) (IV) (VIII) (IV) (VIII) (IV) (VIII) (IV) (VIII) (IV) (VIII) (IV) (VIII) (IV) (VIII) (IV) (IV	Sharehold Rights Sharehold Rights Sharehold Sharehold Sharehold Sharehold Rights Sharehold Rig	1			-					1		secutions (8	-		Total	Number of La	ocked in e	edmical	ē	
Shareholdray & Name of the Starehold shares held of the Stareholdray & Stareholdr	Category & Name of the Category & Name of the Shares benefit Trust (under Note) Shares and a sper candidates (note) and equity baid up equity Depository (VII) (IV) (VII) (IV) (VIII) (IV) (IV	f .	ı								Š	of Voting Rights	-	!	<u>~,</u>	Shareholding	shares		d (XIII)		
Category & Name of the Sharehold shares he	Shareholders (i)						ŗ							_	٠٧	as a %			Ì		
Category & Name of the Shares held shares held shares held shares held shares held with the captular (IV) (IV) (IV) (IV) (IV) (IV) (IV) (IV)	Cartegory & Name of the Sharehold shares held No. of fully Partly paid underlying Cartegory & Name of the Sharehold shares held Partly paid underlying Category & Name of the Sharehold shares held Sharehold shares held Sharehold shares held Sharehold shares held Sharehold shares held Sharehold shares based Employee Benefit Trust (under SEB (Share based Employee Benefit Trust (under SEB (Share based Employee Benefit Trust (under SEB (Share based Employee Benefit Trust (under SEB (Share based Employee Benefit Trust (under SEB (Share based Employee Benefit Trust (under Seb (Share based Employee) Act (All)		-					7.1	Sharehol			•		***	assuming full			As			
Category & Name of the Shares held gas per calculate Shares and the Shares held gas per convertible of diluted shares held gas per convertible of diluted shares held shares held (V) (VI) (IV) held (V) (VII) (IV) held (V) (VII) (IV) held (V) (VIII) held (V) (VIIII) (IV) held (V) (VIIII) (IV) held (V) (VIIII) (IV) held (V) (VIIII) (IV) held (V) (VIIII) (IV) held (V) (VIIIII) held (V) (VIIII) (VIIII) held (VIIII) held (VIIII) held (VIIIII) held (VIIIII) held (VIIIII) held (VIIIIIIII) held (VIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIII	Category & Name of the Custodian / DR Holder PAN (II) Party paid up strates based Employee Benefit Trust (under None based Employee Benefit) Total Non Promoter - Non Public Total Non Promoter - Non Public No of tully paid up p									7ing %				Ź		TO HOISPANNOS			8	, 4	
Category & Name of the shares held garden benefit Trust (under Norman Partly paid- underlying nos share Benefit Trust (under Norman Partly paid- underlying nos share Benefit Trust (under Norman Pan	Category & Name of the Shareholders (i) No. of fully paid up Partly								2	alculate	-			: 0		- contentible			2 1		
Category & Name of the Shareholders (I) Category & Name of the Shareholders (II) Category & Name of the Shareholders (II) Category & Name of the Shareholders (II) Category & Name of the Shareholders (II) Category & Name of the Shareholders (III) Category & Name of the Shareholders	Category & Name of the Shareholders (I)									28.00				ō <u>-</u>		COLINGIA COL			1012		
Category & Name of the Shares held graftly paid up Category & Name of the Shares held category & Name of the Shares held category & Name of the Shares held shares held (V) (VI) held (V) (VII) (Class x Class y Total (Including Shares Benefit Trust (under SEB (Share based Employee Benefit Trust (under Shareholding CD=(C)) (VII) (VIII) (Class x Class y Total (Including Shareholding CD=(C)) (VIII) (VIII) (VIII) (Class x Class y Total (Including Shareholding CD=(C)) (VIIII) (VIIIII) (VIIII) (VIIIII) (VIIIII) (VIIIII) (VIIIII) (VIIIII) (VIIIII) (VIIIII) (VIIIII) (VIIIIII) (VIIIIIIII) (VIIIIIIIIII	No. of fully paid up Party							Nos of		0.00) i		securines (as		-		share Number of	o Der De
Category & Name of the share held (V) (VI) ersulty peach underlying nos share held (V) (VII) (VII) (VIII) (VIII) (VIII) (VIII) (VIII) (VIII) (VIII) (VIII) (VIII) (VIII) (VIIII) (VIII) (VIII) (VIII) (VIII) (VIII) (VIII) (VIII) (VIII) (VIII	Category & Name of the Shareholders (U) custodian / DR Holder Pantly paid- underlying a held of shares held equity (VI) = (No. of fully		shares		1957				5 8		a percentage		<u> </u>			>
Octain O	Category & Name of the Sharehold shares held shares					on pigo	Doctor paid		/ escha son	76 00				3	b	or allured		=_	Not Deld		shares held
Category & Name of the Shares held shares	Category & Name of the Shares held shares h				No of	i viine	5		Hole Stell	8			0	tal as a St	0,	share capital)	**	Asa % of a	tob] (Not	<u>.</u> E	
Shareholders (i)	Shareholders (i) PAN (ii) Fast (iii) (iv) (ivi) (ivi		Category & Name of the		Sharehold	Shares held	>		2017	, d			2	:: :::::::::::::::::::::::::::::::::::		(X)+(N)=(N)			cabi appi		dematenaliz
Custodian / DR Holder PAN (II) Class x Class y Total rights (X) A+B+C2) No. (a) held (b) (a) Custodian / DR Holder Custodian	State Class x Class y Total Class x Class y Total Class x Class y Total Class y Color Class y Cl		Charolina de maria	100					(A1)-(11A)				8		_	4sa%of.		shares		cable led form	E
Employee Benefit Trust (under SEB (Share based Employee Benefit) Regulations, 2014) Total Non Promoter - Non Public Shareholding (C)=(C)(1)+(C)(2)	Employee Benefit Trust (under SEB) (Share based Employee Benefit) Regulations, 2014) Total Non Promoter - Non Public Shareholding (C)=(C)(1)+(C)(2) C C C C C C C C C	١,	מומו פו ומומו מו	(E) NY	i		Į.		(X)+(X) +		Jass X			str.	.*	\+B+C2)		held (b) (a)		XIX	
Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014) Total Non Promoter - Non Public Shareholding (C)=(C)(1)+(C)(2)	Employee Benefit Trust (under SEB! (Share based Employee Benefit) Regulations, 2014) Benefit) Regulations, 2014) Total Non Promoter - Non Public	اڃ	Custodian / DR Holder										-	<u>!</u>		+					-
Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014) Total Non Promoter - Non Public Shareholding (C)=(C)(1)+(C)(2)	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014) Total Non Promoter - Non Public Control (C) (1) + (C) (2) (2) (2) (3) (4) (4) (5) (5) (6) (6) (7) (7) (7) (7) (7) (7) (7) (7) (7) (7	ı											-	<u> </u>	}	*			!	-	i
SEBI (Share based Employee Beneff) Regulations, 2014) Total Non Promoter - Non Public Shareholding (C)=(C)(1)+(C)(2)	SEBI (Share based Employee Benefit) Regulations, 2014) Total Non Promoter - Non Public 0 <th></th> <td>Employee Benefit Trust (under</td> <td></td> <td></td> <td></td> <td>;</td> <td></td> <td></td> <td>-</td> <td></td> <td></td> <td></td> <td>-</td> <td> </td> <td>•</td> <td></td> <td>1</td> <td></td> <td></td> <td>-</td>		Employee Benefit Trust (under				;			-				-		•		1			-
Benefit) Regulations, 2014) Total Non Promoter - Non Public Shareholding (C)=(C)(1)+(C)(2)	Deneify Regulations, 2014) Total Non Promoter - Non Public Capacitations (C)=(C)(1)+(C)(2) Capacitations (C)=(C)(1)+(C)(1)+(C)(2) Capacitations (C)=(C)(1)+(C								•						•						
Total Non Promoter - Non Public Shareholding (C)=(C)(1)+(C)(2)	Total Non Promoter - Non Public Operation (C)=(C)(1)+(C)(2) 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	(S)							-												
	0 00000 0 0 0 00000 0 0 0 0	,	_				_		•					-			:		-	-	: :
00000	0 000000 0 0 000000 0 0 0 0		Total Non Promoter - Non Public				-						+				:	1		ļ	
			Shareholding (C)=(C)(1)+(C)(2)		ő	ō	0	C	Ċ	0000	c			0000	•	0000	-				

For BRILLOCALIBITED

Ve L

Authorised Signatory/Director

- 1. Name of Entity: BRILLOCA LIMITED (CIN:U74999WB2017PLC223307)
- 2. Scríp Code Not applicable Name of Scríp Not applicable 3 Share Holding Pattern Filed under: Reg. 31(1)(a)/Reg. 31(1)(b)/Reg. 31(1)(c)
 - a. If under 31 (1)(b) then indicate the report for 10/11/2017
- b. If under 31(1)(c) then indicate date of allotment/extinguishment

4. Declaration: The Listed entity is required to submit the following declaration to the extent of submission of information:-

	,	
Particulars	Yes	.ov
		412
1 Whether the Listed Entity has issued any partly paid up shares?		NO
2 Whether the Listed Entity has issued any Convertible Securities or Warrants?		NO
		- 14
3 Whether the Listed Entity has any shares against which depository receipts are issued?		2
		- 1
4 Whether the Listed Entity has any shares in Locked-in?		NO
		. N. I.
5 Whether any shares held by promoters are pledge or otherwise encumbered?		NO

promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed Entity in above table the values will be considered as 'Zero' by default on submission of the Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by · If the Listed Entity selects the option 'No' for the questions above, the columus for the partly paid up shares, Outstanding format of holding of specified securities.

5. The tabular format for disclosure of holding of specified securities is as follows:-

Authorised Signatocy/Director

BRILLOCA LIMITED

Table 1 - Summary Statement holding of specified securities as on 10/11/2017 (POST)

	!											-	-					
					No. of shares	<u>6</u>	Shareholding as a % of total no. of shares (calculated as Per SCRR.	Number o	Number of Voting Rights held in each class of	in each cla		No of shares fr Underlying o	Shareholding as Shareholding as Shareholding as Shares full conversion of Underlying convertible outstanding securities (as a convertible percentage of	Number of Locked in shares (XII)	Locked in (XII)	Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held
Categ ory (i)	Category of Nos. of shareholder (II)	Nos. of shareholde rs (III)	Category of Nos. of paid up equity shareholder shareholde shares held (!!)	No. of fully No.of Partly underlying nos.sh paid up equity paid-up equity Depository held shares held Receipts (VI))=((VI)) ((VI)) ((VI))	underlying y Depository Receipts (VI)	nos.shares held (VII)=(IV)+ (V)+(VI)	1957) (VIII) As a % of (A+B+C2)	ξg ₀	No of Voting Rights Class eg:y Total		Securities Total as a (including % of Warrants)		diluted share capital) (XI)=(VI)+(X) 4s	(e)	9 g	As total total shall		dematerializ
€	Promoter & Promoter group		500000		0	0000	100.0000	o	o	0	100.0000	Ö	100.0000	0	0.0000	0	18	G C
(8)	Public	О		0	0	0	0.0000	0	o	ō	0.0000	0	0.0000	0	0.0000	A.		0
<u>(</u>)	Non Promoter - Non Public															≸		
<u>§</u>	Shares underlying DRs										2					Ϋ́		
<u>S</u>	Shares held by Employee Trusts	7			TO THE TAXABLE PROPERTY OF TAXABLE PROPERTY OF TAXABLE PRO											AN A		
	Total	7	200000		0	0 200000	100,000	0	c	C	1000000	C	,000	C	000	***	0000	1

For BRILLOER LWITED

Very
Authorised Signator (FO) Forcor

		Number of equity shares held in dematerialized ed form (XIV)	a	00000		0	00			0	0
	shares otherwise ed (XIII)	As a % of total shares held (b)		000000000000000000000000000000000000000		000000	0.0000		1	0 0000	0 00000
	Number of shares pledgec or otherwise encumbered (XII)	NO. (a)				. 1 .	0.0000			00000	0.000
1	C: peak	As a % of total shares held (b)	0 0.0000	000000000000000000000000000000000000000	,	00000	00			0	0
	Number of Locked in shares (XII)	No. (a)			:	10	00			<u>.</u>	8
	Shareholding as a % assuming full conversion	of convertible securities (as a percentage of diluted share (X)=(VII)+(X) As a % of A+B+C2)		000000000000000000000000000000000000000		0066'66 0	0 99.9900			000000	100.0000
		No of snares Underlying outstanding convertible securities (including Warrants)	0	00000							
1	th class of	Total as a % of Total Voting rights	6 0.0100	0.0000 0.0000 0.0000 0.0000 0.0000		99.9900	0 100,0000			0.0000	100.0000
	Number of Voting Rights held in each class securities (IX) No of Voting Rights.	Total	- 0	00000		0 499994	0 499994			10 +	0000000
	r of Voting Rights he securities (L	Class	ω	E E E E E		499994	499994				000003
	Number	od od od od od od od od od od od od od o	8;	0.0000 0.0000 0.0000 0.0000 0.0000 0.0000		99 9900		· · · · ·		00000	100.0000
 		Sharehold ing % casculated as per SCRR. 1957) As a % of (A+8+C2) (VIII)	8 0.0100		111	499994 99.9	499994 99 9900 500000 100.0000	! ' 	· · · · · · · · · · · · · · · · · · ·	0	500000 100.
!		Total nos.shares held (VII)=(IV)+ (V)+(VI)	0	00000		49	0 C				o
17 (POST)	•	Nos. of shares underlying Depository Receipts (VI)					00			0	
on 10/11/20	1	Partly paid-up equity shares held (V)									
oter Group as		No. of fully paid up equity P shares held e (1V)	9			499994	499994	: :			20000
) Iter and Prom		Nos of e sharehold si ers (iii) (1)	ω	.		·				Ö	
of the Promo				ALYPS6270N ADPPG9043F AOTPS8376L ADOPD5939N ACTPA6636K AILPK8886B							ion Limited
olding pattern	-	g Z	7 1				NOIL	(Sien			Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2) Nominee of Somany Home Innovation Limited
wing shareh	1	те of the	de undivided	ANY MAR GOEN IBA I DOKANIA IR AGARWA	s) tutions/Barks	vecify) rate	ME INNOVA	Foreign Individuals (Non-Resident Individuals/Foreign Individuals) Government	olio invesior	pecify)	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2) *Nomlines of Sornany Home 1
BRILLOCA LIMITED Table II - Statement Showing shareholding pattern of the Promoter and Promoter Group as on 10/1/2017 (PO		Category & Name of the	Indian Individuals/Nindu undivided Family	SAKIDIP SOMANY NIRANJAN KUMAR GOENKAY IG. L. SULTANIA* AJAY KUMAR DOKANIA* MANOJ KUMAR AGARWAL MANOJ KUMAR AGARWAL	Government(s) Financial institutions/Barvs	Any Other (specify) Bodies Corporate	SOMANY HOME INNOVATION LIMITED Sub-Trail	Foreign Individuals (Non-Resident Individuals/Foreign Individi Government	Institutions Foreign Portfolio Investor	Any Other (specify) Sub Total	Total Shareholding of and Promoter Group (A)=(A)=(A)(1)+(A)(2) Nomlines of Sormal
BRILLOCA LIMITED Table II - Statement		37	(E) (E)		ê <u>e</u>	9		(S) (S)	<u> </u>	<u>e</u>	

Page 1 of 1

				· In:				-																	HOT BRILL OCA LIMITED	70	1	Authorised Signatory/Direct
	Number of equity shares held in demateria lized form (XIV)	О	! '	0		'o	10	G:			0.					6		0	O				0	c	÷ c	> 0	6	0
Number of shares pledged or	envise mbered XIII) XIII) As a % of total shares held (Not applica applica bie) (b)	•	 	•	1	0	0	0	+	1 1 1	٥		++	· ·	 	0		<u>-</u> ,	0	· · ·		: 1	0		,		0	0
2 " &	G K _ 0	000 AN		0.0000 NA		000 NA	000 AN				NA AN				-	00 AN		-[8 2		-		e S	12	٠.	7 -		NA NA
	Number of Locked in Shares (XII) As a % 6 As a % 6 botal shares shares (No. (a) Period (10)	000000		0 0		0.0000	00000	0.0000	1.		0.0000					0.0000			0.0000	· ·			0.0000	0000	-+	• •	00000	00000 0
	Shareholding as a % assuming full convertible convertible securities (as securities (as securities (as the securities (as the securities (as the securities (as the securities (as the securities (as the securities (b)) and the securities (as the securities (as the securities (b)) as the securities (b) as the	0.000		0.0000		0.000	0.000	0.0000			0.0000				,	0.0000			00000				0.0000	00000			0.0000	00000
	No of shares Underlying outstanding convertible convertibles (including Warrants)	0		000		00	8	00								00			8				8		: !		8	
i jo	Number of Voting Fights No of Voting Rights Total as a % of Young Vights You of Young Sights You of Young Sights Young Sights Young Sights	00000	And the second s	0 0.0000		0 0,000	00000	0 0.0000			0.0000					000000			00000	-			0 0000	0		1 : 1	000000	0.0000
1	or of Voting Rights No of Voting Rights Class y Total	<u> </u>	 	5		5		6			6					6		0	0	i			, O	c) O	o	0
	Number of Vot	0		o		0	0	0			0			;		6		5	0				0			0	0	· a
	Sharehol ding % coloulate d as per SCRR. 1957 As a % of (A+B+C2) (VIII)	0.0000		000000		00000	00000	000000			0 0,0000	****		+		00000		8 1	0.0000	- i - i			0.0000	000000	Ö	0	000000	0 0.0000
	Total nos.shares neld (VII)=(IV)+ (V <u>Y+</u> (VI)					1!		1			1.1			1		 		1		1 1	. !	1		1 1	·	,	٠	
7 (POST)	Nbs. of shares undarlying Depository Receipts (VI)	0		-			0	·	: : :						!			· ·	• · · ·		· · · · · · · · · · · · · · · · · · ·			Ö	d		٥	
10/11/201	ranty paid p equity hares	0		0		0	0	O			o			-		o; ;		s :	bl '				o	0	0	0	Ö	0
eholder as or	No. of fully paid up equity shares held (IV)	'o`		0		o	0	0			Ö			-		0			5				0	O			0	ő
Public shar	Nos. of Sharehold ers (II)			0												0) (5	, i				0	0	0	•	0
ttern of the	PAN (I)		 				T :									П				П	1	П	11	! T	: 1	i []		
and pulping ba	PAR		+		scions			1 1	spun	-	+	<u></u>	-	-	ts.2	+	ess of	1		- -	5 C	+	1	+	<u>. i.</u>	+		
BRILLOCA LIMITED Table III - Statement Showing shareholding pattern of the Public snareholder as on 10/1 1/2017	Category & Name of the Shareholders (l)	(a) Mutual Funds / UTI	(b) Venture Capital Funds	(c) Alternate Investment Funds	(d) Foreign Venture Capital Investors	(e) Foreign Portfairo Investors	(f) Financial Institutions / Banks	(g) Insurance Companies	(h) Provident Funds / Pension Funds	(i) Any Other (specify)	Sub Total Central Government / State	Government(s) / President o	111		i. Individual shareholders holding nominal share capital upto Rs.2	lakhs	n.individual share-copital in excess of Dr. 2 lake.			(c) Employee Tosts	(d) DRs) (balancing figure)	(e) Any Other (specify)	Bodies Corporate	Cleaning Member	Non Resident Individual	Trusts	Sub Total	Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)

불	BRILLOCA LIMITED Table Is. Statement Showing shareholding pattern of the Nor Promoter, Non Busilic especial control of the North Promoter, Non Busilic especial of the North Promoter, Non Busilic especial of the North Promoter, Non Busilic especial of the North Promoter, Non Busilic especial of the North Promoter, Non Busilic especial of the North Promoter, Non Busilic especial of the North Promoter, Non Busilic especial of the North Promoter, Non Busilic especial of the North Promoter, Non Busilic especial of the North Promoter, North P	Non Promote	· Non British	- Application	10,11	T209, 7106	ļ. - —	+								
D .	O HOUSE OF THE PROPERTY OF A PARTY OF THE PA		1001		ds 61 10 10	(1001)		: ;	-		-	-	-	-	-	
															Number of	
															shares	
				_											pledged or	
					,		Ē	per of Voting	Rights heid	Number of Voting Rights heid in each class of	~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~				otherwise	
1	,							Se	securities (IX)			Total	Number of Locked in		encumbere	
								No of Voting Rights	ig Rights			Shareholding	shares (XII)			
				v					-			as a %			_	
						Sharehol	jou					assuming full			Asa	
						ding %					No of	conversion of			% of	
						calculate	ate				shares	convertible			total	
			2		•	d as per	e.				Underlying	securities (as			share	share Number of
					Nos. of	SCRH			••••		outstanding	a percentage			No.	eanity
			No. of fully		shares	Total 1957)					convertible				(Not held	shares held
			paid up	Partly paid- underlying		nos.share As a %				Total as	Total as a securities	share capital)		As a % of appt (Not	appt (Not	
		No of	equity	up equity (Depository	s held of				% of To	% of Total (including	(XI)=(XI)+(X)		total	cab! app!	icabi appli dematerializ
	0	sharehold	sharehold shares held shares		Receipts ((V(I)=(IV) (A+B+C2	Ç			Voting	Warrants)	As a % of			e) Cable	cable led form
	Shareholders (I) PAN (II)	ers (III)	(3	held (V)		+ (V)+(VI)) (VIII)	Class x		Class y Total	nights	8	A+B+C2)	No. (a)			SIX
Ð	Custodian / DR Holder													1 1		, , ,
	Emologo Benefit Triet (note)				-	\underset			-	_		-				
	SEBI (Share based Employee								4							
(3)	Benefit: Regulations, 2014)								,							
												-		i -		
i	Total Non Promoter - Non Public											:	†	† -		
	Shareholding (C)=(C)(1)+(C)(2)	-	-0	0	0	0 0,000	000	0	0	00000		00000		0 0.0000 NA NA	NA NA	_

For BRILLOCALIMITED

Authorised Signatory/Director

IN THE NATURE OF ABRIDGED PROSPECTUS/MEMORANDUM CONTAINING SALIENT FEATURES OF THE SCHEME OF ARRANGEMENT BETWEEN HSIL LIMITED, SOMANY HOME INNOVATION LIMITED AND BRILLOCA LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS UNDER SECTION 230 TO 232 READ WITH SECTION 66 OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER (HEREINAFTER REFERRED TO AS THE "SCHEME")

This Document contains applicable information pertaining to Somany Home Innovation Limited, an unlisted entity involved in the proposed Composite Scheme of Arrangement ("Scheme") amongst HSIL Limited ("Demerged Company"), Somany Home Innovation Limited ("SHIL") and Brilloca Limited and their respective shareholders and creditors, in terms of the requirement specified in SEBI Circular No. CFD/DIL3/CJR/2017/21, dated March 10, 2017 ("SEBI Circular") read with the checklist issued by BSE Limited of the documents to be submitted along with an application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. Being a listed company, the Demerged Company is required to give the applicable information pertaining to Somany Home Innovation Limited (an unlisted company) in the format specified for an abridged prospectus as provided in Part D of Schedule VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

You may also download the Abridged Prospectus along with the Scheme as approved by the Board of Directors of HSIL Limited, Somany Home Innovation Limited and Brilloca Limited and the Audit Committee of the Resulting Company vide their resolution dated 10th November, 2017 and copy of the Valuation report dated 8th November, 2017 issued by Santosh K Singh & Co., Chartered Accountants Fairness Report dated 9th November, 2017 issued by Finshore Management Services Limited, Merchant Banker from the websites of BSE Limited ("BSE") and NSE Limited ("NSE") where the equity shares issued pursuant to the Scheme are proposed to be listed. A copy of Abridged Prospectus shall be submitted to the Securities and Exchange Board of India ("SEBI").

SOMANY HOME INNOVATION LIMITED

Registered office: 2, Red Cross Place, Kolkata 700 001, West Bengal, India Telephone:+91 3322487406; Email: ngoenka@hindware.co.in CIN: U74999WB2017PLC222970

Contact person: Mr. Niranjan Kumar Goenka

PROMOTER

HSIL Limited

STATUTORY AUDITOR

Lodha& Co.
Chartered Accountants
12, Bhagat Singh Marg,
New Delhi110001
Telephone:01123710176

SI NO.	Particulars	Page No.
1,	Promoter of SHIL	2
2,	Business Model / Business Overview and Strategy	3
3,	Board of Directors of SHIL	4
4.	Shareholding Pattern as of [November 13, 2017]	6

CERTIFIED TRUE COPY

1. N. .



For HSIL LIMITED

Company Secretary

5.	Audited Financials	6
6.	Internal Risk Factors	6
7,	Summary of Outstanding Litigations, Claims and Regulatory Action	6
8.	Brief details of the Scheme	7
9.	Declaration	7
Ĺ <u> </u>		

PROMOTER OF SHIL

HSIL LIMITED ("HSIL")

HSIL Limitedis a public limited company incorporated under the Companies Act, 1956, in the State of West Bengal. The registered office of the HSIL is situated at 2, Red Cross Place, Kolkata, West Bengal 700 001, India. HSIL was incorporated on February 8, 1960, under the name 'HindusthanTwyfords Limited'. Subsequently, the name of HSIL was changed to 'Hindustan Sanitaryware& Industries Limited' with effect from May 3, 1969, and HSIL obtained a fresh certificate of incorporation from the Registrar of Companies, Kolkata, to the said effect. The name Hindustan Sanitaryware& Industries Limited was further changed to the present name HSIL Limited and a fresh certificate of incorporation was issued by the Registrar of Companies, Kolkata on March 24, 2009. The Corporate Identity Number of HSIL is

The equity shares of HSIL are listed on BSE Limited and the National Stock Exchange of India Limited.

HSIL is inter alia engaged in the business of manufacturing, preparing, buying, selling, importing, exporting, trading and otherwise dealing in all kinds of building products (sanitaryware, faucets, tiles, other lifestyle products, UPVC and CPVC pipes, fittings, etc.), consumer products, glass packaging products, plastic packaging material, security caps and closures, wind power generation and retail business for home interior solutions.

Promoters/Promoter Group of HSIL

SI, No.	Name of Promoter/Promoter Group	No. of Shares Held	Percentage of
1.	Dr. Rajendra Kumar Somany	30,80,000	
2,	Mr. SandipSomany	22,83,563	4.26 3.16
'· 3.	Ms. SumitaSomany	1,61,000	0.22
4,	Ms. DivyaSomany	1,46,912	0.20
5.	Mr. ShashvatSomany	76,244	0,11
6.	Paco Exports Limited	2,12,80,000	29.43
7.	Soma Investments Limited	42,35,000	5,86
8.	New Delhi Industrial Promotors and Investors Limited	37,50,000	5.19
9.	Matterhorn Trust	100	0,00
	Total	3,50,12,819	48,43

Board of Directors and KMPs of HSIL

SI, No	Name of Director and KMP	Designation
1,	Dr. Rajendra Kumar Somany	Chairman and managing Director and KMP
2.	Mr. SandipSomany	Vice Chairman and managing Director and KMP
3.	Mrs. SumitaSomany	Non Executive Non Independent Director
4.	Mr. Ashok Jaipuria	Independent Director
5.	Mr. Vijay Kumar Bhandari	Independent Director



6.	Mr, GirdhariLalSultania	Non Executive Non Independent Director
7.	Mr. Nand Gopal Khaltan	Independent Director
8.	Dr. Rainer S, Simon	Independent Director
9	Mr. Salil Bhandari	Independent Director
10.	Mr Sandeep Sikka	Chief Financial Officer-
11.	Ms Payal M Puri	Company Secretary

HSIL holds 5,00,000 Equity Shares of Somany Home Innovation Limited(including 6 Equity Shares through its nominees), constituting 100% of the total issued and paid up share capital of Somany Home Innovation Limited.

Financial information of HSIL

N. Carlo	Particulars.	2016-17
1,	Paid-up share capital	Rs. 1445.97 lakh (Includin Forfeited Share Capital amounting to Rs. 0.04 lakh
2.	Turnover	Rs, 222990.24 lakh
3.	Profit/Loss after Tax	Rs. 10301.08 lakh
4	Total comprehensive income after tax	Rs. 10554.69 lakh

Shareholding Pattern of HSIL as on September 30, 2017

SL Noz	Name of Promoter	No. of Shares Held P	ercentage of hareholding
1.	Promoter and Promoter Group	3,50,12,819	48.43
2.	Public	3,72,83,576	51.57
	. Total	7,22,96,395	100

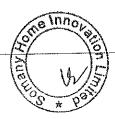
List of top 5 largest listed group companies as per Part A, Schedule VIII, Regulation 2, Item (IX) (C) (2) of the SEBI (ICDR) Regulations, 2009

HSIL Limited(For details of HSIL Limited, please refer to the Section titled 'Promoter of SHIL, above)

BUSINESS MODEL BUSINESS OVERVIEW AND STRATEGY

Somany Home Innovation Limited ("SHIL") is company incorporated on September 28, 2017, under the Companies Act, 2013, in the State of West Bengal. The Corporate Identity Number of SHIL is U74999WB2017PLC222970. The registered office of SHIL is situated at 2, Red Cross Place, Kolkata, West Bengal 700 001, India.

SHIL is authorised by its memorandum of association to inter alia carry on the business of importing, exporting, buying, selling, processing, manufacturing and dealing in all kinds of kitchen products like kitchen-sinks, chimneys, hobs, kitchen appliances, and faucets including chromium-plated fittings, bath tubs & whirlpools, shower enclosures, home appliances, furniture of all kinds, electrical products like air purifier, water purifier, air cooler, water heater lamps etc., decorative materials, and building chemicals and also products like fire bricks, fire clay fire cement, tiles, sewers, pipes, drain pipes, stone pipes, hume pipes, concrete pipes and pipes of all kinds, pottery tiles, lime, cement, china and terracotta, ceramic



wares, cement (ordinary white colouredportland alumina blast furnace, silica, etc.) and cement products of any description (pipes, poles, asbestos sheets, blocks tiles, garden wares etc.).

At present, SHIL does not carry on any business activity. On coming into effect of the proposed Scheme, SHIL will engage in, and carry on, the business of the Consumer Products Distribution and Marketing Undertaking (CPDM Undertaking) and Retail Undertaking of HSIL.

BOARD OF DIRECTORS OF SHILL

SI.	Name	Designation	See Troposion See See See See See See	
No		(independent	Experience including current / past position held	Other Directorships
		/ whole time /	In other firms	
		executive /	科斯斯斯斯科 (1)	1000年1月1日 - 1000年1月 - 1000年1月 -
是技术		hominee)		
1.	Mr. SandipSomany	Director	Ma Canada C	
	(DIN: 00053597)	Director	Mr. SandipSomany holds a Graduate degree and a	Public limited
			Graduate degree and a diploma in Ceramic	companies
			Manufacturing technology	(a) JK Paper Limited;
			from US. He has over	(b) HSIL Limited;
			32 years of experience in the	(c) PACO Exports
			ceramics and glass industry.	Limited;
				(d) New Delhi Industrial Promotors and
1				Promotors and Investors Limited:
}	,			and
				(e) Brilloca Limited
				Private limited
	· ·			companies (a) Somany Faucels and
-				Showers Private
,				limited; and
			·	(b) Grindlay Properties
]	7		Private Limited.
£				Other firms
			and the state of t	(a) All India Glass Mfrs'.
				Federation; and
	-			(b) Indian Council of
			ty end of the control	Sanitaryware
				Manufactures.
2.	Mr. GirdhariLalSullania	Director	Mr. GirdhariLalSultania is a	Public limited
	(DIN: 00060931)		Chartered Account and a	companies
			Company Secretary. He	(a) The United
			possesses vast knowledge and experience in the fields	Provinces Sugar
			of financial restructurings,	Company Limited; (b) Somany Ceramics
	ŕ	ĺ	corporate laws and legal	Limited:
			compliances.	(c) HSIL Limited;
		-	·	(d) Somany Global
		·	ļ	Limited; (e) PACO Exports
		- Annual Control of the Control of t	ĺ	(e) PACO Exports Limited;
				(f) Ayusri Health
				1100011



-	•			Products Limited; (g) SR Continental Limited; (h) AGI Glasspack Limited; and (i) Brilloca Limited Private limited companies
				(a) Anand Apartment Maintenance Private limited; (b) Adarsh Barter Private limited; (c) LNR Exports Private limited; (d) LNR Investments and Trades Private limited; (e) Textool Mercantile Private limited; (f) Scope Vinimoy Private Limited; (g) Pioneer Resins & Aromatics Private Limited; (h) Raipur Agrolech Private Limited; and (i) T K Ghosh Investment Private Limited;
				The Real
3.	Mr. Niranjan Kumar Goenka	Director	Mr. Niranjan Kumar Goenka holds a graduate degree. He has over 27 years of	Public limited companies
	(DIN: 00060864)		has over 27 years of experience in the field of finance and secretarial compliances.	(a) Schablona India Limited; (b) HSIL Associates Limited; (c) SarvottamVanijya Limited; (d) PACO Exports Limited; (e) Bhilwara Holdings Limited; (f) AGI Glasspack Limited; (g) Britloca Limited
				Private limited companies (a) Hindware Home Retall Private



·					
				Limited;	
		app.	(b)	Blackberry	!
] [Distributors	Private
	}	į		Llmited;	
			(c)	Textool N	1ercantile
	Į			Private Limit	ed;
]	}	(d)	Scope	Vinimoy
				Private Limit	ed;
nation of the control	1	ļ	(e)	Pioneer R	esins &
				Aromatics	Private
				Limited;	
			(f)	Metallite	Suppliers
		1		Private Limit	
		1	(g)	Mango Tree	Tours &
	<u> </u>	Ì		Exhibitions	Private
				Limited;	
			(h)	Raipur	
	1			Private Limi	æd;
}			(i)		Stones
[Infocom	Private
		·		Limited;	
((j)	T K	Ghosh
	1			Investment	Private
		·		Limited.	

SHAREHOLDING PATTERN AS OF [NOVEMBER 13, 2017]

SI No	Name of Shareholder	No. of Shares Held	Percentage of
			Shareholding
A. Prom	oter and Promoter Group		
1.	HSIL Limited	4,99,994	100.00
2.	Mr. Niranjan Kumar Goenka*	1	0.00
3.	Mr. G.L. Sultania*	1	0.00
4.	Mr. Manoj Kumar Aggarwal*	1	0.00
5.	Mr. Ravi Kedla*	1	0.00
[,] 6.	Mr, Ajay Kumar Dokania*	1	0.00
7.	Dr. Rajendra Kumar Soamny*	1	0,00
B. Rubi			
· 	Total (A + B)	5,00,000	100.00

*Nominees of HSIL Limited.

AUDITED FINANCIALS

As Somany Home Innovation Limited has been incorporated recently, on September 28, 2017, there are no audited financials of the company available as on date.

INTERNAL RISK FACTORS



- The proposed Scheme is subject to the approval of shareholders and creditors of the respective companies, approval of the stock exchanges, SEBI and the National Company Law Tribunal. Non-receipt of approval from any of the aforementioned approvals will defeat the proposed demerger and the objects and benefits mentioned in the proposed Scheme will not be achieved.
- Somany Home Innovation Limited, presently, does not carry on any business activity.
- Somany Home Innovation Limited is presently an unlisted company and its equity shares are presently not available for trading on any stock exchange.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

- A. Total number of outstanding litigations against and by Somany Home Innovation Limited and amount involved NIL,
- B. Brief details of top 5 material outstanding litigations against Somany Home Innovation Limited and amount involved NIL.
- C. Regulatory Action, if any disciplinary action taken by SEBI or stock exchanges against the Promoter / Group companies in last 5 financial years including outstanding action, if any NIL
- D. Brief details of outstanding criminal proceedings against Promoter NIL.

BRIGE DETAILS OF THE SCHEME

The composite scheme of arrangement ("Scheme") provides for the transfer and vesting of, (i) the Consumer Products Distribution and Marketing Undertaking (CPDM Undertaking) and Retail Undertaking of the Demerged Company to SHIL, a wholly owned subsidiary of the Demerged Company; and (ii) the Building Products Distribution and Marketing Undertaking (BPDM Undertaking) of the Demerged Company into Brilloca Limited, a wholly owned subsidiary of SHIL, each as a going concern, pursuant to the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 and provisions of other applicable laws.

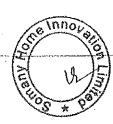
The Appointed Date for the Scheme is April 1, 2018.

Upon the coming into effect of the Scheme and in consideration of, (i) the demerger of the Consumer Products Distribution and Marketing Undertaking (CPDM Undertaking) and Retail Undertaking of the Demerged Company into SHIL, a wholly owned subsidiary of the Demerged Company; and (ii) the demerger of the Building Products Distribution and Marketing Undertaking (BPDM Undertaking) of the Demerged Company into Brilloca Limited, a wholly owned subsidiary of the SHIL, SHIL shall issue and allot to the shareholders of the Demerged Company, 1 equity share of Rs. 2 each of SHIL for every 1 equity share of Rs. 2 each of the Demerged Company.

The equity shares issued by SHIL pursuant to the Scheme are proposed to be listed on BSE Limited and the National Stock Exchange of India Limited.

The Implementation of the Scheme will result in:

- (a) creation of separate and distinct entities housing the demerged undertakings and remaining undertakings;
- optimal monetisation and development of each of the respective businesses, including by attracting focused investors and strategic partners having the necessary ability, experience and interests in the relevant sectors;



- (c) dedicated and specialised management focus on the specific needs of the respective businesses; and
- (d) benefit to all stakeholders, leading to growth and value creation in long run and maximising the value and return to the shareholders, unlocking intrinsic value of assets, achieving cost efficiencies and operational efficiencies.

DECLARATION

We hereby declare that all relevant provisions of the SEBI Circular No. CFD/DIL3/CIR/2017/21, dated March 10, 2017("SEBI Circular") and Part D of Schedule VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009("SEBI ICDR Regulations") have been complied with and no statement made in this Document is contrary to the provisions of the SEBI Circular or the SEBI ICDR Regulations. We further certify that all statements in this Document are true and correct.

For and on behalf of Somany Home Innovation Limited

For Somany Home Innovation Limited:

Name:

Mr. Niranjan Kumar Goenka

Designation:

Director

Place:

Kolkata

Date:

17th November, 2017

IN THE NATURE OF ABRIDGED PROSPECTUS/MEMORANDUM CONTAINING SALIENT FEATURES OF THE SCHEME OF ARRANGEMENT BETWEEN HSIL LIMITED, SOMANY HOME INNOVATION LIMITED AND BRILLOCA LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS UNDER SECTION 230 TO 232 READ WITH SECTION 66 OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER (HEREINAFTER REFERRED TO AS THE "SCHEME")

This Document contains applicable information pertaining to Brilloca Limited, an unlisted entity involved in the proposed Composite Scheme of Arrangement ("Scheme") amongst HSIL Limited ("Demerged Company"), Somany Home Innovation Limited ("SHIL") and Brilloca Limited and their respective shareholders and creditors, in terms of the requirement specified in SEBI Circular No. CFD/DIL3/CIR/2017/21, dated March 10, 2017 ("SEBI Circular") read with the checklist issued by BSE Limited of the documents to be submitted along with an application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. Being a listed company, the Demerged Company is required to give the applicable information pertaining to Brilloca Limited(an unlisted company) in the format specified for an abridged prospectus as provided in Part D of Schedule VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

You may also download the Abridged Prospectus along with the Scheme as approved by the Board of Directors of HSIL Limited, Somany Home Innovation Limited and Brilloca Limited and the Audit Committee of the Resulting Company vide their resolution dated 10th November, 2017 and copy of the Valuation report dated 8th November, 2017 issued by Santosh K Singh & Co., Chartered Accountants Fairness Report dated 9th November, 2017 issued by Finshore Management Services Limited, Merchant Banker from the websites of BSE Limited ("BSE") and NSE Limited ("NSE") where the equity shares issued pursuant to the Scheme are proposed to be listed. A copy of Abridged Prospectus shall be submitted to the Securities and Exchange Board of India ("SEBI").

BRILLOCA LIMITED

Registered office:2, Red Cross Place, Kolkata, West Bengal 700 001, India Telephone: +91 33 2248 7406; Email: ngoenka@hindware.co.in CIN: U74999WB2017PLC223307

Contact person: Mr. Niranjan Kumar Goenka

PROMOTER

Somany Home Innovation Limited STATUTORY AUDITOR

Lodha& Co.

Chartered Accountants 12, Bhagat Singh Marg, New Delhi 110 001 Telephone:01123710176

INDEX

SI, No.	Particulars Particulars	Page No.
1.	Promoter of Brilloca Limited	2
2.	Business Model / Business Overview and Strategy	4
3,	Board of Directors of Brilloca Limited	4
4.	Shareholding Pattern as of [November 13, 2017]	7
5.	Audited Financials	7
` 6.	Internal Risk Factors	7
7.	Summary of Outstanding Litigations, Claims and Regulatory Action	7
8.	Brief details of the Scheme	7
9.	Declaration	8



PROMOTER OF BRILLOCA LIMITED

Somany Home Innovation Limited

Somany Home Innovation Limited ("SHIL")is a public limited company incorporated on September 28, 2017under the Companies Act, 2013, in the State of West Bengal. The Corporate Identity Number of SHIL is U74999WB2017PLC222970 and he registered office of SHIL is situated at 2, Red Cross Place, Kolkata, West Bengal 700 001, India. The issued, subscribed and paid-up share capital of SHILis Rs. 10,00,000, divided into 5,00,000 Equity Shares of Rs. 2 each.

SHILis authorised by its memorandum of association to *inter alia* carry on the business of importing, exporting, buying, selling, processing, manufacturing and dealing in all kinds of kitchen products like kitchen-sinks, chimneys, hobs, kitchen appliances and faucets, including chromium-plated fittings, bath tubs & whirlpools, shower enclosures, home appliances, furniture of all kinds, electrical products like air purifier, water purifier, air cooler, water heater lamps etc., decorative materials and building chemicals and also products like fire bricks, fire clay, fire cement, tiles, sewers, pipes, drain pipes, stone pipes, hume pipes, concrete pipes and pipes of all kinds, pottery tiles, lime, cement, china and terracotta, ceramic wares, cement (ordinary white coloured portland alumina blast furnace, silica, etc.) and cement products of any description (pipes, poles, asbestos sheets, blocks tiles, garden wares, etc.). At present, SHIL does not carry on any business activity. On coming into effect of the proposed Scheme, SHIL will engage in, and carry on, the business of the Consumer Products Distribution and Marketing Undertaking (CPDM Undertaking) and Retail Undertaking of HSIL.

Promoters of SHIL

SI. No. Name of Promoter	No. of Shares Held	Percentage of Shareholding
1. HSIL Limited*	5,00,000	100
Total	5,00,000	100

^{*6} of the Equity Shares are held by HSIL Limited though its nominees.

Board of Directors and KMPs of SHIL

SI. No.	Name of Director and KMP	Designation
1.	Mr. GirdhariLalSultania	Director
2.	Mr. Sandip Somany	Director
3.	Mr. Niranjan Kumar Goenka	Director

SHIL holds 5,00,000Equity Sharesof Brilloca Limited(including 6 Equity Shares through its nominees), constituting 100% of the totalissued and paid up share capital of Brilloca Limited.

List of top 5 largest listed group companies as per Part A, Schedule VIII, Regulation 2, Item (IX) (C) (2) of the SEBI (ICDR) Regulations, 2009

HSIL LIMITED ("HSIL")

HSIL Limited is a public limited company incorporated under the Companies Act, 1956, in the State of West Bengal. The registered office of the HSIL is situated at 2, Red Cross Place, Kolkata, West Bengal 700 001, India. HSIL was incorporated on February 8, 1960, under the name 'HindusthanTwyfords Limited'. Subsequently, the name of HSIL was changed to 'Hindustan Sanitaryware& Industries Limited' with effect from May 3, 1969, and HSIL obtained a fresh certificate of incorporation from the Registrar of Companies, Kolkata, to the said effect. The name Hindustan Sanitaryware& Industries Limited was



further changed to the present name HSIL Limited and a fresh certificate of incorporation was issued by the Registrar of Companies, Kolkata on March 24, 2009. The Corporate Identity Number of HSIL is L51433WB1960PLC024539.

The equity shares of HSIL are listed on BSE Limited and the National Stock Exchange of India Limited.

HSIL is *inter alia* engaged in the business of manufacturing, preparing, buying, selling, importing, exporting, trading and otherwise dealing in all kinds of building products (sanitaryware, faucets, tiles, other lifestyle products, UPVC and CPVC pipes, fittings, etc.), consumer products, glass packaging products, plastic packaging material, security caps and closures, wind power generation and retail business for home interior solutions.

Promoters/Promoter Group of HSIL

SI. No.	Name of Promoter/Promoter Group	No. of Shares Held	Percentage of Shareholding
		20.00.000	4.26
2.	Dr. Rajendra Kumar Somany	30,80,000	3.16
3.	Mr. Sandip Somany	22,83,563	
4.	Ms. SumitaSomany	1,61,000	0.22
5.	Ms. Divya Somany	1,46,912	0.20
6.	Mr. ShashvatSomany	76,244	0.11
7	Paco Exports Limited	2,12,80,000	29.43
	Soma Investments Limited	42,35,000	5.86
9,	New Delhi Industrial Promotors and Investors Limited	37,50,000	5.19
10.	Matterhorn Trust	100	0.00
10,	Total	3,50,12,819	48.43

Board of Directors and KMPs of HSIL

SJ. No.	Name of Director and KMP	Designation	
1.	Dr. Rajendra Kumar Somany	Chairman and managing Director and KMP	
2.	Mr. Sandip Somany	Vice Chairman and managing Director and KMP	
3.	Mrs. SumitaSomany	Non Executive Non Independent Director	
4.	Mr. Ashok Jaipuria	Independent Director	
5.	Mr. Vijay Kumar Bhandari	Independent Director	
6.	Mr. GirdhariLalSultania	Non Executive Non Independent Director	
7.	Mr. Nand Gopal Khaitan	Independent Director	
8.	Dr. Rainer S. Simon	Independent Director	
9.	Mr. Salil Bhandari	Independent Director	
10.	Mr Sandeep Sikka	Chief Financial Officer-	
11.	Ms Payal M Puri	Company Secretary	

HSIL holds 5,00,000 Equity Shares of Somany Home Innovation Limited (including 6 Equity Shares through its nominees), constituting 100% of the total issued and paid up share capital of Somany Home Innovation Limited.



Financial information of HSIL

SI, No.	Particulars	2016-17
1.	Paid-up share capital	Rs. 1445,97 lakh(including Forfeited Share Capital amounting to Rs. 0.04 lakh).
2.	Turnover	Rs. 222990.24 lakh
3.	Profit/Loss after Tax	Rs. 10301.08 lakh
4.	Total comprehensive income after tax	Rs. 10554.69 lakh

Shareholding Pattern of HSIL as on September 30, 2017

SI, No.		No. of Shares Held	Percentage of Shareholding
1,	Promoter and Promoter Group	3,50,12,819	48.43
2.	Public	3,72,83,576	51,57
	Total	7,22,96,395	100

BUSINESS MODEL / BUSINESS OVERVIEW AND STRATEGY

Brilloca Limited is a company incorporated on November 2, 2017, under the Companies Act, 2013, in the State of West Bengal. The Corporate Identity Number of Brilloca Limited is U74999WB2017PLC223307. The registered office of Brilloca Limitedis situated at 2, Red Cross Place, Kolkata, West Bengal 700 001, India.

Brilloca Limitedis authorised by its memorandum of association to *inter alia* carry on the business of importing, exporting, producing, refining, buying, selling, processing, manufacturing and dealing in all kinds of building material products like sanitary ware (including sanitary ware made of plastic, fiber glass or any other synthetic product), earthenware, stoneware, glass, china, terracotta, porcelain products, bricks, tiles, pottery, pipes, insulators refractories of all description and or by-products, thereof and faucets including chromium-plated fittings, bath tubs and whirlpools, shower enclosures, home appliances, electrical products, decorative materials and building chemicals and also products like fire bricks, fire clay, fire cement, tiles, sewers, pipes, drain pipes, stone pipes, hume pipes, concrete pipes and pipes of all kinds, pottery tiles, lime, cement, china and terracotta, ceramic wares, cement (ordinary white coloured Portland alumina blast furnace, silica, etc.), cement products of any description (pipes, poles, asbestos sheets, blocks tiles, garden wares, etc.).

At present, Brilloca Limited does not carry on any business activity. On coming into effect of the proposed Scheme, Brilloca Limitedwill engage in, and carry on, the business of the Building Products Distribution and Marketing Undertaking (BPDM Undertaking) of HSIL Limited.

BOARD OF DIRECTORS OF BRILLOCA LIMITED

SI. Name	Designation Experience including Other Directorships	
No.	(independent current / past position	
radicasano sa tri	/ whole time / held in other firms	300
7. 3.2 Company 54.0 Co. (2004) (19.0	rexecutive /	275



		nominee)		
1.	Mr. SandipSomany (DIN : 00053597)	Director	Mr. Sandip Somany holds a Graduate degree and a diploma in Ceramic Manufacturing technology from US. He has over 32 years of experience in the ceramics and glass industry.	Public limited companies (a) JK Paper Limited; (b) HSIL Limited; (c) PACO Exports Limited; (d) New Delhi Industrial Promotors and Investors Limited; and (e) Somany Home Innovation Limited.
				Private limited companies
				(a) Somany Faucets and Showers Private limited; and (b) Grindlay Properties Private Limited.
	·			Other firms
				(a) All India Glass Mfrs'. Federation; and (b) Indian Council of Sanitaryware Manufactures.
2.	Mr. GirdhariLalSultania (DIN: 00060931)	Director	Mr. Girdhari Lal Sultania is a Chartered Account and a Company Secretary. He possesses vast knowledge and experience in the fields of financial restructurings, corporate laws and legal compliances.	companies (a) The United Provinces Sugar Company Limited;



		1000 Maddi		(i) Somany Home Innovation Limited.
				Private limited companies
				(a) Anand Apartment Maintenance Private limited; (b) Adarsh Barter Private limited;
				 (c) LNR Exports Private limited; (d) LNR Investments and Trades Private limited; (e) Textool Mercantile Private limited;
				(f) Scope Vinimoy Private Limited; (g) Pioneer Resins & Aromatics Private Limited;
				(h) Raipur Agrotech Private Limited; and (i) T K Ghosh Investment Private Limited
3.	Mr. Niranjan Kumar Goenka	Director	Mr. Niranjan Kumar Goenka holds a graduate	Public limited companies
	(DIN: 00060864)		degree. He has over 27 years of experience in the field of finance and secretarial compliances.	(a) Schablona India Limited; (b) HSIL Associates Limited;
				(c) SarvottamVanijya Limited; (d) PACO Exports
				Limited; (e) Bhilwara Holdings Limited;
				(f) AGI Glasspack Limited;
				(g) Somany Home Innovation Limited.
				Private limited companies
			·	(a) Hindware Home Retail Private Limited; (b) Blackberry Distributors
				Private Limited; (c) Textool Mercantile Private Limited; (d) Scope Vinimoy Private Limited;



	14 Dianne Pocine 8
And the state of t	(e) Pioneer Resins &
	Aromatics Private
	Limited;
	(f) Metallite Suppliers
	Private Limited;
	(g) Mango Tree Tours &
	Exhibitions Private
	Limited;
	(h) Raipur Agrotech
	Private Limited;
	1
	(i) Stepping Stones
	Infocom Private
	Limited;
	(j) T K Ghosh Investment
	Private Limited.
	Filedo Chineo.
	The second secon

SHAREHOLDING PATTERN AS ONNovember 10, 2017

SI. No.	Name of Shareholder	No. of Shares Held	Percentage of Shareholding
A. Pron	noter and Promoter Group		
4	Somany Home Innovation Limited*	4,99,994	100.00
2.	Mr. Niranjan Kumar Goenka*	1	0,,00
3,	Mr. G.L. Sultania*	1	0.00
4.	Mr. Manoj Kumar Aggarwal*	The second section is the second section in the second section in the second section is the second section in the second section in the second section is the second section in the second section in the second section is the second section in the second section in the second section is the second section in the second section in the second section is the second section in the second section in the second section is the second section in the second section in the second section is the second section in the second section in the second section is the second section in the second section in the second section is the second section in the second section in the second section is the second section in the second section in the second section is the second section in the second section in the second section is the second section in the second section in the second section is the second section in the second section in the second section is the second section in the second section in the second section is the second section in the second section in the second section is the second section in the second section in the second section is the second section in the second section in the second section is the second section in the second section in the second section is the second section in the second section in the second section is section in the section in the section is section in the section in the section in the section is section in the section in the section is section in the section in the section is section in the section in the section in the section is section in the section in the section is section in the section in the section in the section is section in the section in the section in the section is section in the section in the section in the section in the section is section in the section in the section in the section is section in the section in the section in the section is section in the section in the section in the section is section in the section in the section in the section in the section in the se	0.00
5.	Mr. Ravi Kedia*	1	0,00
6.	Mr. Ajay Kumar Dokania*	1	0.00
7.	Dr. Rajendra Kumar Soamny*	1	0.00
B. Pub	lic		
April Alexandra	- Total (A + B)	5,00,000	100.00

^{*}Nominees of HSIL Limited.

AUDITED FINANCIALS

AsBrilloca Limitedhas been incorporated recently, on November 2, 2017, there are no audited financials of the company available as on date.

INTERNAL RISK FACTORS

- The proposed Scheme is subject to the approval of shareholders and creditors of the respective companies, approval of the stock exchanges, SEBI and the National Company Law Tribunal. Non-receipt of approval from any of the aforementioned approvals will defeat the proposed demerger and the objects and benefits mentioned in the proposed Scheme will not be achieved.
- 2. Brilloca Limited, presently, does not carry on any business activity.



 Brilloca Limited is an unlisted company and its equity shares are not available for trading on any stock exchange. Further, Brilloca Limited will continue to remain an unlisted company even after the proposed Scheme becomes effective.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

- Total number of outstanding litigations against and by Brilloca Limitedand amount involved NIL
- B. Brief details of top 5 material outstanding litigations against Brilloca Limited and amount involved NIL
- C. Regulatory Action, if any disciplinary action taken by SEBI or stock exchanges against the Promoter / Group companies in last 5 financial years including outstanding action, if any – NIL
- D. Brief details of outstanding criminal proceedings against Promoter NIL

BRIEF DETAILS OF THE SCHEME

The composite scheme of arrangement ("Scheme") provides for the transfer and vesting of, (i) the Consumer Products Distribution and Marketing Undertaking (CPDM Undertaking) and Retail Undertaking of the Demerged Company to SHIL, a wholly owned subsidiary of the Demerged Company; and (ii) the Building Products Distribution and Marketing Undertaking (BPDM Undertaking) of the Demerged Company into Brilloca Limited, a wholly owned subsidiary of SHIL, each as a going concern, pursuant to the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 and provisions of other applicable laws.

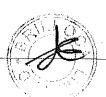
The Appointed Date for the Scheme is April 1, 2018 or such other date as the National Company Law Tribunal may direct.

Upon the coming into effect of the Scheme and in consideration of, (i) the demerger of the Consumer Products Distribution and Marketing Undertaking (CPDM Undertaking) and Retail Undertaking of the Demerged Company into SHIL, a wholly owned subsidiary of the Demerged Company; and (ii) the demerger of the Building Products Distribution and Marketing Undertaking (BPDM Undertaking) of the Demerged Company into Brilloca Limited, a wholly owned subsidiary of SHIL, SHILshall, on behalf of itself and Brilloca Limited, issue and allot to the shareholders of the Demerged Company, 1 equity share of Rs. 2 each of SHIL for every 1 equity share of Rs. 2 each of the Demerged Company.

The equity shares issued by SHIL pursuant to the Scheme are proposed to be listed on BSE Limited and the National Stock Exchange of India Limited.

The implementation of the Scheme will result in:

- (a) creation of separate and distinct entities housing the demerged undertakings and remaining undertakings;
- (b) optimal monetisation and development of each of the respective businesses, including by attracting focused investors and strategic partners having the necessary ability, experience and interests in the relevant sectors:
- dedicated and specialised management focus on the specific needs of the respective businesses;
 and
- (d) benefit to all stakeholders, leading to growth and value creation in long run and maximising the value and return to the shareholders, unlocking intrinsic value of assets, achieving cost efficiencies and operational efficiencies.



DECLARATION

We hereby declare that all relevant provisions of the SEBI Circular No. CFD/DIL3/CIR/2017/21, dated March 10, 2017 ("SEBI Circular") and Part D of Schedule VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009("SEBI ICDR Regulations") have been complied with and no statement made in this Document is contrary to the provisions of the SEBI Circular or the SEBI ICDR Regulations. We further certify that all statements in this Document are true and correct.

For and on behalf of

Brilloca Limited OCA LIMIT

Namauthorised Myrahomanican Guitania

Designation:

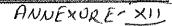
Director

Place:

Kolkata

Date:

17th November, 2017





www.spacapital.com

SPA Capital Services Ltd.

CIN: U65910DL1984PLC018749

25, C-Block Community Centre Janak Puri, New Delhi-110 058

Tel.: 011-25517371, 45675500

Fax: 011-25572342

Email : info@spacapitat.com

The Board of Directors, Somany Home Innovation Limited 2, Red Cross Place, Kolkata, West Bengal 700 001, India The Board of Directors, Brilloca Limited 2, Red Cross Place, Kolkata, West Bengal 700 001, India

Sub: Certificate on adequacy and accuracy of disclosure of information pertaining to Somany Home Innovation Limited and Brilloca Limited in relation to proposed Composite Scheme of Arrangement amongst HSIL Limited, Somany Home Innovation Limited and Brilloca Limited

Dear Sirs,

We, SPA Capital Advisors Limited, refer to our engagement letter dated November 10, 2017 whereby HSIL Limited. ("HSIL" or "Demerged Company") has appointed us for the purpose of certifying the adequacy and accuracy of disclosure of information pertaining to Somany Home Innovation Limited ("SHIL") and Brilloca Limited ("Brilloca") pursuant to the proposed Composite Scheme of Arrangement amongst HSIL Limited, Somany Home Innovation Limited and Brilloca Limited pursuant to Section 230-232 of Companies Act, 2013.

Regulatory Requirement

SEBI vide its circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circular") prescribed requirements to be filled by the listed entities when they propose a Scheme of Arrangement. The SEBI Circular, amongst other things, provide that in the event a listed entity enters into a Scheme of Arrangement with an unlisted entity, the listed entity shall disclose to its shareholders applicable information pertaining to the unlisted entity in the format specified for Abridged Prospectus as provided in Part D of schedule VIII of SEBI(ICDR) Regulations, 2009.

Disclaimer and Limitation:

> This Certificate is a specific purpose certificate issued in terms of and in compliance with SEBI circular and hence it should not be used for any other purpose or transaction.

This certificate contains the certification on adequacy and accuracy of disclosure of information

pertaining to the unlisted entity viz., SHIL and Brilloca.

- This Certificate is issued on the basis of examination of Information and documents provided by HSIL, SHIL and Brilloca ("All Entities") and information which is available in the public domain and wherever required, the appropriate representation from All Entities has also been obtained.
- > We shall not be liable for any losses whether financial or otherwise or expenses arising directly or indirectly out of the use of or reliance on the information set out here in this report.
- > Our opinions should not be construed as us opining or certifying the compliance of the proposed Scheme of Arrangement with the provision of any law including companies, taxation, capital market, related laws or as regards any legal implications or issues arising thereon, in their respective jurisdiction.

CERTIFIED TRUE CO

FOR HSIL LIMITED

Hour Delhi So



www.spacapital.com

Certification:

We state and confirm as follows:

- ➤ We have examined various documents and other materials in connection with finalization of draft disclosure of information dated November 20, 2017, pertaining to SHIL and Brilloca ("Abridged Prospectus") which will be circulated to the members of All Entities at the time of seeking their consent to the proposed scheme of Arrangement between HSIL, SHIL and Brilloca as a part of explanatory statement to the notice.
- On the basis of such examination and the discussion with the management of SHIL and Brilloca, its directors, others officers and on independent verification of contents of Abridged Prospectus and other paper furnished to us, WE CONFIRM that:
 - 1. The information contained in the Abridged Prospectus is in conformity with the relevant documents, materials and other papers related to SHIL and Brilloca.
 - 2. The Abridged Prospectus contains applicable information pertaining to SHIL and Brilloca as required in terms of SEBI Circular which, in our view are fair, adequate and accurate to enable the members to make a well informed decision on the proposed Scheme of Arrangement.

Date - November 20, 2017

Place-New Delhi

For SPA Capital Advisors Limited

/ଡ଼ି Vivek Gautam Associate Director

Adviso,

New Delhi

2

Brief particulars of the Demerged and Resulting Companies

Particulars	Demerged Company	Resulting Company 1 (RC-1)	Resulting Company 2 (RC-2)
Name of the company	HSIL Limited	Somany Home Innovation Limited	Brilloca Limited
Date of Incorporation & details of name changes, if any		1	The Company was incorporated on 2 nd November, 2017 as Public Limited.
Registered Office	2, Red Cross Place, Kolkata – 700001	2, Red Cross Place, Kolkata - 700001	2, Red Cross Place, Kolkata - 700001
Name of Exchanges where securities of the company are listed	BSE Limited and National Stock Exchange of India Limited	Unlisted	Unlisted
Nature of Business	Pre Demerger : (a) branding, marketing, sales, distribution, trading, service, etc. of	Pre Demerger: Since RC-1 has been incorporated recently, on 28 th September 2017,	Pre Demerger: Since RC-2 has been incorporated recently, on 2 nd November 2017,
	various building products like sanitaryware, faucets,	there is no business as of 10 th November 2017	there is no business as of 10 th November 2017.
	other lifestyle products, UPVC and CPVC pipes, fittings, tiles, etc., more	Post Demerger: Branding, marketing, sales, distribution,	Post Demerger: Branding, marketing,

FORHSILLIMITED

particularly defined hereinafter (hereinafter referred to as "Building Products Distribution and Marketing Undertaking"); (b) branding, marketing, sales, distribution, trading, service, etc. of various consumer products like air purifiers, air coolers, kitchen appliances, water heaters, exhaust fans, water purifiers etc., more particularly defined hereinafter (hereinafter referred to as "Consumer Products Distribution and Marketing Undertaking" or "CPDM Undertaking"); (c) retail business, consisting of branding, marketing, sales, distribution, trading, service, etc. of furniture, furnishings, home décor, etc., more particularly defined hereinafter	trading, service, etc. of various consumer products like air purifiers, air coolers, kitchen appliances, water heaters, exhaust fans, water purifiers etc., more particularly defined hereinafter (hereinafter referred to as "Consumer Products Distribution and Marketing Undertaking" or "CPDM Undertaking"); • Retail business, consisting of branding, marketing, sales, distribution, trading, service, etc. of furniture, furnishings, home décor, etc., more particularly defined hereinafter (hereinafter referred to as "Retail Undertaking");	sales, distribution, trading, service, etc. of various building products like sanitaryware, faucets, other lifestyle products, UPVC and CPVC pipes, fittings, tiles, etc., more particularly defined hereinafter (hereinafter referred to as "Building Products Distribution and Marketing Undertaking" or "BPDM Undertaking")
(hereinafter referred to as "Retail Undertaking"); (d) manufacturing of building products like		



	sanitaryware, faucets, UPVC and CPVC		
			Hardina
	pipes, fittings, etc. (hereinafter referred to		
	,		
	- ·		
	Products		
	Manufacturing	İ	
	Undertaking" or		
	"BPM Undertaking");		
	(e) manufacturing of		
	certain specified		
	consumer products		
ı	like water heaters		
	(hereinafter referred to	1	
	as "Consumer		
	Products		·
	Manufacturing		
	Undertaking" or		
	"CPM Undertaking");		
	(f) manufacturing and		-
	supply of packaging		***************************************
	products like glass		·
	bottles, PET bottles,		
	security caps and		
	closures (hereinafter		
	referred to as		
	"Packaging Products		
	Manufacturing		
1	Undertaking " or		1
	"PPM Undertaking");		LAXACTER AND AND AND AND AND AND AND AND AND AND
	and		
	(g) wind power generation		, , , , , , , , , , , , , , , , , , ,
	(hereinafter referred to		
	as "Power		
	Undertaking").		·
	Post Demerger :		
	(a) manufacturing of		
	building products like		
	sanitaryware, faucets,		
	UPVC and CPVC		
	pipes, fittings, etc.		

For HSIL LIMITED

fayJ

Company Secretary

	(hereinafter referred to	
	as "Building	į
	Products	
	Manufacturing	
	Undertaking" or	
	"BPM Undertaking");	
		ı
	(b) manufacturing of	
	certain specified	
	consumer products	
	like water heaters	
	(hereinafter referred to	
	as "Consumer	
	Products	
	Manufacturing	
	Undertaking" or	
	"CPM Undertaking");	ŀ
	· · · · · · · · · · · · · · · · · · ·	
	(c) manufacturing and	
	supply of packaging	
	products like glass	
	bottles, PET bottles,	
	security caps and	
	closures (hereinafter	
	referred to as	
	"Packaging Products	
	Manufacturing	
	Undertaking" or "PPM	
	Undertaking"); and	
	generation	
	(hereinafter referred	
	to as "Power	
	Undertaking").	
Brief particulars	(i) Demerger of the CPDM Undertaking (defined in the Scheme) and the Re	
of the scheme	Undertaking (defined in the Scheme) from the Demerged Company a	
	transfer and vesting of each of them, as a going concern, to Result	ing
	Company 1; and	
,		
	(ii) Demerger of the BPDM Undertaking (defined in the Scheme) from	the I
	Demerged Company and transfer and vesting of the same, as a go	
	concern, to Resulting Company 2.	ا و…
	Tarrasing Company an	



Rationale f the scheme	for	 The segregation of businesses as envisaged in the Scheme will enable sharper focus and better alignment of the businesses to its customers. It shall also enable the respective businesses to improve competitiveness, operational efficiencies and strengthen its position in the relevant marketplace. The Scheme shall enable each of the respective Demerged Undertakings and the Remaining Undertaking (defined in the Scheme) to attract interest of such investors and strategic partners having the necessary ability, experience and interests and shall provide an opportunity to the investors to select investments which best suit their investment strategies and risk profiles. 				
		• The im	plementation of this	Scheme will result in:		
		(a)		rate and distinct entities l he Remaining Undertaking (de		
		(b)	(b) optimal monetisation and development of each of the respective businesses, including by attracting focussed investors and strategic partners having the necessary ability, experience and interests in the relevant sectors;			
		(c)	dedicated and spec respective busines	cialised management focus on ses; and	the specific needs of the	
		(d)	(d) benefit to all stakeholders, leading to growth and value creation in long run and maximising the value and return to the shareholders, unlocking intrinsic value of assets, achieving cost efficiencies and operational efficiencies.			
	of	10 th Noven	nber 2017	10 th November 2017	10 th November 2017	
scheme						
Relevant da for determini the price as p Para 8 of SE Circular dat	er BI	Not applicable Not applicable Not applicable				

For HSIL LIMITED

Jaw

Company Secretary

March 10, 2017, if applicable				
Date of meeting of the Audit Committee in which the draft scheme has been approved	10 th November 2017	Not Applicable	Not Applicable	
Appointed Date	1 st April, 2018	1 st April, 2018	1 st April, 2018	
Net Worth Pre Post	(Rs. in crores) 1134.02 894.70 (Aa per certificate enclosed)	(Rs. in crores) 0.10 85.06 (As per certificate enclosed)	(Rs. in crores) 0.10 154.35 (As per certificate enclosed)	
Valuation by independent Chartered Accountant - Name of the valuer/valuer firm and Regn no.	Not Applicable under SEBI Circular dated March 10, 2017 However, Company has obtained a valuation report from Santosh K Singh & Co., Firm's Registration No. 019877N, for internal, corporate governance purposes.	Not Applicable	Not Applicable	
Fair value per share	Not Applicable	Not Applicable	Not Applicable	
Exchange ratio	1 (one) equity share of face value Rs. 2/- (Rupees two only) of RC-1 to be issued to the shareholders of the Demerged Company, for every 1 (one) equity share of face value Rs. 2/- (Rupees two only) each held by them in the Demerged Company.			
Name of Merchant Banker giving	Not Applicable (Fairness op obtained by the Demerged Co			
fairness opinion Capital before	Issued, subscribed and paid-	Issued, subscribed and	Issued, subscribed and	
the scheme	up share capital as on Date of approval of the Board: Rs. 1445.97 Lacs	paid-up share capital as on date of approval of the Board :	paid-up share capital as on date of approval of the Board :	
(No of equity	Rs. 1445.97 lakhs,	Rs. 10 lakhs, consisting of	Rs. 10 lakhs, consisting	

For HSIL LIMITED

Iay

Company Secretary

shares as well	consisting of 7,		5,00,000 Equity Shares of	of 5,00,000 Equity	
as capital in	Equity Shares		Rs. 2 each	Shares of Rs. 2 each	
Rupees)	(including Forfe				
	Capital of Rs. 0				
No. of shares to			uity shares of Rs. 2 each to		
be issued	Limited, as on the Record Date, in the ratio of 1:1 (i.e., 1 (one) equity share				
	value Rs. 2/- (Rupees two only) of RC-1 to be issued for every 1 (one) equ				
	of face value Rs. 2/- (Rupees two only) of the Demerged Company.)				
Cancellation of	Not Applicable		As on 10 th November 2017, Not Applicable		
shares on			the Demerged Company		
account of			holds 500,000 equity share of Rs. 2 each in the RC- 1.		
cross holding, if			Subsequent to composite		
any			scheme of arrangement		
			coming into effect, the entire		
			shareholding of the		
			Demerged Company (along		
			with its nominees) in RC - 1		
			shall be cancelled.		
Capital after the	Issued, subscribed and paid-		Issued, subscribed and	Issued, subscribed and	
scheme	up share capita	al on the	paid-up share capital on	paid-up share capital on	
	Scheme becoming effective:		the Scheme becoming	the Scheme becoming	
			effective:	effective:	
(No of equity	Rs. 1445.97	lakhs,	Rs. 1445.93 lakhs,	Rs. 10 lakhs, consisting	
shares as well	consisting of 7,22,96,395		consisting of 7,22,96,395	of 5,00,000 Equity	
as capital in	Equity Shares		Equity Shares of Rs. 2	Shares of Rs. 2 each	
Rupees)	(including Fo		each		
,	Capital of Rs. (
Details of					
shareholding of				•	
unlisted					
companies					
involved					
RC-1	Pre		Post		
	No. of	% of holding	No. of Shares	% of holding	
	Shares			. ~	
Promoter	5,00,000	100%	3,50,12,819	48.3	
Public	-	-	3,72,83,576	51.7	
(Excluding					
QIBs)					
QIBs		_	_	_	
Non-promoter	_		- .	-	



non-public					
Total	5,00,000	100	7,22,96,395	100	
RC-2	Pre		Post		
	No. of	% of holding	No. of Shares	% of holding	
Da	Shares	4000	5.00.000		
Promoter	5,00,000	100%	5,00,000	100%	
Public	-	-	-	-	
(Excluding					
QlBs) QlBs					
Non-promoter	_	-	-		
non-public	-	_	_	_	
Total	5,00,000	100	5,00,000	100	
No. of	RC-1 - 7	shareholders		cluding 6 nominees of RC-	
shareholders	(including 6	nominees of	1)	Guaring o nominees of RC-	
onarcholaci 3	Demerged Co		'/		
Name & PAN	Domoigea Ooi	iipuiiy/	HSIL Limited	Somany Home	
no. of the			PAN: AACH7584H	Innovation Limited	
Promoter and			77.00.7.00.77.00.11	PAN: AAZCS2853D	
Promoter Group				7.11.70.2002000	
of unlisted	·				
companies					
Name of Board			Mr. Sandip Somany	Mr. Sandip Somany	
of Directors of			Mr. G.L.Sultania	Mr. G.L.Sultania	
unlisted			Mr. N.K.Goenka	Mr. N.K.Goenka	
companies					
Please specify		g company of	Wholly owned subsidiary	Wholly owned subsidiary	
relation among		direct holding	of Demerged Company	of RC-1	
the companies	company of Ro	C-2			
involved in the					
scheme, if any.					
Details	Not Applicable		Not Applicable	RC-2 is not seeking	
regarding				listing.	
change in					
management control in listed					
or resulting					
company					
seeking listing,					
if any					
11 (11)			L		

For HSIL LIMITED

faut N Company Secretary



12, Bhagat Singh Marg, New Delhi - 110 001, India Telephone: 91 11 23710176 / 23710177 / 23364671 / 2414

Fax : 91 11 23345168 / 23314309

E-mail: delhi@lodhaco.com

Certificate on Pre Demerger and Indicative Post Demerger Net Worth

The Board of Directors Somany Home Innovation Limited 2, Red Cross Place, Kolkata 700 001, West Bengal, India

- This Certificate is issued in accordance with the terms of engagement vide letter dated 10th November, 2017 with Somany Home Innovation Limited (hereinafter "the Company").
- At the request of the Company, we have examined the accompanying statement of computation of pre demerger and indicative post demerger Net Worth of the Company as at March 31, 2017 (hereinafter referred together as "the Statement"), which we have initialed for identification purposes only, in connection with the proposed composite scheme of arrangement proposed amongst the HSIL Limited, the Company, Brilloca Limited and their respective shareholders and creditors, in terms of the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Section 66 and other applicable provisions of the Companies Act, 2013 ("Draft Scheme"). The Statement is required in connection with the requirements of the stock exchanges for the onward submission of the Draft Scheme proposed to be filed under Sections 230-232 and other applicable provisions of the Companies Act, 2013.
- 3. The Draft Scheme provides for the demerger of the Consumer Products Distribution and Marketing Undertaking or CPDM Undertaking (as more particularly described in the Draft Scheme) and the Retail Undertaking (as more particularly described in the Draft Scheme) of HSIL Limited to the Company and demerger of the Building Products Manufacturing Undertaking or the BPDM Undertaking of the HSIL Limited (as more particularly described in the Draft Scheme) to Brilloca Limited, each with effect from the Appointed Date, i.e., April 1, 2018, in accordance with the terms and conditions as stated in the Draft Scheme. The CPDM Undertaking, Retail Undertaking and BPDM Undertaking of the HSIL Limited shall be collectively referred to as the "Demerged Undertakings". The assets, businesses and liabilities of the HSIL Limited, other than the Demerged Undertakings, shall be referred to as the "Remaining Undertaking".
- We report that, given that the Appointed Date is defined in the Draft Scheme to mean "April 1, 2018 or such other date as the Hon'ble Tribunal may direct", we are not in a position to quantify the pre demerger and indicative post demerger net worth of the Company as on the Appointed Date and accordingly do not report on the same. However, for the purposes of this Certificate, we have considered the figures of book values of assets and liabilities as per the audited (audited by preceding auditor in respect of which management of the company have made available unqualified audit report) financial statements as at March 31, 2017 of HSIL Limited, in relation to Demerged Undertakings and Remaining Undertaking, which are as represented to us by the management of the Company and HSIL Limited, to arrive at the combined net-worth as per the book value, pre demerger and post demerger.
- For this purpose we have carried out arithmetical accuracy only and above data/information are based on certain assumptions/assessment/estimation as considered necessary by the management.

Management's Responsibility for the Statement

- 6. The preparation of the Statement is the responsibility of the Management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
- 7. The management is also responsible for ensuring that the Company complies with the

Accounted

CERTIFIED TRUE COPY

For HSIL LIMITED

Kolkata Mumbai New Delhi Chennai Hyderabad Jaipur 200

Company Secretary

requirements of the applicable SEBI Circulars and the Companies Act, 2013, in relation to the Scheme and for providing all the information to SEBI and the Stock Exchanges.

Auditor's Responsibility

- Our responsibility to provide a reasonable assurance whether:
 - (a) the amounts in the Statement that form part of the pre demerger and indicative post demerger Net Worth computation, as at March 31, 2017, have been accurately extracted from the audited financial statements of HSIL Limited as at, and for the year ended, March 31, 2017 (as mentioned in Paragraph 2 above) and management certified Financial Statements of Company as on September 28th 2017 and the computation of net worth is arithmetically correct; and
 - (b) the computation of net worth is in accordance with the method of computation set out in Section 2(57) of the Companies Act, 2013, except that, pending approval of the Scheme, the Company has considered the book values of the CPDM Undertaking and Retail Undertaking of HSIL Limited as per its audited financial statements as at March 31, 2017 in arriving at the indicative post demerger net worth of the Company.
- 9. The audited financial statements as at, and for the year ended, March 31, 2017 of the HSIL Limited, referred to in Paragraph 8 above, have not been audited by us. We have relied upon the audited financial statements, for the year ended March 31, 2017, as audited by the previous statutory auditors of the HSIL Limited. We have only carried upon the procedures as decided in our terms of engagement on the audited financial statements for year ended March 31, 2017.
- 10. We conducted our examination of the Statement in accordance with the revised Guidance Note on Reports or Certificates for Special Purposes (Revised) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
- 11. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
- 12. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the Reporting criteria mention in Paragraph 8 above. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the Reporting Criteria. We have performed the following procedures in relation to the Statement:
 - (a) Traced and agreed the account balances (Equity Share Capital, Other Equity) used in the computation of the pre demerger net worth in the attached Statement, to the management certified financial statement of the Company as at 28th September 2017 prepared under Indian Accounting Standards (IND AS), which has been not been audited by us
 - (b) Traced and agreed the amounts for the indicative post demerger net worth in attached Statement, to the audited financial statements of HSIL Limited, in relation to the Demerged Undertakings and the Remaining Undertaking, as at and for the year ended March 31, 2017 prepared under Ind AS, which has been audited by another firm of Chartered Accountants. We have solely relied on the book values as per the financial statements audited by another firm of Chartered Accountants, and not performed any procedures for determining completeness and appropriateness of book values extracted in the statement of indicative post demerger net worth, relating to the Company.
 - (c) Read the certified copy of the Draft Scheme, as approved by the Board of Directors of the Company, at its meeting held on 10th November, 2017.

Have obtained management representation from the Company, including relating to the book values of certain assets, which as represented to us by the management of the Company, and are not proposed to be demerged in Brilloca Limited and which are

- remaining in HSIL Limited. In this regard, we have solely relied on management representation of the Company and have not performed any additional procedures.
- (e) Tested the arithmetical and clerical accuracy of the Statement.
- (f) The pre demerger and indicative post demerger net worth of the Company has been arrived at on the basis of balances in the books of the HSIL Limited as on March 31, 2017 and the books of Company and will undergo changes on the effective date of implementation of the Draft Scheme on account of profit / (loss) during the intervening period (From April 1, 2017 to the effective date) and the accounting of the Draft Scheme as per Ind AS 103 Business Combinations, including determination of fair values of the assets and liabilities of the Company as on the effective date, and issue of equity shares by the Company to the shareholders of the HSIL Limited in the approved equity shares swap ratio

Opinion

13. Based on our examination, as above, and the information and explanations given to us and read with the matter stated in Paragraphs 11(d) and 11 (f) above, we are of the opinion that the amounts that form part of the computation of the pre demerger net worth as at September 28th 2017 of Rs. 0.10 crore and indicative post-demerger net worth as at March 31, 2017 of Rs. 85.06 crore, as per the Statement prepared by the management, have been accurately extracted from the respective audited financial statements of the HSIL Limited for the year ended March 31, 2017 and management certified Financial Statements of the Company; and that the computation of indicative net worth in the Statement is mathematically accurate and is in all material respects, in accordance with the method of computation set out in Section 2(57) of the Companies Act. 2013.

Restriction on Use

14. This certificate is issued at the request of the Company for onward submission to the BSE Limited and the National Stock Exchange of India Limited and any other regulatory authority as required under applicable law. This certificate should not be used for any other purpose without our prior written consent.

For LODHA & CO CHARTERED ACCOUNTANTS FIRM REGISTRATION NO. 301051E

(GAURAV LODHA)

PARTNER

MEMBERSHIP NO. 507462

PLACE: NEW DELHI

DATE: 10th November 2017

SOMANY HOME INNOVATION LIMITED

Registered Office: 2, RED CROSS PLACE, KOLKATA – 700001 CIN: U74999WB2017PLC222970

T- +91-33-2248 7407/5668

Email: ngoenka@hindware.co.in

Pre demerger and post demerger net worth of Somany Home Innovation Limited ("Resulting Company 1")

		Rs. Crore	
Particulars		Pre Demerger	Post Demerger
Equity Share Capital	A	0.10	14.46
Other Equity			
(Excluding Revaluation Reserves)			
Security Premium		-	12.45
General Reserve			13.06
Other Comprehensive Income		-	(0.03)
Surplus in Profit & Loss A/c		•	45.12
Total Free Reserves excluding Revaluation Reserve	В		70.60
Less:			
Miscellaneous Expenditure	C		-
Deferred Revenue Expenditure not written off	D		-
Net-worth	A+B-C-D	0.10	85.06

Notes:

- 1. As Resulting Company 1 has been incorporated on September 28, 2017, audited financial statements for Resulting Company 1 are not available and the pre-demerger net worth figures stated above represent the paid-up share capital of Resulting Company 1 at incorporation. Further, the post demerger net worth figures of Resulting Company 1 have been calculated using the net worth of the CPDM Undertaking and Retail Undertaking of HSIL Limited, as per the book values in the audited financial statements of HSIL Limited, as on 31 March 2017.
- 2. The pre demerger and post demerger net worth are considered 'indicative' as the Appointed Date is defined in the Scheme to mean "April 1, 2018 or such other date as the Hon'ble Tribunal may direct" and it would not be possible for the management to appropriately quantify the figures for the prospective date. Further, these figures will undergo changes on the effective date of implementation of the Scheme. Hence the management has considered the book values of the assets and liabilities of the Company as per its audited financial statements as on March 31, 2017 and are based on certain assumptions/assessments/ estimation as considered necessary by the management to compute the indicative post demerger net worth above.

For Somany Home Innovation Limited

Authorised Signatory



12, Bhagat Singh Marg, New Delhi - 110 001, India Telephone : 91 11 23710176 / 23710177 / 23364671 / 2414

Fax : 91 11 23345168 / 23314309

E-mail : delhi@lodhaco.com

Certificate on Pre Demerger and Indicative Post Demerger Net Worth

The Board of Directors Brilloca Limited 2, Red Cross Place, Kolkata 700 001, West Bengal, India

- 1. This Certificate is issued in accordance with the terms of engagement vide letter dated 10th November, 2017 with, Brilloca Limited (hereinafter "the Company").
- At the request of the Company, we have examined the accompanying statement of computation of pre demerger and indicative post demerger Net Worth of the Company as at March 31, 2017 (hereinafter referred together as "the Statement"), which we have initialed for identification purposes only, in connection with the proposed composite scheme of arrangement proposed amongst the HSIL Limited, Somany Home Innovation Limited, the Company and their respective shareholders and creditors, in terms of the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Section 66 and other applicable provisions of the Companies Act, 2013 ("Draft Scheme"). The Statement is required in connection with the requirements of the stock exchanges for the onward submission of the Draft Scheme proposed to be filed under Sections 230-232 and other applicable provisions of the Companies Act, 2013.
- 3. The Draft Scheme provides for the demerger of the Consumer Products Distribution and Marketing Undertaking or CPDM Undertaking (as more particularly described in the Draft Scheme) and the Retail Undertaking (as more particularly described in the Draft Scheme) of the HSIL Limited to Somany Home Innovation Limited and demerger of the Building Products Manufacturing Undertaking or the BPDM Undertaking of the HSIL Limited (as more particularly described in the Scheme) to the Company, each with effect from the Appointed Date, i.e., April 1, 2018, in accordance with the terms and conditions as stated in the Draft Scheme. The CPDM Undertaking, Retail Undertaking and BPDM Undertaking of the HSIL Limited shall be collectively referred to as the "Demerged Undertakings". The assets, businesses and liabilities of the HSIL Limited, other than the Demerged Undertakings, shall be referred to as the "Remaining Undertaking".
- 4. We report that, given that the Appointed Date is defined in the Draft Scheme to mean "April 1, 2018 or such other date as the Hon'ble Tribunal may direct", we are not in a position to quantify the pre demerger and indicative post demerger net worth of the Company as on the Appointed Date and accordingly do not report on the same. However, for the purposes of this Certificate, we have considered the figures of book values of assets and liabilities as per the audited (audited by preceding auditor in respect of which management of the company have made available unqualified audit report) financial statements as at March 31, 2017 of the HSIL Limited, in relation to Demerged Undertakings and Remaining Undertaking, which are as represented to us by the management of the Company, to arrive at the combined net-worth as per the book value, pre demerger and post demerger.
- 5. For this purpose we have carried out arithmetical accuracy only and above data/information are based on certain assumptions/assessment/estimation as considered necessary by the management

Management's Responsibility for the Statement

6. The preparation of the Statement is the responsibility of the Management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

The management is also responsible for ensuring that the Company complies with the requirements of the applicable SEBI Circulars and the Companies Act, 2013, in relation to the Draft Scheme and for providing all the information to SEBI and the Stock Exchanges.



Auditor's Responsibility

- Our responsibility to provide a reasonable assurance whether:
 - (a) the amounts in the Statement that form part of the pre demerger and indicative post demerger Net Worth computation, as at March 31, 2017, have been accurately extracted from the audited financial statements of HSIL Limited as at, and for the year ended, March 31, 2017 (as mentioned in Paragraph 2 above) & management certified Financial Statements of the Company as on 2nd November 2017 (date of incorporation of the Company) and the computation of net worth is arithmetically correct; and
 - (b) the computation of net worth is in accordance with the method of computation set out in Section 2(57) of the Companies Act, 2013, except that, pending approval of the Draft Scheme, the Company has considered the book values of the BPDM Undertaking of HSIL Limited as per its audited financial statements as at March 31, 2017 in arriving at the indicative post demerger net worth of the Company.
- 9. The audited financial statements as at, and for the year ended, March 31, 2017 of HSIL Limited, referred to in Paragraph 8 above, have not been audited by us. We have relied upon the audited financial statements, for the year ended March 31, 2017, as audited by the previous statutory auditors of HSIL Limited. We have only carried upon the procedures as decided in our terms of engagement on the audited financial statements for year ended March 31, 2017.
- We conducted our examination of the Statement in accordance with the revised Guidance Note on Reports or Certificates for Special Purposes (Revised) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
- 11. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
- 12. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the Reporting criteria mention in Paragraph 8 above. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the Reporting Criteria. We have performed the following procedures in relation to the Statement:
 - (a) Traced and agreed the account balances (Equity Share Capital, Other Equity) used in the computation of the pre demerger net worth in the attached Statement, to the management certified financial statement of the Company as at 2nd November 2017 prepared under Indian Accounting Standards (IND AS), which have not been audited by us.
 - (b) Traced and agreed the amounts for the indicative post demerger net worth in attached Statement, to the audited financial statements of the HSIL Limited, in relation to the Demerged Undertakings and the Remaining Undertaking, as at and for the year ended March 31, 2017 prepared under Ind AS, which has been audited by another firm of Chartered Accountants. We have solely relied on the book values as per the financial statements audited by another firm of Chartered Accountants, and not performed any procedures for determining completeness and appropriateness of book values extracted in the statement of indicative post demerger net worth, relating to the Company.
 - (c) Read the certified copy of the Draft Scheme, as approved by the Board of Directors of the Company, at its meeting held on 10th November, 2017.
 - (d) Have obtained management representation from the Company, including relating to the book values of certain assets, which as represented to us by the management of the Company, and are not proposed to be demerged in Somany Home Innovation Limited and which are remaining in HSIL Limited. In this regard, we have solely relied on management representation of the Company and have not performed any additional procedures.



- (e) Tested the arithmetical and clerical accuracy of the Statement.
- (f) The pre demerger and indicative post demerger net worth of the Company has been arrived at on the basis of balances in the books of the HSIL Limited as on March 31, 2017 and the books of Company and will undergo changes on the effective date of implementation of the Draft Scheme on account of profit / (loss) during the intervening period (From April 1, 2017 to the effective date) and the accounting of the Scheme as per Ind AS 103 Business Combinations, including determination of fair values of the assets and liabilities of the Company as on the effective date and issue of equity shares by the Company to the shareholders of the HSIL Limited in the approved equity shares swap ratio.

Opinion

13. Based on our examination, as above, and the information and explanations given to us and read with the matter stated in Paragraphs 11(d) and 11 (f) above, we are of the opinion that the amounts that form part of the computation of the pre demerger net worth as at 2nd November 2017 of Rs. 0.10 crore and indicative post-demerger net worth as at March 31, 2017 of Rs. 154.35 crore, as per the Statement prepared by the management, have been accurately extracted from the respective audited financial statements of HSIL Limited for the year ended March 31, 2017 and management certified Financial Statements of the Company as on 2nd November 2017; and that the computation of indicative net worth in the Statement is mathematically accurate and is in all material respects, in accordance with the method of computation set out in Section 2(57) of the Companies Act, 2013.

Restriction on Use

14. This certificate is issued at the request of the Company for onward submission to the BSE Limited and the National Stock Exchange of India Limited and any other regulatory authority as required under applicable law. This certificate should not be used for any other purpose without our prior written consent.

For LODHA & CO CHARTERED ACCOUNTANTS FIRM REGISTRATION NO. 301051E

(GAURAV LODHA) PARTNER

MEMBERSHIP NO. 507462

PLACE: NEW DELHI

DATE: 10th November 2017

BRILLOCA LIMITED

Registered Office: 2, RED CROSS PLACE, KOLKATA - 700001 CIN: U74999WB2017PLC223307

T- +91-33-2248 7407/5668

Email: ngoenka@hindware.co.in

Pre demerger and post demerger net worth of Brilloca Ltd. ("Resulting Company 2")

			Rs. Crore
Particulars		Pre	Post
T CEPSOIG O		Demerger	Demerger
Equity Share Capital	Α	0.10	0.10
Other Equity			
(Excluding Revaluation Reserves)			
Security Premium			48.65
General Reserve		-	23.72
Other Comprehensive Income		-	(0.05)
Surplus in Profit & Loss A/c		-	81.93
Total Free Reserves excluding Revaluation Reserve	8	-	154.25
Less:			·
Miscelfaneous Expenditure	С		-
Deferred Revenue Expenditure not written off	D	<u>.</u>	-
	,		
Net-worth	A+B-C-D	0.10	154.35

Notes:

- 1. As Resulting Company 2 has been incorporated on November 2, 2017, audited financial statements for Resulting Company 2 are not available and the pre-demerger net worth figures stated above represent the pald-up share capital of Resulting Company 2 at incorporation. Further, the post demerger net worth figures of Resulting Company 2 have been calculated using the net worth of the BPDM Undertaking of HSIL Limited, as per the book values in the audited financial statements of HSIL Limited, as on 31 March 2017.
- 2. The pre demerger and post demerger net worth are considered 'indicative' as the Appointed Date is defined in the Scheme to mean "April 1, 2018 or such other date as the Hon'ble Tribunal may direct" and it would not be possible for the management to appropriately quantify the figures for the prospective date. Further, these figures will undergo changes on the effective date of implementation of the Scheme. Hence the management has considered the book values of the assets and liabilities of the Company as per its audited financial statements as on March 31, 2017 and are based on certain assumptions/assessments/ estimation as considered necessary by the management to compute the indicative post demerger net worth above:

For Brilloca Limited

beer

Authorised Signatory

10th November, 2017

To. General Manager, Department of Corporate Services, BSE Limited, P.J. Towers, Dalal Street, Mumbai 400 001

Dear Sirs,

Listing status of the resulting companies in connection with the application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in relation to the proposed Composite Scheme of Arrangement, under Sections 230 to 232 of the Companies Act, 2013 read with Section 66 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, amongst HSIL Limited, Somany Home Innovation Limited, Brilloca Limited and their respective Shareholders and Creditors.

- The proposed Composite Scheme of Arrangement, amongst HSIL Limited, Somany Home 1. Innovation Limited, Brilloca Limited and their respective Shareholders and Creditors under Sections 230 to 232 of the Companies Act, 2013 read with Section 66 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and other applicable laws ("Scheme"), inter alia involves the following demergers:
 - demerger of the Consumer Products Distribution and Marketing Undertaking or CPDM (a) Undertaking and the Retail Undertaking of the Company to Resulting Company 1, being a wholly owned subsidiary of the Company; and
 - demerger of the Building Products Manufacturing Undertaking or the BPDM Undertaking (b) of the Company to Resulting Company 2, being a wholly owned subsidiary of Resulting Company 1,
- 1. In consideration for the demergers, the Resulting Company 1 shall issue and allot 1 equity share of Rs. 2 each of Resulting Company 1 for every 1 equity share of Rs. 2 each of the Demerged Company to the shareholders of the Company as on the Record Date. After the said allotment of shares of Resulting Company 1, the shareholders of the Company shall become the shareholders of Resulting Company 1 and Resulting Company 1 will be listed on BSE Limited and the National Stock Exchange of India Limited.
- 2. In relation to the Scheme, we hereby confirm that, on the Scheme becoming effective:
 - The equity shares of Resulting Company 1 will be listed on BSE Limited and the National (a) Stock Exchange of India Limited; and
 - (b) Resulting Company 2 will remain a wholly owned subsidiary of Resulting Company 1 and its equity shares shall remain unlisted.

For and on behalf of HSIL Limited

Name: Paval M Puri

Designation: Company Secretary

HSIL Limited

(An ISO 9001 14001 OHSAS 18001 Certified Company)

Corporate Office: 301-302, Ill'd 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 +91-33-22487406/07, F +91-33-22487045

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





















YEARS OF LEADERSHIP

SOMANY HOME INNOVATION LIMITED

Registered Office: 2, RED CROSS PLACE, KOLKATA - 700001

CIN: U74999WB2017PLC222970

T- +91-33-2248 7407/5668

Email: ngoenka@hindware.co.in

10th November, 2017

To, General Manager, Department of Corporate Services, BSE Limited, P.J. Towers, Dalal Street, Mumbai - 400 001

Dear Sirs,

Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Re: Requirements) Regulations, 2015 in relation to the proposed Composite Scheme of Arrangement, under Sections 230 to 232 of the Companies Act, 2013 read with Section 66 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, amongst HSIL Limited, Somany Home Innovation Limited, Brilloca Limited and their respective Shareholders and Creditors.

In relation the proposed Composite Scheme of Arrangement, amongst HSIL Limited, Somany Home Innovation Limited, Brilloca Limited and their respective Shareholders and Creditors under Sections 230 to 232 of the Companies Act, 2013 read with Section 66 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and other applicable laws ("Scheme"), we hereby confirm that:

- Equity shares issued by Resulting Company 1 pursuant to the Scheme shall be listed on the BSE (a) Limited ("Exchange"), subject to SEBI granting relaxation from applicability under Rule 19(2)(b) of the Securities Contract (Regulation) Rules, 1957;
- Resulting Company 1 shall comply with all the provisions contained SEBI (b) Circular No. CFD/DIL3/CIR/2017/21, dated March 10, 2017; and
- Resulting Company 1 shall also fulfill the Exchange's criteria for listing and shall also comply with (c) rules, bye-laws, and regulations of the Exchange and other applicable statutory requirements.

For and on behalf of Somany Home Innovation, Limited whiled.

for Somany Home Innovation Limited:

Name: G.L.Sultania Designation: Director

CERTIFIED TRUE COPY

hndware

NEAPS/BSE ONLINE

11th August, 2017

The Corporate Relationship Dept., 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

Dear Sirs,

Sub: Unaudited Financial Results and Limited Review Report for the first quarter ended 30th June, 2017 together with Segment wise Revenue, Results, Capital Employed

In compliance with the requirements of Regulation 30 and 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed herewith Un-audited Financial Results for the first quarter ended 30th June, 2017 including Segment wise Revenue, Results and Capital Employed as on 30th June, 2017, duly recommended by the Audit Committee and subsequently considered and approved by the Board of Directors in their meeting held on Friday, 11th August, 2017 along with the Limited Review Report of the Statutory Auditors thereon.

The Meeting of Board of Directors was commenced at 11:00 am and concluded at 02:00 pm.

This is for your reference and record.

For HSIL Limited

(Payal M. Puri)

Company Secretary

Name: Address:

IA 35A, Phase 1 Ashok Vihar, Delhi - 110052

Membership No. 16068

Encl: As above

HSIL Limited

Corporate Office: 301-302, Illied 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+91-33-22487406/07, F+91-33-22487045

marketing@hindware.co.in | www.hindwarehomes.com | CIN No. - I.51433WB1960PLC024539









Payal M. Puri











For HSIL LIMITED

India's most awarded & certified bathroom products company

HSIL LIVITED
REGD. OFFICE: 2, RED CROSS PLACE, KOLKATA-700 001

Website: www.hindwarehomes.com CIN: L51433WB1960PLC024539

PÅRT I STATEMENT OF STANDALONE FINANCIAL RESULTS FOR THE QUARTER ENDED 30 JUNE 2017

[Rs. in crore)

	Particulars	3 months ended 30 June 2017 (Unaudited)	Preceding 3 months ended 31 March 2017 (Audited)(refer note 4 below)	Corresponding 3 months ended in the previous year 30 June 2016 (Unaudited)	Year ended 31 March 2017 (Audited)
1	Revenue from operations	515.42	636,77		2,229,90 4,55
11	Other Income	0.79	0.93	1,30	2,234,45
III	Total Income (I+II)	516.21	637.70	519,20	2,234,45
IV	Expenses a) Cost of materials consumed b) Purchases of stock-in-trade	82.77 108.37 (15.72)	90.98 116.37 44.EE	88.96	439.40
	c) Changes in inventories of finished goods, stock-in-trade and work-in-progress	35.00	42,39	38.39	154.92
	d) Excise duty	68.40	83.18	65.67	286.33
	e) Employee benefits expense	10.45	9.4	8,96	
	f) Finance cost	26.16	25.3	28.17	
	g) Depreciation and amortization expense	64,42	67.5	56.39	
	h) Power and fuel	119.06	129,4	5 104.94	
	I) Other expenses	498.93	598,1	3 487.32	
	Total expenses (IV)	17,30	39,5	31.88	149.66
٧	Profit before exceptional items and tax (III-IV)				111
VI	Exceptional item	17.30	39,5	7 31.88	149,66
VII	Profit before tax (V-VI)		1		
VIII	Tax expense a) Current tax b) Deferred tax charge/(benefit)	7.62 (2.08 5.52	(0.43	(2,52 2 10.7	(2.25) 46.64
	Tax expenses (VIII)	11.76	30.7	5 21.1	103.02
X	Profit for the period (VII-VIII) Other comprehensive income (net of tax) (A)(I) Items that will not be reclassified to profit or loss (II) Income tax relating to Items that will not be reclassified to profit or loss (IB)(I) Items that will be reclassified to profit or loss	0.20			AND THE RESERVE
	(ii) Income tax relating to items that will be reclassified to profit or loss	(a) (b) (b) (b) (c)	1,3	1.6	2.54
	Total other comprehensive Income (X)	0.1			
XI	Total comprehensive income for the period (IX+X)	11.8		-	-
XII	Earnings before Interest, depreciation, tax and amortization (EBIDTA) [V+IV (f)+IV[g]]	53,9		-	
XIII	Paid-up equity share capital (face value Rs.2/- per share) Other equity (excluding revaluation reserve)	14,4	- 14,0		- 1,119.56
VX	Other equity (excitioning revaluation reserve) Earnings per share : (of Rs. 2/- each) (not annualized) (a) Basic (Rs.) (b) Diluted (Rs.)	1.6 1.6			

	PARTII				Rs. In crore)
	Segment wise revenue, results, assets and liabilities				
	Particulars	3 months ended 30 June 2017 (Unaudited)	Preceding 3 months ended 31 March 2017 [Audited](refer note 4 below)	Corresponding 3 months ended in the previous year 30 June 2016 (Unaudited)	Year ended 31 March 2017 (Audited)
1	Segment revenue from operation:		204.12	230.16	1,037.65
	a) Building products	232.89	304.12	1000000	969.06
	b) Packaging products	217.93	260.00		127.70
	c) Consumer products	40.65	42.87	1000000	95,83
	d) Retail business	23.83	30.15	1 2 1	1.79
	e) Others	0.68		1	
	Total	515.98			2,232.03
	Less : Inter segment revenue	0,56	0.55		2.1
	Total Income from operations	515.42	636,77	517.90	2,229.9
2.	Segment results: Profit(+)/ loss(-) (before tax and interest from each segment)	31.05	47.10	34.29	165.23
	a) Building products	16.31			99.43
	b) Packaging products		1000000		(24.33
	c) Consumer products	(9.31)			(14.8)
	d) Retail business	{2.84}	4	1	0.94
	e) Others	0.46			
	Total profit before unallocable expenditure	35,67		V. 100000	2200000
	Less: I) Finance costs	10.45	7623	7.	
	II)Other un-allocable expenditure net off un-allocable income	7.92	5 (0.00000)		1
	Total Profit before tax	17.30	39.5	7 31.00	2,510
3	Segment assets	1,217.41	1,181.45	1,126.86	1,181.4
	a) Building products	1,389,43	1,485.77		1,485.7
	b) Packaging products	102.57	113,59	VIII VIII VIII VIII VIII VIII VIII VII	
	c) Consumer products	43.74	46,20	55,98	46.2
	d) Retail business	7.11			6.7
	e) Others	165,39			253.8
	f) Unallocated	2,925.6	1	3 2,756.87	3,087.
	Total	2,525.0	1		
	Segment liabilities	504.25	506.21	392.05	506.
	a) Building products	850.97	7.000	799.08	950.
	b) Packaging products	84.96			61.
	c) Consumer products	33.83	0.000	36.10	36.
	d) Retail business	55,0			-
	e) Others	(10.28	83.0	3 (113.18	83.
	f) Unallocated .	1,463.7	**		
	Total	2,403.7	-,,,,,,		

(1) The above results for the quarter ended 30 June 2017 have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 11 August 2017.

(2) The statutory auditors of the Company have carried out a limited review of unaudited financial results for the quarter ended 30 June 2017.

b) Further, pursuant to the Scheme, the Company has also reorganised and adjusted the cost of equity and preference shares held in HHRPL to an amount equivalent to the remaining net assets of the HHRPL as on the appointed date, post demerger.

c) Figures for the quarter ended 30 June 2016 are post incorporating the impact of the "Scheme" approved by the The Hon'ble National Company Law Tribunal of Kolkata, West Bengal, vide its order dated 4 May 2017 with effect from the Appointed Date Le. 1 April 2015.

(4) Figures for the quarter ended 31 March 2017 represents the balancing figures between the audited figures for the full financial years and published year to date figures.

upto third quarter of the financial years as restated in accordance with applicable Indian Accounting Standards (Ind AS) and the aforementioned scheme.

(5) Previous period figures have been regrouped /re-arranged wherever considered necessary to confirm to the current quarter's classification.

Place : Hyderabad Date: 11 August 2017

Dr. Rajendra Kumar Somany Chairman and Managing Director



For HSIL LIMITED



12, Bhagat Singh Marg, New Delhi - 110 001, India Telephone : 91 11 23710176 / 23710177 / 23364671 / 2414

Fax : 91 11 23345168 / 23314309 E-mail : delhi@lodhaco.com

Independent Auditor's Review Report on Quarterly Standalone Financial Results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Board of Directors of HSIL Limited

- 1. We have reviewed the accompanying statement of unaudited standalone financial results of HSIL Limited ('the Company') for the quarter ended 30th June, 2017 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Circular No. CIR/CFD/FAC/62/2016 dated 5th July 2016.
 This statement is the responsibility of the Company's management and has been approved.
 - This statement is the responsibility of the Company's management and has been approved by the Board of Directors of the Company in their meeting held on 11th Aug ,2017. Our responsibility is to issue a report on the Statement based on our review.
- 2. We conducted our review in accordance with the Standard on Review Engagement (SRE 2410) "Review of Interim financial information performed by the Independent Auditor of the Entity", issued by the Institute of The Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance about whether the financial results are free of material misstatement. A review is limited primarily to enquiries of the Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
- 3. Based on our review conducted as stated, nothing has come to our attention that causes us to believe that the statement has not been prepared in all material respects in accordance with the applicable Accounting Standards i.e. Ind AS prescribed u/s 133 of the Companies Act, 2013 read with relevant rules issued there under and other recognised accounting practices and policies generally accepted in India, and has not disclosed the information required to be disclosed in terms of regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Circular No. CIR/CFD/FAC/62/2016 dated July 5th, 2016, including the manner in which it is to be

disclosed, or that it contains any material misstatement,

For HSIL LIMITED

Company Secretary

Kolkata Mumbai New Delhi Chennai Hyderabad Jalpur

4. Other matters

The unaudited standalone financial results for the quarter ended 30^{th} June 2016 are post incorporating the results of Demerged undertaking (read with note no. 3), as certified $\dot{b}y$ the management and considered by the Board of Directors, have been relied upon by us for the purpose of our review of the Statement,

For HSIL LIMITED

Company Secretary

Our review report is not modified in respect of above stated matter.

For LODHA & CO.

Chartered Accountants

Firm's Registration No. 301051E

(N.K. LODHA)

Partner

M. No. 85155

Place: Hyderabad

Date: 11th Aug, 2017



ANNEXURE-I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity – HSIL Limited 2. Quarter ending – 30th September, 2017

	Quarter end	ing – 30 th Sept	tember, 2017				6
Titl e (Mr. / Ms)	Name of the Director	Category (Chairperson/ Executive/No n- Executive/ind ependent/No minee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directors hip in listed entities including this listed entity (Refer Regulati on 25(1) of Listing Regulati ons)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) #	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)#
Mr.	Rajendra Kumar Somany	Chairman/ Executive Director	09/01/2015		1	-	·=:
Mr.	Sandip Somany	Vice Chairman /Executive Director	01/12/2016		2		-
Ms.	Sumita Somany	Non- Executive Director	29/05/2014		1		
Mr.	Ashok Jaipuria	Independent Director	27/09/2014	13 yr 2 mnths (Independent Director since 24/07/2004)	2	Audit – 1	
Mr.	Vijay Kumar Bhandari	Independent Director	27/09/2014	13 yrs 2 mnths (Independent Director since 24/07/2004)	4	Audit – 4 Stakeholder - 2	Audit – 4
Mr.	Girdhari Lal Sultania	Non- Executive Director	27/09/2014	-	3	Audit – 1 Stakeholder- 2	
Mr.	Nand Gopal Khaitan	Independent Director	27/09/2014	21 years (Independent Director since 27/09/1996)	7	Audit- 4 Stakeholder- 1	Audit- 2 Stakeholder- 1
Mr.	Rainer S. Simon	Independent Director	17/12/2014	6 yrs 4 mnths (Independent Director since 18/05/2011)	1		
Mr,	Salil Kumar Bhandari	Independent Director	27/09/2014	5 yrs 4 mnths (Independent Director since 29/05/2012)	1	Audit – 2 Stakeholder - 2	

For HSIL LIMITED

Company Secretary

\$PAN number of any director would not be displayed on the website of Stock Exchange

[&]Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

Number of memberships/ post of Chairperson in Audit/ Stakeholder Committee(s) includes memberships/ post of Chairperson in all Public Companies.

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non- Executive/independent/Nominee) ^s
1. Audit Committee	Mr. V. K. Bhandari Mr. N. G. Khaitan Mr. Salil Bhandari Mr. Ashok Jaipuria	Chairperson/Independent Director Independent Director Independent Director Independent Director
2. Nomination & Remuneration Committee	Mr. Salil Bhandari Mr. Ashok Jaipuria Mr. V. K. Bhandari Ms. Sumita Somany	Chairperson/ Independent Director Independent Director Independent Director Non- Executive Director
3. Risk Management Committee (if applicable)	_ *	
4. Stakeholders Relationship (Shareholder's/Investor's Grievance) Committee	Mr. N. G. Khaitan Mr. G. L. Sultania Mr. Salil Bhandari Mr. V. K. Bhandari	Chairperson/Independent Director Non-Executive Director Independent Director Independent Director

[&]Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
18.05.2017	11.08.2017	120 days Gap between 18.05.2017 & 11.08.2017 is 84 days.

IV. Meeting of the Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
11.08.2017 (Audit Committee)	3 members were present.	18.05.2017	120 days Gap between 28.05.2017 & 11.08.2017 is 84 days.
11.08.2017 [Stakeholders Relationship (Shareholder's/Investor's Grievance) Committee]	4 members were present.	18.05.2017	

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

Company Secretary

V. Related Party Transactions					
Subject	Compliance status (Yes/No/NA) refer note below				
Whether prior approval of audit committee obtained	YES				
Whether shareholder approval obtained for material RPT	N.A.				
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	YES				

Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2. If status is "No" details of non-compliance may be given here.

VI. Affirmations

- 1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities)
- 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

Name & Designation

Payal M. Puri Company Secretary

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

ANNEXURE III

Format to be submitted by listed entity at the end of 6 months after end of financial year alongwith second quarter report of next financial year

I Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on Website	46(2)	YES
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	YES
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	YES
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	YES

Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

Jay-

Payal M. Puri Company Secretary



Date: 16th January, 2018

To, Mr. Nitin Pujari BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai 400 001

Scrip Code: 500187

Sub: Application under Regulation 37 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Composite Scheme of Arrangement, under Sections 230 to 232 of the Companies Act, 2013 read with Section 66 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, amongst HSIL Limited, Somany Home Innovation Limited, Brilloca Limited and their respective Shareholders and Creditors.

Dear Sir,

This is in reference to application no. 70255 for application under Regulation 37 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 filled on 23rd November, 2017

With regard to your query letter, whereby you have sought further information/ documents to process our application for seeking 'no-objection' to the Composite Scheme of Arrangement.

In this regard please note the following:

- 1. updated share capital details in the interface for HSIL Ltd & Somany Home Innovation Limited is not in sync with the Post Shareholding Figures of the two Companies. Also to update correct new shared issued & post scheme shareholding figures Somany Home Innovation Limited in the interface. Also update Share Capital Details under individual tabs for the Company .Also update consideration part.
 - Details are updated in the interface for HSIL Ltd.
- 2. Submit Valuation report as per SEBI format .Format shared via email. We have already submitted the Valuation Report as per SEBI format.
- 3. Submit shareholding without Pan pre/post for all three Companies. As discussed, we have already filed this.

HSIL Limited
(An ISO 9001 14001 OHSAS 18001 Certified Company,

Corporate Office: 301-302, Ill^{ed} 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+91-33-22487406/07, F+91-33-22487045

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

CE



















Company Secretary

India's most awarded & certified bathroom products company

4. Audited financials of the transferee/resulting and transferor/demerged companies for the last 3 financial years (financials not being more than 6 months old) as per Annexure I. Please note that for existing Listed Company, provide the last Annual Report and the audited / unaudited financials of the latest quarter (were it is due) accompanied mandatorily by the Limited Review Report of the auditor :Submit Sep,2017 ended results alongwith Limited Review Report for HSIL & also update Annexure I accordingly.

As requested, Financial Results for quarter ended 30th September, 2017 are attached along with limited review report as Annexure A.

- 5. Quarterly compliance Report on Corporate Governance as per Regulation 27 (2)(a) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as per Annexure II:Submit report without Pan.

 As discussed, we have already filed this.
- 6. In Annexure V, Include details of HSIL alongwith other two Companies for Capital Post Scheme, Name of the Shareholders & Pan, Names of the Board of Directors & Number of shareholders. Annexure V should contain details of all the three Companies together.

As requested, revised Annexure V is attached.

- 7. Net worth certificate of HSIL not submitted.
 As requested, Net Worth Certificate is attached as Annexure B.
- 8. Undertaking that the transferee entity will not issue/reissue shares not covered under the draft scheme.

 As requested, undertaking is attached as Annexure C.
- 9. Undertaking that as on date of application there are no outstanding warrants/instruments/agreements which give right to any person to take the equity shares in the transferee entity at any future date.

 As requested, undertaking is attached as Annexure D.
- 10. Details of Directors and Promoters of the Companies involved in the scheme. As requested, details are attached as Annexure E.

Thankyou,

For HSIL Limited

Name: Payal M Puri

Designation: Company Secretary



Date: 16 January 2018 Place: Gurugram

The financial details and capital evolution of the demerged company for the previous 3 years as per the audited statement of Accounts:

Name of the Company: HSIL Limited

(Rs. in Crores)

	6 Months Limited Reviewed #	As per last Audited Financial Year#	1 year prior to the last Audited Financial Year*	2 years prior to the last Audited Financial Year*
	30.09.2017	2016-17	2015-16	2014-15
Equity Paid up Capital	14.46	14.46	14.46	14.46
Reserves and surplus (excluding Business Reconstruction Reserve and Fair value of equity Instruments)	1120.28	1119.56	1080.36	998.56
Carry forward losses	-	1.5	-	
Net Worth	1134.74	1134.02	1094.82	1013.02
Miscellaneous Expenditure	9 <u>=</u>	-	-	-
Secured Loans	578.99	637.16	406.08	560.63
Unsecured Loans	344.34	295.86	198.06	190.79
Fixed Assets (including CWIP)	1747.28	1658.69	1556.30	1593.08
Income from Operations	1047.97	2229.90	1944.30	1857.02
Total Income	1050.33	2234.45	1948.16	1860.63
Total Expenditure	998.45	2084.79	1763.19	1708.38
Profit before Tax	51.88	149.66	184.97	152.25
Profit after Tax	35.26	103.01	116.70	104.15
Other comprehensive income (net of tax)	0.27	2.54	-	(H)
Total comprehensive income	35.53	105.55	116.70	104.15
Cash profit (after current tax but before depreciation)	84.59	211.60	227.99	214.74
EPS	4.88	14.25	16.14	15.70
Book value (net worth/no. of equity shares)	156.96	156.86	151.44	140.12

Figures are based on audited financial statements prepared in accordance with Indian Accounting Standards specified under section 133 of the Companies Act, 2013.

* Figures are based on audited financial statements prepared in accordance with Accounting Standards specified under section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rule, 2014 (as amended)

HSIL Limited

(An ISO 9001 14001 OHSAS 18001 Certified Company) CIN: L51433WB1960PLC024539

Registered Office:

2, Red Cross Place,

Kolkata, West Bengal - 700 001 India.

T+91-33-2248 7406 / 07, Fax: +91-33-2248 7045

Corporate Office:

301-302, Illrd Floor Park Centra, Sector-30, NH-8, Gurgaon - 122 001 India, T+91-124-477 9200, Fax +91-124-429 2898 / 99

www.hindwarehomes.com





Sultania

Director



HSIL LIMITED

REGD. OFFICE: 2, RED CROSS PLACE, KOLKATA-700 001

Website: www.hindwarehomes.com CIN: L51433WB1960PLC024539

PART I STATEMENT OF STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND HALF YEAR ENDED 30 SEPTEMBER 2017

	Particulars	3 months ended 30 September 2017 (Unaudited)	Preceding 3 months ended 30 June 2017 (Unaudited)	Corresponding 3 months ended in the previous year 30 September 2016 (Unaudited)	Year to date figure for current period ended 30 September 2017 (Unaudited)	Year to date figure for previous period ended 30 September 2016 (Unaudited)	(Rs. in crore) Year ended 31 March 2017 (Audited)
T	Revenue from operations (refer note 5 below)	532.55	515.42	532.29	1,047.97	1,050.19	2,229.90
II	Other income	1.57	0.79	1.29	2.36	2.59	4.55
Ш	Total Income (I+II)	534.12	516.21	533.58	1,050.33	1,052.78	2,234.45
IV	Expenses a) Cost of materials consumed	103.84	92.77	05.15	186.61	188.14	370.59
	b) Purchases of stock-in-trade	138.79	82.77 108.37	96.16 124.06	247.16	213.02	439.40
	c) Changes in inventories of finished goods, stock-in-trade and work-in-	man flori		0		1000000 000000	
	progress	(41.36)	(15.72)	(31.94)	(57.08)	(28.08)	(6.48)
	d) Excise duty	N E	35.00	36.50	35.00	74.89	154.92
	e) Employee benefits expense	79.22	68.40	65.83	147.62	131.50	286.33
	f) Finance cost g) Depreciation and amortization expense	12.16 26.94	10.45 26.16	7.43 29.17	22.61 53.10	16.39 57.34	33.36 110.83
	h) Power and fuel	65.41	64.42	57.65	129.83	114.04	245.29
	I) Other expenses	114.54	119.06	104.98	233.60	209.92	450.55
	Total expenses (IV)	499.54	498.91	489.84	998.45	977.16	2,084.79
V	Profit before exceptional items and tax (III-IV) Exceptional Item	34.58	17.30	43.74	51.88	75.62	149.66
	- Provision for impairment of Investments	2,11	f and s		2.11		
	- Less: Transfer from business reconstruction reserve(refer note 4 below)	(2.11)			(2.11)		
VII	Profit before tax (V-VI)	34.58	17.30	43.74	51.88	75.62	149.66
VIII	Tax expense	34,36	17.30	43.74	31.00	75.02	143.00
	a) Current tax	12.77	7.62	25.47	20.39	38.70	48.89
	b) Deferred tax charge/(benefit)	(1.69)	(2.08)	(10.27)	(3.77)	(12.79)	(2.25)
IV	Tax expenses (VIII)	11.08	5,54	15.20	16.62	25.91	46.64
X X	Profit for the period (VII - VIII) Other comprehensive income (net of tax)	23.50	11.76	28.54	35.26	49.71	103.02
girl	(A)(i) Items that will not be reclassified to profit or loss	0.21	0.20	(0.32)	0.41	1.75	3.10
	(ii) Income tax relating to items that will not be reclassified to profit or	(0.07)	(0.07)	0.11	(0.14)	(0.33)	(0.56)
	loss	()	(0.07)	0,12	(5.2.1)	(0,00)	(0.50)
	(B)(i) Items that will be reclassified to profit or loss						
	(ii) Income tax relating to items that will be reclassified to profit or loss			-			-
VI	Total other comprehensive income (X)	0.14	0.13	(0.21)	0.27	1.42	2.54
XII	Total comprehensive income for the period (IX+X) Earnings before interest, depreciation, tax and amortization (EBIDTA)	23.64 73.68	11.89 53.91	28.33 80.34	35.53 127.59	51.13 149.35	105.56 293.85
XIII	Paid-up equity share capital (face value Rs.2/- per share)	14.46	14.46	14.46	14.46	14.46	14.46
XIV	Other equity (excluding revaluation reserve)						1,119.56
ΧV	Earnings per share : (of Rs. 2/- each) (not annualized)						
	(a) Basic (Rs.) (b) Diluted (Rs.)	3.25 3.25	1.63 1.63	3.95 3.95	4.88 4.88	6.88 6.88	14.25 14.25
	(1-1-maria (m))	5,25	2103	5.55	4.00	0.00	14.23
	PART II						(Rs. in crore)
-	Segment wise revenue, results, assets and liabilities	-		Corresponding			
	Particulars	3 months ended 30 September 2017 (Unaudited)	Preceding 3 months ended 30 June 2017	3 months ended in the previous year 30 September	Year to date figure for current period ended 30	Year to date figure for previous period	Year ended 31 March 2017
1		(Onadaltea)	(Unaudited)	2016 (Unaudited)	September 2017 (Unaudited)	ended 30 September 2016 (Unaudited)	(Audited)
	Segment revenue from operation (refer note 5 below):		1	(Unaudited)	September 2017 (Unaudited)	September 2016 (Unaudited)	(Audited)
	a) Building products	258.28	232.89	(Unaudited) 257.91	September 2017 (Unaudited) 491.17	September 2016 (Unaudited) 488.07	(Audited) 1,037.65
	a) Building products b) Packaging products	258.28 201.69	232.89 217.93	(Unaudited) 257.91 223.75	September 2017 (Unaudited) 491.17 419.62	September 2016 (Unaudited) 488.07 470.10	(Audited) 1,037.65 969.06
	a) Building products	258.28	232.89	(Unaudited) 257.91	September 2017 (Unaudited) 491.17	September 2016 (Unaudited) 488.07	(Audited) 1,037.65 969.06 127.70
	a) Building products b) Packaging products c) Consumer products d) Retail business e) Others	258.28 201.69 54.60 25.08 0.63	232.89 217.93 40.65 23.83 0.68	(Unaudited) 257.91 223.75 28.26 22.41 0.76	September 2017 (Unaudited) 491.17 419.62 95.25 48.91 1.31	September 2016 (Unaudited) 488.07 470.10 49.62 41.95 1.54	(Audited) 1,037.65 969.06 127.70 95.83
	a) Building products b) Packaging products c) Consumer products d) Retail business e) Others Total	258.28 201.69 54.60 25.08 0.63	232.89 217.93 40.65 23.83 0.68 515.98	(Unaudited) 257.91 223.75 28.26 22.41 0.76 533.09	September 2017 (Unaudited) 491.17 419.62 95.25 48.91 1.31 1,056.26	September 2016 (Unaudited) 488.07 470.10 49.62 41.95 1.54 1,051.28	1,037.65 969.06 127.70 95.83 1.79 2,232.03
	a) Building products b) Packaging products c) Consumer products d) Retail business e) Others Total Less: Inter segment revenue	258.28 201.69 54.60 25.08 0.63 540.28	232.89 217.93 40.65 23.83 0.68 515.98	(Unaudited) 257.91 223.75 28.26 22.41 0.76 533.09 0.80	September 2017 (Unaudited) 491.17 419.62 95.25 48.91 1.31 1,056.26 8.29	September 2016 (Unaudited) 488.07 470.10 49.62 41.95 1.54 1,051.28	(Audited) 1,037.65 969.06 127.70 95.83 1.79 2,232.03
	a) Building products b) Packaging products c) Consumer products d) Retail business e) Others Total	258.28 201.69 54.60 25.08 0.63	232.89 217.93 40.65 23.83 0.68 515.98	(Unaudited) 257.91 223.75 28.26 22.41 0.76 533.09	September 2017 (Unaudited) 491.17 419.62 95.25 48.91 1.31 1,056.26	September 2016 (Unaudited) 488.07 470.10 49.62 41.95 1.54 1,051.28	(Audited) 1,037.65 969.06 127.70 95.83 1.79 2,232.03
2	a) Building products b) Packaging products c) Consumer products d) Retail business e) Others Total Less: Inter segment revenue Total income from operations Segment results: Profit(+)/ loss(-) {before tax and interest from each segment)	258.28 201.69 54.60 25.08 0.63 540.28	232.89 217.93 40.65 23.83 0.68 515.98	(Unaudited) 257.91 223.75 28.26 22.41 0.76 533.09 0.80	September 2017 (Unaudited) 491.17 419.62 95.25 48.91 1.31 1,056.26 8.29 1,047.97	September 2016 (Unaudited) 488.07 470.10 49.62 41.95 1.54 1,051.28 1.09 1,050.19	(Audited) 1,037.65 969.06 127.70 95.83 1.79 2,232.03
2	a) Building products b) Packaging products c) Consumer products d) Retail business e) Others Total Less: Inter segment revenue Total Income from operations Segment results: Profit(+)/ loss(-) (before tax and Interest from each segment) a) Building products	258.28 201.69 54.60 25.08 0.63 540.28 7.73 532.55	232.89 217.93 40.65 23.83 0.68 515.98 0.56 515.42	(Unaudited) 257.91 223.75 28.26 22.41 0.76 533.09 0.80 532.29	September 2017 (Unaudited) 491.17 419.62 95.25 48.91 1.31 1,056.26 8.29 1,047.97	September 2016 (Unaudited) 488.07 470.10 49.62 41.95 1.54 1,051.28 1.09 1,050.19	1,037.65 969.06 127.70 95.83 1.75 2,232.03 2.13 2,229.90
2	a) Building products b) Packaging products c) Consumer products d) Retail business e) Others Total Less: Inter segment revenue Total income from operations Segment results: Profit(+)/ loss(-) {before tax and Interest from each segment) a) Building products b) Packaging products	258.28 201.69 54.60 25.08 0.63 540.28 7.73 532.55	232.89 217.93 40.65 23.83 0.68 515.98 0.56 515.42	(Unaudited) 257.91 223.75 28.26 22.41 0.76 533.09 0.80 532.29 45.70 24.62	September 2017 (Unaudited) 491.17 419.62 95.25 48.91 1.31 1,056.26 8.29 1,047.97	September 2016 (Unaudited) 488.07 470.10 49.62 41.95 1.54 1,051.28 1.09 1,050.19 79.99 50.31	(Audited) 1,037.65 969.06 127.70 95.83 1.79 2,232.03 2.13 2,229.90
2	a) Building products b) Packaging products c) Consumer products d) Retail business e) Others Total Less: Inter segment revenue Total income from operations Segment results: Profit(+)/ loss(-) {before tax and Interest from each segment} a) Building products b) Packaging products c) Consumer products	258.28 201.69 54.60 25.08 0.63 540.28 7.73 532.55	232.89 217.93 40.65 23.83 0.68 515.98 0.56 515.42	(Unaudited) 257.91 223.75 28.26 22.41 0.76 533.09 0.80 532.29 45.70 24.62 (5.51)	September 2017 (Unaudited) 491.17 419.62 95.25 48.91 1.31 1,056.26 8.29 1,047.97 80.71 31.36 (13.63)	September 2016 (Unaudited) 488.07 470.10 49.62 41.95 1.54 1,051.28 1.09 1,050.19 - 79.99 50.31 (8.06)	(Audited) 1,037.65 969.06 127.70 95.83 1.79 2,232.03 2.13 2,229.90 165.23 99.43 (24.33)
2	a) Building products b) Packaging products c) Consumer products d) Retail business e) Others Total Less: Inter segment revenue Total income from operations Segment results: Profit(+)/ loss(-) {before tax and Interest from each segment) a) Building products b) Packaging products	258.28 201.69 54.60 25.08 0.63 540.28 7.73 532.55	232.89 217.93 40.65 23.83 0.68 515.98 0.56 515.42	(Unaudited) 257.91 223.75 28.26 22.41 0.76 533.09 0.80 532.29 45.70 24.62	September 2017 (Unaudited) 491.17 419.62 95.25 48.91 1.31 1,056.26 8.29 1,047.97	September 2016 (Unaudited) 488.07 470.10 49.62 41.95 1.54 1,051.28 1.09 1,050.19 79.99 50.31	(Audited) 1,037.65 969.06 127.76 95.83 1.79 2,232.03 2.13 2,229.90 165.23 99.43 (24.33) (14.81)
2	a) Building products b) Packaging products c) Consumer products d) Retail business e) Others Total Less: Inter segment revenue Total Income from operations Segment results: Profit(+)/ loss(-) (before tax and Interest from each segment) a) Building products b) Packaging products c) Consumer products d) Retail business e) Others Total profit before unallocable expenditure	258.28 201.69 54.60 25.08 0.63 540.28 7.73 532.55 49.66 15.05 (4.32) (3.68) 0.40	232.89 217.93 40.65 23.83 0.68 515.98 0.56 515.42 31.05 16.31 (9.31) (2.84) 0.46	(Unaudited) 257.91 223.75 28.26 22.41 0.76 533.09 0.80 532.29 45.70 24.62 (5.51) (3.29) 0.54 62.06	September 2017 (Unaudited) 491.17 419.62 95.25 48.91 1.31 1,056.26 8.29 1,047.97 80.71 31.36 (13.63) (6.52) 0.86 92.78	September 2016 (Unaudited) 488.07 470.10 49.62 41.95 1.54 1,051.28 1.09 1,050.19 79.99 50.31 (8.06) (10.01) 1.11 113.34	(Audited) 1,037.65 969.06 127.70 95.83 1.79 2,232.03 2.13 2,229.90 165.23 99.43 (24.33) (14.81) 0.94 226.46
2	a) Building products b) Packaging products c) Consumer products d) Retail business e) Others Total Less: Inter segment revenue Total income from operations Segment results: Profit(+)/ loss(-) (before tax and interest from each segment) a) Building products b) Packaging products c) Consumer products d) Retail business e) Others Total profit before unallocable expenditure Less: i) Finance costs	258.28 201.69 54.60 25.08 0.63 540.28 7.73 532.55 49.66 15.05 (4.32) (3.68) 0.40 57.11	232.89 217.93 40.65 23.83 0.68 515.98 0.56 515.42 31.05 16.31 (9.31) (2.84) 0.46 35.67	(Unaudited) 257.91 223.75 28.26 22.41 0.76 533.09 0.80 532.29 45.70 24.62 (5.51) (3.29) 0.54 62.06 7.43	September 2017 (Unaudited) 491.17 419.62 95.25 48.91 1.31 1,056.26 8.29 1,047.97 80.71 31.36 (13.63) (6.52) 0.86 92.78 22.61	September 2016 (Unaudited) 488.07 470.10 49.62 41.95 1.54 1,051.28 1.09 1,050.19 79.99 50.31 (8.06) (10.01) 1.11 113.34 16.39	(Audited) 1,037.65 969.06 127.70 95.83 1.79 2,232.03 2.13 2,229.90 165.23 99.43 (24.33) (14.81) 0.944 226.44
2	a) Building products b) Packaging products c) Consumer products d) Retail business e) Others Total Less: Inter segment revenue Total income from operations Segment results: Profit(+)/ loss(-) {before tax and interest from each segment) a) Building products b) Packaging products c) Consumer products d) Retail business e) Others Total profit before unallocable expenditure Less: i) Finance costs ii)Other un-allocable expenditure net off un-allocable income	258.28 201.69 54.60 25.08 0.63 540.28 7.73 532.55 49.66 15.05 (4.32) (3.68) 0.40 57.11 12.16	232.89 217.93 40.65 23.83 0.68 515.98 0.56 515.42 31.05 16.31 (9.31) (2.84) 0.46 35.67 10.45 7.92	(Unaudited) 257.91 223.75 28.26 22.41 0.76 533.09 0.80 532.29 45.70 24.62 (5.51) (3.29) 0.54 62.06 7.43 10.89	September 2017 (Unaudited) 491.17 419.62 95.25 48.91 1.31 1,056.26 8.029 1,047.97 80.71 31.36 (13.63) (6.52) 0.86 92.78 22.61 18.29	September 2016 (Unaudited) 488.07 470.10 49.62 41.95 1.54 1,051.28 1.09 1,050.19 79.99 50.31 (8.06) (10.01) 1.11 113.34 16.39 21.33	(Audited) 1,037.65 969.06 127.76 95.83 1.79 2,232.03 2.13 2,229.90 165.23 99.43 (24.33) (14.81) 0.94 226.46 33.36 43.44
2	a) Building products b) Packaging products c) Consumer products d) Retail business e) Others Total Less: Inter segment revenue Total income from operations Segment results: Profit(+)/ loss(-) (before tax and interest from each segment) a) Building products b) Packaging products c) Consumer products d) Retail business e) Others Total profit before unallocable expenditure Less: i) Finance costs	258.28 201.69 54.60 25.08 0.63 540.28 7.73 532.55 49.66 15.05 (4.32) (3.68) 0.40 57.11 12.16 10.37	232.89 217.93 40.65 23.83 0.68 515.98 0.56 515.42 31.05 16.31 (9.31) (2.84) 0.46 35.67	(Unaudited) 257.91 223.75 28.26 22.41 0.76 533.09 0.80 532.29 45.70 24.62 (5.51) (3.29) 0.54 62.06 7.43	September 2017 (Unaudited) 491.17 419.62 95.25 48.91 1.31 1,056.26 8.29 1,047.97 80.71 31.36 (13.63) (6.52) 0.86 92.78 22.61	September 2016 (Unaudited) 488.07 470.10 49.62 41.95 1.54 1,051.28 1.09 1,050.19 79.99 50.31 (8.06) (10.01) 1.11 113.34 16.39	(Audited) 1,037.65 969.06 127.7(95.85 1.75 2,232.03 2.15 2,229.90 165.25 99.45 (24.93) (14.81) 0.94 226.46 33.33 43.44
	a) Building products b) Packaging products c) Consumer products d) Retail business e) Others Total Less: Inter segment revenue Total income from operations Segment results: Profit(+)/ loss(-) (before tax and interest from each segment) a) Building products b) Packaging products c) Consumer products d) Retail business e) Others Total profit before unallocable expenditure Less: i) Finance costs ii) Other un-allocable expenditure net off un-allocable income Total Profit before tax Segment assets a) Building products	258.28 201.69 54.60 25.08 0.63 540.28 7.73 532.55 49.66 15.05 (4.32) (3.68) 0.40 57.11 12.16 10.37 34.58	232.89 217.93 40.65 23.83 0.68 515.98 0.56 515.42 31.05 16.31 (9.31) (2.84) 0.46 35.67 10.45 7.92 17.30	(Unaudited) 257.91 223.75 28.26 22.41 0.76 533.09 0.80 532.29 45.70 24.62 (5.51) (3.29) 0.54 62.06 7.43 10.89 43.74	September 2017 (Unaudited) 491.17 419.62 95.25 48.91 1.31 1,056.26 8.29 1,047.97 80.71 31.36 (13.63) (6.52) 0.86 92.78 22.61 18.29 51.88	September 2016 (Unaudited) 488.07 470.10 49.62 41.95 1.54 1,051.28 1,050.19 79.99 50.31 (8.06) (10.01) 1.11 113.34 16.39 21.33 75.62	(Audited) 1,037.65 969.06 127.77 95.83 1.75 2,232.03 2.13 2,229.96 165.25 99.44 (24.33) (14.81) 0.94 226.44 33.36 43.44 149.66
	a) Building products b) Packaging products c) Consumer products d) Retail business e) Others Total Less: Inter segment revenue Total income from operations Segment results: Profit(+)/ loss(-) {before tax and interest from each segment) a) Building products b) Packaging products c) Consumer products d) Retail business e) Others Total profit before unallocable expenditure Less: i) Finance costs ii) Other un-allocable expenditure net off un-allocable income Total Profit before tax Segment assets a) Building products b) Packaging products b) Packaging products	258.28 201.69 54.60 25.08 0.63 540.28 7.73 532.55 49.66 15.05 (4.32) (3.68) 0.40 57.11 12.16 10.37 34.58	232.89 217.93 40.65 23.83 0.68 515.98 0.56 515.42 31.05 16.31 (9.31) (2.84) 0.46 35.67 10.45 7.92 17.30	(Unaudited) 257.91 223.75 28.26 22.41 0.76 533.09 0.80 532.29 45.70 24.62 (5.51) (3.29) 0.54 62.06 7.43 10.89 43.74	September 2017 (Unaudited) 491.17 419.62 95.25 48.91 1.31 1,055.26 8.29 1,047.97 80.71 31.36 (13.63) (6.52) 0.86 92.78 22.61 18.29 51.88 1,346.08 1,372.12	September 2016 (Unaudited) 488.07 470.10 49.62 41.95 1.54 1,051.28 1.09 1,050.19 79.99 50.31 (8.06) (10.01) 1.11 113.34 16.39 21.33 75.62 1,154.31 1,330.36	(Audited) 1,037.65 969.06 127.77 95.85 1.79 2,232.03 2.12 2,229.90 165.22 99.45 (24.93) (14.81) 0.94 226.46 33.36 43.44 149.66
	a) Building products b) Packaging products c) Consumer products d) Retail business e) Others Total Less: Inter segment revenue Total income from operations Segment results: Profit(+)/ loss(-) (before tax and Interest from each segment) a) Building products b) Packaging products c) Consumer products d) Retail business e) Others Total profit before unallocable expenditure Less: i) Finance costs ii) Other un-allocable expenditure net off un-allocable income Total Profit before tax Segment assets a) Building products b) Packaging products c) Consumer products	258.28 201.69 54.60 25.08 0.63 540.28 7.73 532.55 49.66 15.05 (4.32) (3.68) 0.40 57.11 12.16 10.37 34.58	232.89 217.93 40.65 23.83 0.68 515.98 0.56 515.42 31.05 16.31 (9.31) (2.84) 0.46 35.67 10.45 7.92 17.30	(Unaudited) 257.91 223.75 28.26 22.41 0.76 533.09 0.80 532.29 45.70 24.62 (5.51) (3.29) 0.54 62.06 7.43 10.89 43.74 1,154.31 1,330.36 68.63	September 2017 (Unaudited) 491.17 419.62 95.25 48.91 1.31 1,056.26 8.29 1,047.97 80.71 31.36 (13.63) (6.52) 0.86 92.78 22.61 18.29 51.88	September 2016 (Unaudited) 488.07 470.10 49.62 41.95 1.54 1,051.28 1.09 1,050.19 79.99 50.31 (8.06) (10.01) 1.11 113.34 16.39 21.33 75.62	(Audited) 1,037.65 969.06 127.76 95.85 1.77 2,232.05 2.11 2,229.96 165.22 99.45 (24.33 (14.81 0.94 226.44 33.36 43.44 149.66 1,181.48 1,485.77 113.59
	a) Building products b) Packaging products c) Consumer products d) Retail business e) Others Total Less: Inter segment revenue Total Income from operations Segment results: Profit(+)/ loss(-) (before tax and Interest from each segment) a) Building products b) Packaging products c) Consumer products d) Retail business e) Others Total profit before unallocable expenditure Less: i) Finance costs ii) Other un-allocable expenditure net off un-allocable income Total Profit before tax Segment assets a) Building products b) Packaging products c) Consumer products d) Retail business	258.28 201.69 54.60 25.08 0.63 540.28 7.73 532.55 49.66 15.05 (4.32) (3.68) 0.40 57.11 12.16 10.37 34.58 1,346.08 1,372.12 151.46	232.89 217.93 40.65 23.83 0.68 515.98 0.56 515.42 31.05 16.31 (9.31) (2.84) 0.46 35.67 10.45 7.92 17.30 1,217.41 1,389.43 102.57 43.74	(Unaudited) 257.91 223.75 28.26 22.41 0.76 533.09 0.80 532.29 45.70 24.62 (5.51) (3.29) 0.54 62.06 7.43 10.89 43.74 1,154.31 1,330.36 68.63 53.99	September 2017 (Unaudited) 491.17 419.62 95.25 48.91 1.31 1,056.26 8.29 1,047.97 80.71 31.36 (13.63) (6.52) 0.86 92.78 22.61 18.29 51.88 1,346.08 1,372.12 151.46 55.61	September 2016 (Unaudited) 488.07 470.10 49.62 41.95 1.54 1,051.28 1.09 1,050.19 79.99 50.31 (8.06) (10.01) 1.11 113.34 16.39 21.33 75.62 1,154.31 1,330.36 68.63 53.99	(Audited) 1,037.6i 969.0i 127.7i 95.8i 1.7i 2,232.0i 2.1i 2,229.9i 165.2i 99.4i (24.33 (14.81 0.9- 226.4i 33.3i 43.4i 149.6i 1,181.4i 1,485.7i 113.5i 46.2i
	a) Building products b) Packaging products c) Consumer products d) Retail business e) Others Total Less: Inter segment revenue Total income from operations Segment results: Profit(+)/ loss(-) (before tax and interest from each segment) a) Building products b) Packaging products c) Consumer products d) Retail business e) Others Total profit before unallocable expenditure Less: i) Finance costs ii) Other un-allocable expenditure net off un-allocable income Total Profit before tax Segment assets a) Building products b) Packaging products b) Packaging products c) Consumer products d) Retail business e) Others	258.28 201.69 54.60 25.08 0.63 540.28 7.73 532.55 49.66 15.05 (4.32) (3.68) 0.40 57.11 12.16 10.37 34.58	232.89 217.93 40.65 23.83 0.68 515.98 0.56 515.42 31.05 16.31 (9.31) (2.84) 0.46 35.67 10.45 7.92 17.30	(Unaudited) 257.91 223.75 28.26 22.41 0.76 533.09 0.80 532.29 45.70 24.62 (5.51) (3.29) 0.54 62.06 7.43 10.89 43.74 1,154.31 1,330.36 68.63	September 2017 (Unaudited) 491.17 419.62 95.25 48.91 1.31 1,056.26 8.29 1,047.97 80.71 31.36 (13.63) (6.52) 0.86 92.78 22.61 18.29 51.88	September 2016 (Unaudited) 488.07 470.10 49.62 41.95 1.54 1,051.28 1.09 1,050.19 79.99 50.31 (8.06) (10.01) 1.11 113.34 16.39 21.33 75.62	(Audited) 1,037.6: 969.0: 127.7' 95.8: 1.79 2,232.0: 2.1: 2,229.9: 165.2: 99.4: (24.33 (14.81 0.94 226.4: 33.3: 43.4. 149.6: 1,181.4: 1,485.7' 113.5: 46.2(6.7'
	a) Building products b) Packaging products c) Consumer products d) Retail business e) Others Total Less: Inter segment revenue Total income from operations Segment results: Profit(+)/ loss(-) (before tax and interest from each segment) a) Building products b) Packaging products c) Consumer products d) Retail business e) Others Total profit before unallocable expenditure Less: i) Finance costs ii) Other un-allocable expenditure net off un-allocable income Total Profit before tax Segment assets a) Building products b) Packaging products c) Consumer products d) Retail business e) Others f) Unallocated Total	258.28 201.69 54.60 25.08 0.63 540.28 7.73 532.55 49.66 15.05 (4.32) (3.68) 0.40 57.11 12.16 10.37 34.58 1,346.08 1,372.12 151.46 55.61 7.53	232.89 217.93 40.65 23.83 0.68 515.98 0.56 515.42 31.05 16.31 (9.31) (2.84) 0.46 35.67 10.45 7.92 17.30 1,217.41 1,389.43 102.57 43.74 7.11	(Unaudited) 257.91 223.75 28.26 22.41 0.76 533.09 0.80 532.29 45.70 24.62 (5.51) (3.29) 0.54 62.06 7.43 10.89 43.74 1,154.31 1,330.36 68.63 53.99 8.52	September 2017 (Unaudited) 491.17 419.62 95.25 48.91 1.31 1,056.26 8.29 1,047.97 80.71 31.36 (13.63) (6.52) 0.86 92.78 22.61 18.29 51.88 1,346.08 1,372.12 151.46 55.61 7.53	September 2016 (Unaudited) 488.07 470.10 49.62 41.95 1.54 1,051.88 1.09 1,050.19 79.99 50.31 (8.06) (10.01) 1.11 113.34 16.39 21.33 75.62 1,154.31 1,330.36 68.63 53.99 8.52	(Audited) 1,037.65 969.06 127.77 95.85 1.79 2,232.05 2.11 2,229.96 165.22 99.43 (24.33 (14.81 0.99 226.46 33.34 43.44 149.66 1,181.48 1,485.77 113.55 46.20 6.77 253.88
	a) Building products b) Packaging products c) Consumer products d) Retail business e) Others Total Less: Inter segment revenue Total Income from operations Segment results: Profit(+)/ loss(-) (before tax and Interest from each segment) a) Building products b) Packaging products c) Consumer products d) Retail business e) Others Total profit before unallocable expenditure Less: i) Finance costs ii) Other un-allocable expenditure net off un-allocable income Total Profit before tax Segment assets a) Building products b) Packaging products c) Consumer products d) Retail business e) Others f) Unallocated Total Segment liabilities	258.28 201.69 54.60 25.08 0.63 540.28 7.73 532.55 49.66 15.05 (4.32) (3.68) 0.40 57.11 12.16 10.37 34.58 1,346.08 1,372.12 151.46 55.61 7.53 161.10 3,093.90	232.89 217.93 40.65 23.83 0.68 515.98 0.56 515.42 31.05 16.31 (9.31) (2.84) 0.46 35.67 10.45 7.92 17.30 1,217.41 1,389.43 102.57 43.74 7.11 165.39 2,925.65	(Unaudited) 257.91 223.75 28.26 22.41 0.76 533.09 0.80 532.29 45.70 24.62 (5.51) (3.29) 0.54 62.06 7.43 10.89 43.74 1,154.31 1,330.36 68.63 53.99 8.52 94.81 2,710.62	September 2017 (Unaudited) 491.17 419.62 95.25 48.91 1.31 1,056.26 8.29 1,047.97 80.71 31.36 (13.63) (6.52) 0.86 92.78 22.61 18.29 51.88 1,346.08 1,372.12 151.46 55.61 7.53 161.10 3,093.90	September 2016 (Unaudited) 488.07 470.10 49.62 41.95 1.54 1,051.28 1.09 1,050.19 79.99 50.31 (8.06) (10.01) 1.11 113.34 16.39 21.33 75.62 1,154.31 1,330.36 68.63 53.99 8.52 94.81 2,710.62	(Audited) 1,037.65 969.06 127.76 95.88 1.79 2,232.05 2.13 2,229.96 165.25 99.45 (24.33 (14.81 0.99 226.46 33.36 43.44 149.66 1,181.45 1,485.77 113.55 46.26 6,77 253.88 3,087.65
	a) Building products b) Packaging products c) Consumer products d) Retail business e) Others Total Less: Inter segment revenue Total income from operations Segment results: Profit(+)/ loss(-) (before tax and interest from each segment) a) Building products b) Packaging products c) Consumer products d) Retail business e) Others Total profit before unallocable expenditure Less: i) Finance costs ii) Other un-allocable expenditure net off un-allocable income Total Profit before tax Segment assets a) Building products b) Packaging products c) Consumer products d) Retail business e) Others f) Unallocated Total Segment liabilities a) Building products b) Packaging products c) Consumer products d) Retail business e) Others f) Unallocated Total Segment liabilities a) Building products	258.28 201.69 54.60 25.08 0.63 540.28 7.73 532.55 49.66 15.05 (4.32) (3.68) 0.40 57.11 12.16 10.37 34.58 1,346.08 1,372.12 151.46 55.61 7.53 161.10 3,093.90	232.89 217.93 40.65 23.83 0.68 515.98 0.56 515.42 31.05 16.31 (9.31) (2.84) 0.46 35.67 10.45 7.92 17.30 1,217.41 1,389.43 102.57 43.74 7.11 165.39 2,925.65	(Unaudited) 257.91 223.75 28.26 22.41 0.76 533.09 0.80 532.29 45.70 24.62 (5.51) (3.29) 0.54 62.06 7.43 10.89 43.74 1,154.31 1,330.36 68.63 53.99 8.52 94.81 2,710.62	September 2017 (Unaudited) 491.17 419.62 95.25 48.91 1.31 1,056.26 8.29 1,047.97 80.71 31.36 (13.63) (6.52) 0.86 92.78 22.61 18.29 51.88 1,346.08 1,372.12 151.46 55.61 7.53 161.10 3,093.90	September 2016 (Unaudited) 488.07 470.10 49.62 41.95 1.54 1,050.19 79.99 50.31 (8.06) (10.01) 1.11 113.34 16.39 21.33 75.62 1,154.31 1,330.36 68.63 53.99 8.52 94.81 2,710.62	(Audited) 1,037.6: 969.0: 127.7' 95.8: 1.79 2,232.0: 2.1: 2,229.9! 165.2: 99.4: (24.33 (14.81 0.94 226.4: 33.3: 43.4.4 149.6: 1,181.4: 1,485.7' 113.5: 46.2(6.77 253.8: 3,087.6:
	a) Building products b) Packaging products c) Consumer products d) Retail business e) Others Total Less: Inter segment revenue Total income from operations Segment results: Profit(+)/ loss(-) (before tax and interest from each segment) a) Building products b) Packaging products c) Consumer products d) Retail business e) Others Total profit before unallocable expenditure Less: i) Finance costs ii) Other un-allocable expenditure net off un-allocable income Total Profit before tax Segment assets a) Building products b) Packaging products c) Consumer products d) Retail business e) Others f) Unallocated Total Segment liabilities a) Building products b) Packaging products b) Packaging products b) Packaging products b) Packaging products b) Packaging products b) Packaging products b) Packaging products b) Packaging products b) Packaging products b) Packaging products b) Packaging products b) Packaging products	258.28 201.69 54.60 25.08 0.63 540.28 7.73 532.55 49.66 15.05 (4.32) (3.68) 0.40 57.11 12.16 10.37 34.58 1,346.08 1,372.12 151.46 55.61 7.53 161.10 3,093.90	232.89 217.93 40.65 23.83 0.68 515.98 0.56 515.42 31.05 16.31 (9.31) (2.84) 0.46 35.67 10.45 7.92 17.30 1,217.41 1,389.43 102.57 43.74 7.11 165.39 2,925.65	(Unaudited) 257.91 223.75 28.26 22.41 0.76 533.09 0.80 532.29 45.70 24.62 (5.51) (3.29) 0.54 62.06 7.43 10.89 43.74 1,154.31 1,330.36 68.63 53.99 8.52 94.81 2,710.62	September 2017 (Unaudited) 491.17 419.62 95.25 48.91 1.31 1,056.26 8.29 1,047.97 80.71 31.36 (13.63) (6.52) 0.86 92.78 22.61 18.29 51.88 1,346.08 1,372.12 151.46 55.61 7.53 161.10 3,093.90 656.81 843.28	September 2016 (Unaudited) 488.07 470.10 49.62 41.95 1.54 1,051.28 1.09 1,050.19 79.99 50.31 (8.06) (10.01) 1.11 113.34 16.39 21.33 75.62 1,154.31 1,330.36 68.63 53.99 8.52 94.81 2,710.62	(Audited) 1,037.65 969.06 127.77 95.83 1.79 2,232.03 2.13 2,229.90 165.23 99.43 (24.33) (14.81) 0.94 226.46 33.36 43.44 149.66 1,181.45 1,485.77 113.59 46.20 6.77 253.85 3,087.63
	a) Building products b) Packaging products c) Consumer products d) Retail business e) Others Total Less: Inter segment revenue Total income from operations Segment results: Profit(+)/ loss(-) (before tax and interest from each segment) a) Building products b) Packaging products c) Consumer products d) Retail business e) Others Total profit before unallocable expenditure Less: i) Finance costs ii) Other un-allocable expenditure net off un-allocable income Total Profit before tax Segment assets a) Building products b) Packaging products c) Consumer products d) Retail business e) Others f) Unallocated Total Segment liabilities a) Building products b) Packaging products c) Consumer products d) Retail business e) Others f) Unallocated Total Segment liabilities a) Building products	258.28 201.69 54.60 25.08 0.63 540.28 7.73 532.55 49.66 15.05 (4.32) (3.68) 0.40 57.11 12.16 10.37 34.58 1,346.08 1,372.12 151.46 55.61 7.53 161.10 3,093.90	232.89 217.93 40.65 23.83 0.68 515.98 0.56 515.42 31.05 16.31 (9.31) (2.84) 0.46 35.67 10.45 7.92 17.30 1,217.41 1,389.43 102.57 43.74 7.11 165.39 2,925.65	(Unaudited) 257.91 223.75 28.26 22.41 0.76 533.09 0.80 532.29 45.70 24.62 (5.51) (3.29) 0.54 62.06 7.43 10.89 43.74 1,154.31 1,330.36 68.63 53.99 8.52 94.81 2,710.62	September 2017 (Unaudited) 491.17 419.62 95.25 48.91 1.31 1,056.26 8.29 1,047.97 80.71 31.36 (13.63) (6.52) 0.86 92.78 22.61 18.29 51.88 1,346.08 1,372.12 151.46 55.61 7.53 161.10 3,093.90	September 2016 (Unaudited) 488.07 470.10 49.62 41.95 1.54 1,050.19 79.99 50.31 (8.06) (10.01) 1.11 113.34 16.39 21.33 75.62 1,154.31 1,330.36 68.63 53.99 8.52 94.81 2,710.62	(Audited) 1,037.65 969.06 127.77 95.85 1.79 2,232.03 2.11 2,229.90 165.22 99.45 (24.33) (14.81) 0.94 226.46 33.36 43.44 149.66 1,181.45 1,485.77 113.55 46.20 6.77 253.88 3,087.63
	a) Building products b) Packaging products c) Consumer products d) Retail business e) Others Total Less: Inter segment revenue Total income from operations Segment results: Profit(+)/ loss(-) (before tax and interest from each segment) a) Building products b) Packaging products c) Consumer products d) Retail business e) Others Total profit before unallocable expenditure Less: i) Finance costs ii) Other un-allocable expenditure net off un-allocable income Total Profit before tax Segment assets a) Building products b) Packaging products c) Consumer products d) Retail business e) Others f) Unallocated Total Segment liabilities a) Building products b) Packaging products c) Consumer products d) Retail business e) Others f) Unallocated Total Segment liabilities a) Building products b) Packaging products c) Consumer products	258.28 201.69 54.60 25.08 0.63 540.28 7.73 532.55 49.66 15.05 (4.32) (3.68) 0.40 57.11 12.16 10.37 34.58 1,346.08 1,372.12 151.46 55.61 7.53 161.10 3,093.90 656.81 843.28	232.89 217.93 40.65 23.83 0.68 515.98 0.56 515.42 31.05 16.31 (9.31) (2.84) 0.46 35.67 10.45 7.92 17.30 1,217.41 1,389.43 102.57 43.74 7.11 165.39 2,925.65 504.25 850.97 84.96	(Unaudited) 257.91 223.75 28.26 22.41 0.76 533.09 0.80 532.29 45.70 24.62 (5.51) (3.29) 0.54 62.06 7.43 10.89 43.74 1,154.31 1,330.36 68.63 53.99 8.52 94.81 2,710.62 471.15 808.40 30.21	September 2017 (Unaudited) 491.17 419.62 95.25 48.91 1.31 1,056.26 8.29 1,047.97 80.71 31.36 (13.63) (6.52) 0.86 92.78 22.61 18.29 51.88 1,346.08 1,372.12 151.46 55.61 7.53 161.10 3,093.90 656.81 843.28 120.47	September 2016 (Unaudited) 488.07 470.10 49.62 41.95 1.54 1,051.28 1.09 1,050.19 79.99 50.31 (8.06) (10.01) 1.11 113.34 16.39 21.33 75.62 1,154.31 1,330.36 68.63 53.99 8.52 94.81 2,710.62 471.15 808.40 30.21	(Audited) 1,037.65 969.06 127.70 95.83 1.79 2,232.03 2.13 2,229.90 165.23 99.43 (24.93) (14.81) 0.94 226.46 33.36 43.44 149.66 1,181.45 1,485.77 113.59 46.20 6.77 253.85 3,087.63
	a) Building products b) Packaging products c) Consumer products d) Retail business e) Others Total Less: Inter segment revenue Total Income from operations Segment results: Profit(+)/ loss(-) (before tax and Interest from each segment) a) Building products b) Packaging products c) Consumer products d) Retail business e) Others Total profit before unallocable expenditure Less: i) Finance costs ii) Other un-allocable expenditure net off un-allocable income Total Profit before tax Segment assets a) Building products b) Packaging products c) Consumer products d) Retail business e) Others f) Unallocated Total Segment liabilities a) Building products b) Packaging products c) Consumer products d) Retail business e) Others f) Unallocated Total Segment liabilities a) Building products b) Packaging products c) Consumer products d) Retail business e) Others f) Unallocated Total Segment liabilities a) Building products d) Retail business e) Others f) Unallocated Total Segment liabilities a) Building products d) Retail business e) Others f) Unallocated Total Segment liabilities a) Building products d) Retail business e) Others f) Unallocated Total	258.28 201.69 54.60 25.08 0.63 540.28 7.73 532.55 49.66 15.05 (4.32) (3.68) 0.40 57.11 12.16 10.37 34.58 1,346.08 1,372.12 151.46 55.61 7.53 161.10 3,093.90 656.81 843.28 120.47 48.87	232.89 217.93 40.65 23.83 0.68 515.98 0.56 515.42 31.05 16.31 (9.31) (2.84) 0.46 35.67 10.45 7.92 17.30 1,217.41 1,389.43 102.57 43.74 7.11 165.39 2,925.65 504.25 850.97 84.96	(Unaudited) 257.91 223.75 28.26 22.41 0.76 533.09 0.80 532.29 45.70 24.62 (5.51) (3.29) 0.54 62.06 7.43 10.89 43.74 1,154.31 1,330.36 68.63 53.99 8.52 94.81 2,710.62 471.15 808.40 30.21	September 2017 (Unaudited) 491.17 419.62 95.25 48.91 1.31 1,056.26 8.29 1,047.97 80.71 31.36 (13.63) (6.52) 0.86 92.78 22.61 18.29 51.88 1,346.08 1,372.12 151.46 55.61 7.53 161.10 3,093.90 656.81 843.28 120.47 48.87	September 2016 (Unaudited) 488.07 470.10 49.62 41.95 1.54 1,051.28 1.09 1,050.19 79.99 50.31 (8.06) (10.01) 1.11 113.34 16.39 21.33 75.62 1,154.31 1,330.36 68.63 53.99 8.52 94.81 2,710.62 471.15 808.40 30.21 35.30	(Audited) 1,037.65 969.06 127.70 95.83 1.79 2,232.03 2.13 2,229.90

CTATEMENT OF ACCEPT AND HADILITIES	Stand	alone
Particulars	As at 30 September 2017 (Unaudited)	As at 31 March 2017 (Audited)
ASSETS		
1 Non-current assets		
a) Property, plant and equipments	1,456.17	1,476.2
b) Capital work in progress	260.58	151.5
c) Goodwill	26.94	26.9
d) Other intangible assets	3.59	3.9
e) Financial assets	200000000	25,770
() Investments	32.93	35.0
ii) Loans	18.93	18.
iii) Other financial assets	13.85	0.
f) Current tax asset (net)	49.34	54.
g) Other non-current assets	137.40	114.
Total non-current assets	1,999.73	1,881.
2 Current assets		
a) Inventories	526.04	492.
b) Financial assets		
i) Investments	2	104.
ii) Trade receivables	408.40	397
	23.34	139
iii) Cash and cash equivalents	6.05	4
iv) Bank balance other than (iii) above	-	1
v) Loans	1.45	
vi) Other financial assets	128.89	
c) Other current assets	1,094.17	
Total current assets	3,093.90	
TOTAL ASSETS (A=1+2)		
B EQUITY AND LIABILITIES		
1 Equity	14.46	14
a) Equity share capital	1,434.19	
b) Other equity	1,448.65	
Total equity	1,446.02	1,450
2 Non-current llabilities		
a) Financial liabilities	376.62	339
i) Borrowings	33.02	1
ii) Other financial liabilities	9.06	
b) Provisions		2 T
c) Deferred tax liabilities (net)	204.05	
d) Other non-current liabilities	1.89	
Total non-current liabilities	624.64	592
3 Current liabilities		
a) Financial liabilities	467.0	
I) Borrowings	467.9	51.0
ii) Trade payables	212.7	0 50000
iii) Other financial liabilities	283.8	1
b) Other current liabilities	52.9	
c) Provisions	3.2	
Total current liabilities	1,020.6	
Total liabilities (2+3)	1,645.2	1,63
TOTAL EQUITY AND LIABILITIES (B=1+2+3)	3,093.9	3,08

- (1) The above results for the quarter and half year ended 30 September 2017 have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 10 November 2017.
- (2) The statutory auditors of the Company have carried out a limited review of unaudited financial results for the quarter and half year ended 30 September 2017.
- (3) The Hon'ble National Company Law Tribunal of Kolkata, West Bengal, vide its order dated 4 May 2017 approved the Composite Scheme of Arrangement (the "Scheme") between the Company and its wholly owned subsidiary Hindware Home Retail Private Limited (HHRPL), their shareholders and creditors. Pursuant to the Scheme all the properties, assets, rights, claims and obligation of the Retail Business of HHRPL (the "Demerged Undertaking") has been transferred and vested in the Company on a going concern basis with effect from the Appointed Date l.e. 1 April 2015. The impact of the Scheme had been given as business combination of entities under the common control. Accordingly, the financial information in these financial results in respect of prior periods (including earlier published results) has been restated as if the business combination had occurred from the beginning of the financial year ended 31 March 2016.
- (4) The Board has subject to necessary regulatory approvals, approved the closure of its subsidiary M/s Halis International Limited, Mauritius (HILM). This process will also involve closure of subsidiary/step down subsidiaries of HILM except M/s Queo Bathroom Innovations Limited, UK over the period of time. Accordingly the investments made in the subsidiary have been impaired by Rs.2.11 crore.
 - Further the Board has approved the utilisation of Business Reconstruction Reserve (BRR) by Rs. 2.11 crore pertaining to the impairment of investment in the Company's foreign subsidiary. The aforesaid utilisation against BRR is as per the approved Scheme of Arrangement (by Hon'ble High Court of Calcutta vide its order dated 26 March 2010).
- (5) According to the requirement of Ind AS and SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, revenue for the corresponding previous quarters ended 30 June 2017 and 30 September 2016, for the six months ended 30 September 2016 and year ended 31 March 2017 were reported inclusive of Excise Duty. The Government of India has implemented Goods and Service Tax ("GST") from 1st July 2017 replacing Excise Duty, Service Tax, and other various indirect taxes. As per Ind AS 18 the revenue for the quarter ended 30 September 2017, is reported net of GST. Had the previously reported respective period revenue (including half year ended 30 September 2017) shown net of excise duty, comparative segmentwise revenue of the Company would have been as follows:

						ina microrej	
Segment revenue from operation:	Quarter ended			Half year ended		Year ended	
	30 September 2017	30 June 2017	30 September 2016	30 September 2017	30 September 2016	31 March 2017	
a) Building products	258.28	218.21	241.98	476.49	457.74	973.42	
b) Packaging products	201.69	197.61	203.18	399.30	425.54	878.37	
c) Consumer products	54.60	40.65	28.26	95.25	49.62	127.70	
d) Retail business	25.08	23.83	22.41	48.91	41.95	95.83	
e) Others	0.63	0.68	0.76	1.31	1.54	1.79	
Total	540.28	480.98	496.59	1,021.26	976.39	2,077.11	
Less : Inter segment revenue	7.73	0.56	0.80	8.29	1.09	2.13	
Total income from operations	532.55	480.42	495.79	1/012.97	975.30	2,074.98	

(6) Previous period figures have been regrouped /re-arranged wherever considered necessary to confirm to the current quarter and half year's classification

Place: Gurugram Date: 10 November 2017

Dr. Rajendra Kumar Somany Chairman and Managing Director



12, Bhagat Singh Marg, New Delhi - 110 001, India Telephone: 91 11 23710176 / 23710177 / 23364671 / 2414

Fax : 91 11 23345168 / 23314309

E-mail : delhi@lodhaco.com

Independent Auditor's Review Report

To
The Board of Directors
HSIL Limited

1. We have reviewed the accompanying statement of unaudited standalone financial results of HSIL Limited ('the Company') for the quarter and half year ended 30th September, 2017 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Circular No. CIR/CFD/FAC/62/2016 dated 5th July 2016.

The preparation of the Statement in accordance with the recognition and measurement principle laid down in Ind AS-34, Interim Financial Reporting prescribed u/s 133 of the Companies Act,2013 read with Rule 3 of Companies (Indian Accounting Standards) Rule,2015 read with Circular No. CIR/CFD/FAC/62/2016 dated 5th July 2016 is the responsibility of the Company's management and has been approved by the Board of Directors of the Company in their meeting held on 10th Nov

,2017. Our responsibility is to issue a report on the Statement based on our review.

- 2. We conducted our review in accordance with the Standard on Review Engagement (SRE 2410) "Review of Interim financial information performed by the Independent Auditor of the Entity", issued by the Institute of The Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance about whether the financial results are free of material misstatement. A review is limited primarily to enquiries of the Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
- 3. Based on our review conducted as stated, nothing has come to our attention that causes us to believe that the statement has not been prepared in all material respects in accordance with the applicable Accounting Standards i.e. Ind AS prescribed u/s 133 of the Companies Act, 2013 read with relevant rules issued there under and other recognised accounting practices and policies generally accepted in India, and has not disclosed the information required to be disclosed in terms of regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Circular No. CIR/CFD/FAC/62/2016 dated July 5th, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.
- 4. Attention is drawn to Note 4 to the statement regarding the utilisation of the Business Reconstruction Reserve ('BRR') to the extent of Rs.2.11 crores which was created in accordance with a scheme of arrangement (the scheme) approved by Hon'ble High Court of Calcutta. During the quarter and half year ended 30 September 2017, the Company has impaired its investment in a foreign subsidiary amounting to Rs. 2.11 crores and charged the same as exceptional item to Statement of Profit and Loss Account, and withdrawn equivalent amount from BRR.



12, Bhagat Singh Marg, New Delhi - 110 001, India Telephone: 91 11 23710176 / 23710177 / 23364671 / 2414

x : 91 11 23345168 / 23314309

E-mail : delhi@lodhaco.com

The above stated Scheme permits the company to adjust expenses and/or losses identified by the Board of the Directors, which are required to be debited to the statement of profit and loss by a corresponding withdrawal from BRR, not in line with accounting treatment prescribed under the applicable accounting standard and accounting principle generally accepted in India. Had the accounting principles generally accepted in India been followed, the profit after tax (including other comprehensive income) and other equity would have been lower by Rs. 2.11 crores.

Our review report is not modified in respect of above stated matter.

5. Other matters

The unaudited standalone financial results for the quarter and half year ended 30th September, 2016 are post incorporating the results of Demerged undertaking (read with note no. 3), as certified by the management and considered by the Board of Directors, have been relied upon by us for the purpose of our review of the Statement.

For LODHA & CO.

Chartered Accountants

Firm's Registration No. 301051E

(N.K. LODHA)

Partner

M. No. 85155

Place: Gurugram

Date: 10th Nov, 2017

Brief particulars of the Demerged and Resulting Companies

Particulars	Demerged Company	Resulting Company 1 (RC-1)	Resulting Company 2 (RC-2)
Name of the company	HSIL Limited	Somany Home Innovation Limited	Brilloca Limited
Date . of Incorporation & details of name changes, if any	February, 1960 under the name Hindusthan Twyfords Limited, subsequently the name was changed to Hindustan Sanitaryware & Industries Limited with effect from 3rd May, 1969. The name Hindustan Sanitaryware & Industries Limited was further changed to HSIL LIMITED on 24th March, 2009.	incorporated on 28 th September, 2017 as	The Company was incorporated on 2 nd November, 2017 as Public Limited.
Registered Office	2, Red Cross Place, Kolkata – 700001	2, Red Cross Place, Kolkata - 700001	2, Red Cross Place, Kolkata - 700001
Name of Exchanges where securities of the company are listed	BSE Limited and National Stock Exchange of India Limited	Unlisted	Unlisted
Nature of Business	Pre Demerger: (a) branding, marketing, sales, distribution, trading, service, etc. of various building products like sanitaryware, faucets, other lifestyle products, UPVC and CPVC pipes, fittings, tiles, etc., more particularly defined hereinafter (hereinafter referred to as "Building Products Distribution and Marketing Undertaking" or "BPDM"	Pre Demerger: Since RC-1 has been incorporated recently, on 28 th September 2017, there is no business as of 10 th November 2017 Post Demerger: Branding, marketing, sales, distribution, trading, service, etc. of various consumer products like air purifiers, air coolers, kitchen appliances,	Pre Demerger: Since RC-2 has been incorporated recently, on 2 nd November 2017, there is no business as of 10 th November 2017. Post Demerger: Branding, marketing, sales, distribution, trading, service, etc. of various building products like

FOR HSIL LIMITED.

Undertaking");

- (b) branding, marketing, sales. distribution, trading, service, etc. of various consumer products like air purifiers, coolers, air kitchen appliances, water heaters, exhaust fans, water purifiers etc., more particularly defined hereinafter (hereinafter referred to "Consumer **Products** Distribution and Marketing Undertaking" or "CPDM Undertaking");
- business, (c) retail consisting of branding, marketing, sales. distribution, trading, service, etc. of furniture, furnishings, home décor, etc., more particularly defined hereinafter (hereinafter referred to "Retail as Undertaking");
- (d) manufacturing of building products like sanitaryware, faucets, UPVC and CPVC pipes, fittings, etc. (hereinafter referred to as "Building Products
 Manufacturing
 Undertaking" or "BPM Undertaking");
- (e) manufacturing of certain specified consumer products like water heaters (hereinafter

- water heaters, exhaust fans, water etc., purifiers more particularly defined hereinafter (hereinafter referred "Consumer to as **Products** Distribution and Marketing Undertaking" or "CPDM Undertaking");
- Retail business. consisting branding, marketing, distribution, sales, trading, service, etc. furniture, furnishings, home décor, etc., more particularly defined hereinafter (hereinafter referred to as "Retail Undertaking");

sanitaryware, faucets, other lifestyle products, UPVC and CPVC pipes, fittings, tiles, etc., more particularly defined hereinafter (hereinafter referred to as "Building Products Distribution and Marketing Undertaking")

Fgr HS/L) MITED
Company Secretary

	referred to as		
	"Consumer Products		
	Manufacturing		
	Undertaking" or "CPM		
	Undertaking");		
	(f) manufacturing and		
	supply of packaging		
	products like glass		
	bottles, PET bottles,		
	security caps and		
	closures (hereinafter		
	referred to as		
	"Packaging Products		
	Manufacturing	ALL PROPERTY OF THE PROPERTY O	
	Undertaking" or "PPM	оминирований и поставляющей и поставляющей и поставляющей и поставляющей и поставляющей и поставляющей и поста	
	Undertaking"); and	and the second	
	(g) wind power generation	AAAAAAAA	
	(hereinafter referred to		
·	as "Power		
	Undertaking").		
	Post Demerger :	•	
	(a) manufacturing of building		
***************************************	products like		
	sanitaryware, faucets,		
	UPVC and CPVC pipes,		
	fittings, etc. (hereinafter		
	referred to as "Building		
	Products.		
	Manufacturing		
	Undertaking" or "BPM		
	Undertaking");		
	(b) manufacturing of certain		
	specified consumer		
	products like water		
	heaters (hereinafter	THE PARTY OF THE P	
	referred to as		
	"Consumer Products	PER PER PER PER PER PER PER PER PER PER	
	Manufacturing	-	
	Undertaking" or "CPM		
	Undertaking");		
·	1		
	(c) manufacturing and supply of packaging		
	products like glass		
	products like glass		

For HSIL LIMITET-

	bottles, PET bottles, security caps and closures (hereinafter referred to as "Packaging Products Manufacturing Undertaking" or "PPM Undertaking"); and (d) wind power generation (hereinafter referred to as "Power Undertaking").
Brief particulars of the scheme	(i) Demerger of the CPDM Undertaking (defined in the Scheme) and the Retail Undertaking (defined in the Scheme) from the Demerged Company and transfer and vesting of each of them, as a going concern, to Resulting Company 1; and
	(ii) Demerger of the BPDM Undertaking (defined in the Scheme) from the Demerged Company and transfer and vesting of the same, as a going concern, to Resulting Company 2.
Rationale for the scheme	 The segregation of businesses as envisaged in the Scheme will enable sharper focus and better alignment of the businesses to its customers. It shall also enable the respective businesses to improve competitiveness, operational efficiencies and strengthen its position in the relevant marketplace.
	 The Scheme shall enable each of the respective Demerged Undertakings and the Remaining Undertaking (defined in the Scheme) to attract interest of such investors and strategic partners having the necessary ability, experience and interests and shall provide an opportunity to the investors to select investments which best suit their investment strategies and risk profiles.
	The implementation of this Scheme will result in:
	(a) creation of separate and distinct entities housing the Demerged Undertakings and the Remaining Undertaking (defined hereinafter);
	 (b) optimal monetisation and development of each of the respective businesses, including by attracting focussed investors and strategic partners having the necessary ability, experience and interests in the relevant sectors;
	(c) dedicated and specialised management focus on the specific needs of the



	respective businesses	and			
	respective businesses, and				
	(d) benefit to all stakeholders, leading to growth and value creation in long				
	run and maximising the value and return to the shareholders, unlocking				
	intrinsic value of assets, achieving cost efficiencies and operational efficiencies.				
Date of	10 th November 2017	10 th November 2017	10 th November 2017		
resolution	10 NOVEMBER 2017	10 November 2017	TO TROVOTTIBOT 2017		
passed by the			·		
Board of					
Director of the					
company	·				
approving the					
scheme					
Relevant date	Not applicable	Not applicable	Not applicable		
for determining					
the price as per					
Para 8 of SEBI Circular dated					
March 10, 2017,					
if applicable					
Date of meeting	10 th November 2017	Not Applicable	Not Applicable		
of the Audit			. 1		
Committee in					
which the draft					
scheme has					
been approved	4\$t A 1 0040	dst A mult COd O	48t April 2010		
Appointed Date	1 st April, 2018	1 st April, 2018	1 st April, 2018		
Net Worth	(Rs. in crores)	(Rs. in crores)	(Rs. in crores)		
Pre	` 1134.02	0.10	0.10		
Post	894.70	85.06	154.35		
	(Aa per certificate enclosed)	(As per certificate	(As per certificate		
		enclosed)	enclosed)		
Valuation by	Not Applicable under SEBI	Not Applicable	Not Applicable		
independent Chartered	Circular dated March 10, 2017				
Accountant -	However, Company has		.		
Name of the	obtained a valuation report	-			
valuer/valuer	from Santosh K Singh & Co.,				
firm and Regn	Firm's Registration No.				
no.	019877N, for internal,		,		
	corporate governance				

√√√√ Company Secretary

	purposes.				
Fair value per share	Not Applicable	Not Applicable	Not Applicable		
Exchange ratio	1 (one) equity share of face value Rs. 2/- (Rupees two only) of RC-1 to be issued to the shareholders of the Demerged Company, for every 1 (one) equity share of face value Rs. 2/- (Rupees two only) each held by them in the Demerged Company.				
Name of Merchant Banker giving fairness opinion	Not Applicable (Fairness opinion obtained by the Demerged Comp				
Capital before the scheme	Issued, subscribed and paid-up share capital as on Date of approval of the Board: Rs. 1445.97 Lacs Issued, subscribed and paid-up share capital as on date of approval of the Board: Issued, subscribed and paid-up share capital as on date of approval of the Board:				
(No of equity shares as well as capital in Rupees)	Rs. 1445.97 lakhs, consisting of 7,22,96,395 Equity Shares of Rs. 2 each (including Forfeited Share Capital of Rs. 0.04 lakhs)	Rs. 10 lakhs, consisting of 5,00,000 Equity Shares of Rs. 2 each	Rs. 10 lakhs, consisting of 5,00,000 Equity Shares of Rs. 2 each		
No. of shares to be issued	RC-1 will issue 722,96,395 equity shares of Rs. 2 each to the shareholders of HSIL Limited, as on the Record Date, in the ratio of 1:1 (i.e., 1 (one) equity share of face value Rs. 2/- (Rupees two only) of RC-1 to be issued for every 1 (one) equity share of face value Rs. 2/- (Rupees two only) of the Demerged Company.)				
Cancellation of shares on account of cross holding, if any	Not Applicable	As on 10 th November 2017, the Demerged Company holds 500,000 equity share of Rs. 2 each in the RC- 1. Subsequent to composite scheme of arrangement coming into effect, the entire shareholding of the Demerged Company (along with its nominees) in RC - 1 shall be cancelled.	Not Applicable		
Capital after the scheme	Issued, subscribed and paid-up share capital on the Scheme becoming effective:	Issued, subscribed and paid-up share capital on the Scheme becoming effective:	and paid-up share capital on the Scheme becoming effective:		
(No of equity shares as well as capital in Rupees)	Rs. 1445.97 lakhs, consisting of 7,22,96,395 Equity Shares of Rs. 2 each (including Forfeited Share Capital of Rs. 0.04 lakhs)	Rs. 1445.93 lakhs, consisting of 7,22,96,395 Equity Shares of Rs. 2 each	Rs. 10 lakhs, consisting of 5,00,000 Equity Shares of Rs. 2 each		
Details of	Pre	Post			

FOR HSIL LIMITED

Company Secretary

shareholding of			·	,-
companies				,
involved(HSIL				
Limited)				
(the Demerged				
Company)				0/ 51 12
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	35012819	48.43	35012819	48.43
Public	37283576	51.57	37283576	51.57
Custodian	_	-	_	
TOTAL	72296395	100	72296395	100
RC-1	Pr		Po	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	5,00,000	100%	3,50,12,819	48.3
Public	_	-	3,72,83,576	51.7
(Excluding				
QIBs)				
QIBs			-	
Non-promoter		1	-	-
non-public				
Total	5,00,000	100	7,22,96,395	100
RC-2	Pre			ost .
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	5,00,000	100%	5,00,000	100%
Public	-	-	-	-
(Excluding				
QIBs)				
QIBs	-	-	_	-
Non-promoter	_	_	-	-
non-public				
Total	5,00,000	100	5,00,000	100
No. of	RC-1 - 7	shareholders		(including 6 nominees of
shareholders	(including 6	nominees of	RC-1)	
	Demerged Com	pany)		
Name & PAN		PAN no. of	HSIL Limited	Somany Home
no. of the	Promoter and	the Promoter	PAN: AACH7584H	Innovation Limited
Promoter and	Promoter	and Promoter		PAN:
Promoter Group	Group	Group		AAZCS2853D
of companies		·		
	M/s Paco	AABCP7783K		
	Exports			



	Limited				
	M/s Soma	AAACS0348E			
	Investments				
	Ltd	•			
	M/s New Delhi	AAACNIOOOSI			
		MACINOUSZE			
	Industrial				
	Promotors And				
	Investors Ltd				·
	Dr. Rajendra	AIYPS6274J			
	Kumar				
	Somany				
		AIYPS6270N			
	Somany				
	Mrs. Sumita	ALMPS0475L			
		ALIVII OUTTOL			
	Somany	ALMEDO ACOCD			
		ALMPS4606B			
	Somany				
		ENCPS4665E			
	Somany				
	M/s.	AAETM9786B			
	Matterhorn				4444
	trust				
Name of Board	Dr. Rajendra	Mr. Sandip Son	nanv	Mr. Sandip	Somany
of Directors of	Kumar	Mr. G.L.Sultani		Mr. G.L.Sulf	
companies	Somany	Mr. N.K.Goenka		Mr. N.K.Goe	
Companies	Mr. Sandip	With the teaching	1	1411.1411.004	
	Somany				
				,	
	Somany				
	Mr. Ashok				
	Jaipuria				
	Mr.				
	G.L.Sultania				
	Mr.				
	V.K.Bhandari				
	Mr. Salil				
	Bhandari				
	Mr.				
	N.G.Khaitan				
	Dr. Rainer S.				
***	Simon				
Diagon specific		omnony of DC	Wholly owne		Wholly owned
Please specify	Parent holding of				
relation among	i i and indirect h	olding company	subsidiary of	⊔emerged	subsidiary of RC-1

the companies involved in the scheme, if any.	of RC-2	Company	
Details regarding change in management control in listed or resulting company seeking listing, if any	Not Applicable	Not Applicable	RC-2 is not seeking listing.

For HSIL LIMITED

1 Company Secretary



Date: 16 January 2018 Place: Gurugram

The financial details and capital evolution of the demerged company for the previous 3 years as per the audited statement of Accounts:

Name of the Company: HSIL Limited

(Rs. in Crores)

			1 year prior to the last Audited Financial Year*	2 years prior to the last Audited Financial Year*
	30.09.2017	2016-17	2015-16	2014-15
Equity Paid up Capital	14.46	14.46	14.46	14.46
Reserves and surplus (excluding Business Reconstruction Reserve and Fair value of equity Instruments)	1120.28	1119.56	1080.36	998.56
Carry forward losses	-	1.5		-
Net Worth	1134.74	1134.02	1094.82	1013.02
Miscellaneous Expenditure	9 <u>=</u>			-
Secured Loans	578.99	637.16	406.08	560.63
Unsecured Loans	344.34	295.86	198.06	190.79
Fixed Assets (including CWIP)	1747.28	1658.69	1556.30	1593.08
Income from Operations	1047.97	2229.90	1944.30	1857.02
Total Income	1050.33	2234.45	1948.16	1860.63
Total Expenditure	998.45	2084.79	1763.19	1708.38
Profit before Tax	51.88	149.66	184.97	152.25
Profit after Tax	35.26	103.01	116.70	104.15
Other comprehensive income (net of tax)	0.27	2.54	-	(4)
Total comprehensive income	35.53	105.55	116.70	104.15
Cash profit (after current tax but before depreciation)	84.59	211.60	227.99	214.74
EPS	4.88	14.25	16.14	15.70
Book value (net worth/no. of equity shares)	156.96	156.86	151.44	140.12

Figures are based on audited financial statements prepared in accordance with Indian Accounting Standards specified under section 133 of the Companies Act, 2013.

* Figures are based on audited financial statements prepared in accordance with Accounting Standards specified under section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rule, 2014 (as amended)

HSIL Limited

(An ISO 9001 14001 OHSAS 18001 Certified Company) CIN: L51433WB1960PLC024539

Registered Office:

2, Red Cross Place,

Kolkata, West Bengal - 700 001 India.

T+91-33-2248 7406 / 07, Fax: +91-33-2248 7045

Corporate Office:

301-302, Illrd Floor Park Centra, Sector-30, NH-8, Gurgaon - 122 001 India, T+91-124-477 9200, Fax +91-124-429 2898 / 99

www.hindwarehomes.com





Sultania

Director





12, Bhagat Singh Marg, New Delhi - 110 001, India Telephone : 91 11 23710176 / 23710177 / 23364671 / 2414

: 91 11 23345168 / 23314309 E-mail

; delhi@lodhaco.com

Certificate on Pre Demerger and indicative Post Demerger Net Worth

The Board of Directors **HSIL Limited** 2. Red Cross Place, Kolkata 700 001. West Bengal, India

- This Certificate is issued in accordance with the terms of engagement vide letter dated 10th 1. November, 2017 with, HSIL Limited (hereinafter "the Company").
- At the request of the Company, we have examined the accompanying statement of computation of 2. pre demerger and indicative post demerger Net Worth of the Company as at March 31, 2017 (hereinafter referred together as "the Statement"), which we have initialed for identification purposes only, in connection with the proposed composite scheme of arrangement proposed amongst the Company, Somany Home Innovation Limited, Brilloca Limited and their respective shareholders and creditors, in terms of the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Section 66 and other applicable provisions of the Companies Act, 2013 ("Draft Scheme"). The Statement is required in connection with the requirements of the stock exchanges for the onward submission of the Draft Scheme proposed to be filed under Sections 230-232 and other applicable provisions of the Companies Act, 2013.
- The Draft Scheme provides for the demerger of the Consumer Products Distribution and Marketing 3. Undertaking or CPDM Undertaking (as more particularly described in the Draft Scheme) and the Retail Undertaking (as more particularly described in the Draft Scheme) of the Company to Somany Home Innovation Limited and demerger of the Building Products Manufacturing Undertaking or the BPDM Undertaking of the Company (as more particularly described in the Scheme) to Brilloca Limited, each with effect from the Appointed Date, i.e., April 1, 2018, in accordance with the terms and conditions as stated in the Draft Scheme. The CPDM Undertaking, Retail Undertaking and BPDM Undertaking of the Company shall be collectively referred to as the "Demerged Undertakings". The assets, businesses and liabilities of the Company, other than the Demerged Undertakings, shall be referred to as the "Remaining Undertaking".
- 4. We report that, given that the Appointed Date is defined in the Draft Scheme to mean "April 1, 2018 or such other date as the Hon'ble Tribunal may direct", we are not in a position to quantify the indicative pre demerger and indicative post demerger net worth of the Company as on the Appointed Date and accordingly do not report on the same. However, for the purposes of this Certificate, we have considered the figures of book values of assets and liabilities as per the audited (audited by preceding auditor in respect of which management of the company have made available unqualified audit report) financial statements as at March 31, 2017 of the Company, in relation to Demerged Undertakings and Remaining Undertaking, which are as represented to us by the management of the Company, to arrive at the combined net-worth as per the book value, pre demerger and post demerger.
- For this purpose we have carried out arithmetical accuracy only and above data/information are 5. based on certain assumptions/assessment/ estimation as considered necessary by the management

Management's Responsibility for the Statement

- The preparation of the Statement is the responsibility of the Management of the Company, 6. including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
- The management is also responsible for ensuring that the Company complies with the 7.

For HSIL LIMITED

CERTIFIED TRUE COPY

Company Secretary Kolkata Mumbai New Delhi Chennai Ryderabad Jaipur



requirements of the applicable SEBI Circulars and the Companies Act, 2013, in relation to the Scheme and for providing all the information to SEBI and the Stock Exchanges.

Auditor's Responsibility

- 8. Our responsibility to provide a reasonable assurance whether:
 - (a) the amounts in the Statement that form part of the pre demerger and indicative post demerger Net Worth computation, as at March 31, 2017, have been accurately extracted from the audited financial statements of the Company as at, and for the year ended, March 31, 2017 (as mentioned in Paragraph 2 above) and the computation of net worth is arithmetically correct; and
 - (b) the computation of net worth is in accordance with the method of computation set out in Section 2(57) of the Companies Act, 2013, except that, pending approval of the Scheme, the Company has considered the book values of the Company as per its audited financial statements as at March 31, 2017 in arriving at the indicative post demerger net worth of the Company.
- 9. The audited financial statements as at, and for the year ended, March 31, 2017 of the Company, referred to in Paragraph 2 above, have not been audited by us. We have relied upon the audited financial statements, for the year ended March 31, 2017, as audited by the previous statutory auditors of the Company. We have only carried upon the procedures as decided in our terms of engagement on the audited financial statements for year ended March 31, 2017.
- 10. We conducted our examination of the Statement in accordance with the revised Guidance Note on Reports or Certificates for Special Purposes (Revised) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
- 11. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
- 12. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the Reporting criteria mention in Paragraph 8 above. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the Reporting Criteria. We have performed the following procedures in relation to the Statement:
 - (a) Traced and agreed the account balances (Equity Share Capital, Other Equity) used in the computation of the pre demerger net worth in the attached Statement, to the audited financial statement of Company as at and for the year ended March 31, 2017 prepared under Indian Accounting Standards (IND AS), which has been audited by another firm of Chartered Accountants.
 - (b) Traced and agreed the amounts for the indicative post demerger net worth in attached Statement, to the audited financial statements of the Company, in relation to the Demerged Undertakings and the Remaining Undertaking, as at and for the year ended March 31, 2017 prepared under Ind AS, which has been audited by another firm of Chartered Accountants. We have solely relied on the book values as per the financial statements audited by another firm of Chartered Accountants, and not performed any procedures for determining completeness and appropriateness of book values extracted in the statement of indicative post demerger net worth, relating to the Company.
 - (c) Read the certified copy of the Scheme, as approved by the Board of Directors of the Company, at its meeting held on 10th November, 2017.
 - (d) Have obtained management representation from the Company, including relating to the book values of certain assets, which as represented to us by the management of the



Company, and are not proposed to be demerged in Somany Home Innovation Limited and Brilloca Limited. In this regard, we have solely relied on management representation of the Company and have not performed any additional procedures.

- (e) Tested the arithmetical and clerical accuracy of the Statement.
- (f) The pre demerger and indicative post demerger net worth of the Company has been arrived at on the basis of balances in the books of the Company as on March 31, 2017 and will undergo changes on the effective date of implementation of the Scheme on account of profit / (loss) during the intervening period (From April 1, 2017 to the effective date) and the accounting of the Scheme as per Ind AS 103 Business Combinations, including determination of fair values of the assets and liabilities of the Company as on the effective date, and issue of equity shares by the Company to the shareholders of the Transferor Company in the approved equity shares swap ratio

Opinion

13. Based on our examination, as above, and the information and explanations given to us and read with the matter stated in Paragraphs 11(d) and 11 (f) above, we are of the opinion that the amounts that form part of the computation of the pre demerger net worth as at March 31, 2017 of Rs. 1134.02 crore and indicative post-demerger net worth as at March 31, 2017 of Rs. 894.70 crore, as per the Statement prepared by the management, have been accurately extracted from the respective audited financial statements of the Company for the year ended March 31, 2017; and that the computation of indicative net worth in the Statement is mathematically accurate and is in all material respects, in accordance with the method of computation set out in Section 2(57) of the Companies Act, 2013.

Restriction on Use

14. This certificate is issued at the request of the Company for onward submission to the BSE Limited and the National Stock Exchange of India Limited and any other regulatory authority as required under applicable law. This certificate should not be used for any other purpose without our prior written consent.

For **LODHA & CO**CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO. 301051E

(GAURAV LODHA) PARTNER MEMBERSHIP NO. 507462

PLACE: New Delhi

DATE: 10th November 2017

Anndware

Statement of computation of pre-demerger and post-demerger Net worth of Companies involved in the Scheme

(a) Pre demerger and post demerger net worth of HSIL Limited ("Company")

Rs. Crore

			Rs. Crore
Particulars		Pre Demerger	Post Demerger
Equity Share Capital	Α	14.46	14.46
Other Equity (Excluding Revaluation Reserves)	To Laboratory or property of the Control of the Con		
Security Premium		454.98	342.70
Capital Reserve		0.81	0.81
Capital Redemption Reserve		0.15	0.15
General Reserve*		149.04	148.98
Other Comprehensive Income		(0.29)	(0.22)
Surplus in Profit & Loss A/c		514.87	387.82
Total Free Reserves excluding Revaluation Reserve	В	1,119.56	880.24
Less:			
Miscellaneous Expenditure	С		
Deferred Revenue Expenditure not written off	D	-33	
Net-worth	A+B-C-D	1,134.02	894.70

^{*}General Reserve (Post Demerger) includes reserves of Rs. 36.72 crore, arising due to demerger which shall be considered for net worth calculation for regulatory purposes.



(An ISO 9001 14001 OHSAS 18001 Certified Company) CIN: L51433WB1960PLC024539

Registered Office:

2, Red Cross Place,

Kolkata, West Bengal - 700 001 India.

T+91-33-2248 7406 / 07, Fax: +91-33-2248 7045

Corporate Office:

301-302/IIIrd Floor Park Centra, Sector-30, NH-8, Gurgaon - 122 001 India, T+91-124-477 9200, Fax +91-124-429 2898 / 99

www.hindwarehomes.com







hindware

Notes:

- 1. The net worth of the Company has been arrived at on the basis of batances in the audited financial statements of the Company, as on March 31, 2017. The pre demerger and post demerger net worth are considered 'indicative' as the Appointed Date is defined in the Scheme to mean "April 1, 2018 or such other date as the Hon'ble National Company Law Tribunal may direct" and it would not be possible for the management to appropriately quantify the figures for the prospective date. Further, these figures will undergo changes on the effective date of implementation of the Scheme. Hence the management has considered the book values of the assets and liabilities of the Company as per its audited financial statements as on March 31, 2017 to compute the pre demerger and indicative post demerger net worth above.
- The figures stated above have been arrived at based on the figures extracted by the management from the audited financial statements of the Company as at March 31, 2017 and are based on certain assumptions/assessments/ estimation as considered necessary by the management.
- 3. "Net worth" for the above computation purposes, as per Section 2(57) of the Companies Act, 2013 means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.

For HSIL Limited

HSIL Limited

(An ISO 9001 14001 OHSAS 18001 Certified Company) CIN:L51433WB1960PLC024539

Registered Offices

2, Red Cross Place, Kolkata, West Bengal - 700 001 India. T+91-33-2248 7406 / 07, Fax: +91-33-2248 7045

Corporate Office:

301-302, Ill^{ed} Floor Park Centra, Sector-30, NH-8, Gurgaon - 122 001 India, T491-124-477 9200, Fax +91-124-429 2898 / 99

www.hindwarehomes.com







12, Bhagat Singh Marg, New Delhi - 110 001, India Telephone: 91 11 23710176 / 23710177 / 23364671 / 2414

Fax : 91 11 23345168 / 23314309

E-mail: delhi@lodhaco.com

Certificate on Pre Demerger and Indicative Post Demerger Net Worth

The Board of Directors Somany Home Innovation Limited 2, Red Cross Place, Kolkata 700 001, West Bengal, India

- This Certificate is issued in accordance with the terms of engagement vide letter dated 10th November, 2017 with Somany Home Innovation Limited (hereinafter "the Company").
- At the request of the Company, we have examined the accompanying statement of computation of pre demerger and indicative post demerger Net Worth of the Company as at March 31, 2017 (hereinafter referred together as "the Statement"), which we have initialed for identification purposes only, in connection with the proposed composite scheme of arrangement proposed amongst the HSIL Limited, the Company, Brilloca Limited and their respective shareholders and creditors, in terms of the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Section 66 and other applicable provisions of the Companies Act, 2013 ("Draft Scheme"). The Statement is required in connection with the requirements of the stock exchanges for the onward submission of the Draft Scheme proposed to be filed under Sections 230-232 and other applicable provisions of the Companies Act, 2013.
- 3. The Draft Scheme provides for the demerger of the Consumer Products Distribution and Marketing Undertaking or CPDM Undertaking (as more particularly described in the Draft Scheme) and the Retail Undertaking (as more particularly described in the Draft Scheme) of HSIL Limited to the Company and demerger of the Building Products Manufacturing Undertaking or the BPDM Undertaking of the HSIL Limited (as more particularly described in the Draft Scheme) to Brilloca Limited, each with effect from the Appointed Date, i.e., April 1, 2018, in accordance with the terms and conditions as stated in the Draft Scheme. The CPDM Undertaking, Retail Undertaking and BPDM Undertaking of the HSIL Limited shall be collectively referred to as the "Demerged Undertakings". The assets, businesses and liabilities of the HSIL Limited, other than the Demerged Undertakings, shall be referred to as the "Remaining Undertaking".
- We report that, given that the Appointed Date is defined in the Draft Scheme to mean "April 1, 2018 or such other date as the Hon'ble Tribunal may direct", we are not in a position to quantify the pre demerger and indicative post demerger net worth of the Company as on the Appointed Date and accordingly do not report on the same. However, for the purposes of this Certificate, we have considered the figures of book values of assets and liabilities as per the audited (audited by preceding auditor in respect of which management of the company have made available unqualified audit report) financial statements as at March 31, 2017 of HSIL Limited, in relation to Demerged Undertakings and Remaining Undertaking, which are as represented to us by the management of the Company and HSIL Limited, to arrive at the combined net-worth as per the book value, pre demerger and post demerger.
- For this purpose we have carried out arithmetical accuracy only and above data/information are based on certain assumptions/assessment/estimation as considered necessary by the management.

Management's Responsibility for the Statement

- 6. The preparation of the Statement is the responsibility of the Management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
- 7. The management is also responsible for ensuring that the Company complies with the



requirements of the applicable SEBI Circulars and the Companies Act, 2013, in relation to the Scheme and for providing all the information to SEBI and the Stock Exchanges.

Auditor's Responsibility

(d)

- 8. Our responsibility to provide a reasonable assurance whether:
 - the amounts in the Statement that form part of the pre demerger and indicative post demerger Net Worth computation, as at March 31, 2017, have been accurately extracted from the audited financial statements of HSIL Limited as at, and for the year ended, March 31, 2017 (as mentioned in Paragraph 2 above) and management certified Financial Statements of Company as on September 28th 2017 and the computation of net worth is arithmetically correct; and
 - (b) the computation of net worth is in accordance with the method of computation set out in Section 2(57) of the Companies Act, 2013, except that, pending approval of the Scheme, the Company has considered the book values of the CPDM Undertaking and Retail Undertaking of HSIL Limited as per its audited financial statements as at March 31, 2017 in arriving at the indicative post demerger net worth of the Company.
- 9. The audited financial statements as at, and for the year ended, March 31, 2017 of the HSIL Limited, referred to in Paragraph 8 above, have not been audited by us. We have relied upon the audited financial statements, for the year ended March 31, 2017, as audited by the previous statutory auditors of the HSIL Limited. We have only carried upon the procedures as decided in our terms of engagement on the audited financial statements for year ended March 31, 2017.
- 10. We conducted our examination of the Statement in accordance with the revised Guidance Note on Reports or Certificates for Special Purposes (Revised) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
- 11. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
- 12. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the Reporting criteria mention in Paragraph 8 above. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the Reporting Criteria. We have performed the following procedures in relation to the Statement:
 - (a) Traced and agreed the account balances (Equity Share Capital, Other Equity) used in the computation of the pre demerger net worth in the attached Statement, to the management certified financial statement of the Company as at 28th September 2017 prepared under Indian Accounting Standards (IND AS), which has been not been audited by us.
 - (b) Traced and agreed the amounts for the indicative post demerger net worth in attached Statement, to the audited financial statements of HSIL Limited, in relation to the Demerged Undertakings and the Remaining Undertaking, as at and for the year ended March 31, 2017 prepared under Ind AS, which has been audited by another firm of Chartered Accountants. We have solely relied on the book values as per the financial statements audited by another firm of Chartered Accountants, and not performed any procedures for determining completeness and appropriateness of book values extracted in the statement of indicative post demerger net worth, relating to the Company.
 - (c) Read the certified copy of the Draft Scheme, as approved by the Board of Directors of the Company, at its meeting held on 10th November, 2017.

Have obtained management representation from the Company, including relating to the book values of certain assets, which as represented to us by the management of the Company, and are not proposed to be demerged in Brilloca Limited and which are

- remaining in HSIL Limited. In this regard, we have solely relied on management representation of the Company and have not performed any additional procedures.
- (e) Tested the arithmetical and clerical accuracy of the Statement.
- (f) The pre demerger and indicative post demerger net worth of the Company has been arrived at on the basis of balances in the books of the HSIL Limited as on March 31, 2017 and the books of Company and will undergo changes on the effective date of implementation of the Draft Scheme on account of profit / (loss) during the intervening period (From April 1, 2017 to the effective date) and the accounting of the Draft Scheme as per Ind AS 103 Business Combinations, including determination of fair values of the assets and liabilities of the Company as on the effective date, and issue of equity shares by the Company to the shareholders of the HSIL Limited in the approved equity shares swap ratio

Opinion

13. Based on our examination, as above, and the information and explanations given to us and read with the matter stated in Paragraphs 11(d) and 11 (f) above, we are of the opinion that the amounts that form part of the computation of the pre demerger net worth as at September 28th 2017 of Rs. 0.10 crore and indicative post-demerger net worth as at March 31, 2017 of Rs. 85.06 crore, as per the Statement prepared by the management, have been accurately extracted from the respective audited financial statements of the HSIL Limited for the year ended March 31, 2017 and management certified Financial Statements of the Company; and that the computation of indicative net worth in the Statement is mathematically accurate and is in all material respects, in accordance with the method of computation set out in Section 2(57) of the Companies Act, 2013.

Restriction on Use

14. This certificate is issued at the request of the Company for onward submission to the BSE Limited and the National Stock Exchange of India Limited and any other regulatory authority as required under applicable law. This certificate should not be used for any other purpose without our prior written consent.

For LODHA & CO CHARTERED ACCOUNTANTS FIRM REGISTRATION NO. 301051E

(GAURAV LODHA)

PARTNER

MEMBERSHIP NO. 507462

PLACE: NEW DELHI

DATE: 10th November 2017

SOMANY HOME INNOVATION LIMITED

Registered Office: 2, RED CROSS PLACE, KOLKATA – 700001 CIN: U74999WB2017PLC222970

T- +91-33-2248 7407/5668

Email: ngoenka@hindware.co.in

Pre demerger and post demerger net worth of Somany Home Innovation Limited ("Resulting Company 1")

(,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		Rs. Crare		
Particulars		Pre	Post	
randonais		Demerger	Demerger	
Equity Share Capital	Α	0.10	14.46	
Other Equity				
(Excluding Revaluation Reserves)				
Security Premium		•	12.45	
General Reserve		-	13.06	
Other Comprehensive Income		-	(0.03)	
Surplus in Profit & Loss A/c		-	45.12	
Total Free Reserves excluding Revaluation Reserve	8	-	70.60	
Less:				
Miscellaneous Expenditure	C	-	-	
Deferred Revenue Expenditure not written off	D		+	
Net-worth	A+B-C-D	0.10	85.06	

Notes:

- 1. As Resulting Company 1 has been incorporated on September 28, 2017, audited financial statements for Resulting Company 1 are not available and the pre-demerger net worth figures stated above represent the paid-up share capital of Resulting Company 1 at incorporation. Further, the post demerger net worth figures of Resulting Company 1 have been calculated using the net worth of the CPDM Undertaking and Retail Undertaking of HSIL Limited, as per the book values in the audited financial statements of HSIL Limited, as on 31 March 2017.
- 2. The pre demerger and post demerger net worth are considered 'indicative' as the Appointed Date is defined in the Scheme to mean "April 1, 2018 or such other date as the Hon'ble Tribunal may direct" and it would not be possible for the management to appropriately quantify the figures for the prospective date. Further, these figures will undergo changes on the effective date of implementation of the Scheme. Hence the management has considered the book values of the assets and liabilities of the Company as per its audited financial statements as on March 31, 2017 and are based on certain assumptions/assessments/ estimation as considered necessary by the management to compute the indicative post demerger net worth above.

For Somany Home Innovation Limited

Authorised Signatory



12, Bhagat Singh Marg, New Delhi - 110 001, India Telephone : 91 11 23710176 / 23710177 / 23364671 / 2414

Fax : 91 11 23345168 / 23314309

E-mail: delhi@lodhaco.com

Certificate on Pre Demerger and indicative Post Demerger Net Worth

The Board of Directors Brilloca Limited 2, Red Cross Place, Kolkata 700 001, West Bengal, India

- This Certificate is issued in accordance with the terms of engagement vide letter dated 10th November, 2017 with, Brilloca Limited (hereinafter "the Company").
- At the request of the Company, we have examined the accompanying statement of computation of pre demerger and indicative post demerger Net Worth of the Company as at March 31, 2017 (hereinafter referred together as "the Statement"), which we have initialed for identification purposes only, in connection with the proposed composite scheme of arrangement proposed amongst the HSIL Limited, Somany Home Innovation Limited, the Company and their respective shareholders and creditors, in terms of the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Section 66 and other applicable provisions of the Companies Act, 2013 ("Draft Scheme"). The Statement is required in connection with the requirements of the stock exchanges for the onward submission of the Draft Scheme proposed to be filed under Sections 230-232 and other applicable provisions of the Companies Act, 2013.
- 3. The Draft Scheme provides for the demerger of the Consumer Products Distribution and Marketing Undertaking or CPDM Undertaking (as more particularly described in the Draft Scheme) and the Retail Undertaking (as more particularly described in the Draft Scheme) of the HSIL Limited to Somany Home Innovation Limited and demerger of the Building Products Manufacturing Undertaking or the BPDM Undertaking of the HSIL Limited (as more particularly described in the Scheme) to the Company, each with effect from the Appointed Date, i.e., April 1, 2018, in accordance with the terms and conditions as stated in the Draft Scheme. The CPDM Undertaking, Retail Undertaking and BPDM Undertaking of the HSIL Limited shall be collectively referred to as the "Demerged Undertakings". The assets, businesses and liabilities of the HSIL Limited, other than the Demerged Undertakings, shall be referred to as the "Remaining Undertaking".
- We report that, given that the Appointed Date is defined in the Draft Scheme to mean "April 1, 2018 or such other date as the Hon'ble Tribunal may direct", we are not in a position to quantify the pre demerger and indicative post demerger net worth of the Company as on the Appointed Date and accordingly do not report on the same. However, for the purposes of this Certificate, we have considered the figures of book values of assets and liabilities as per the audited (audited by preceding auditor in respect of which management of the company have made available unqualified audit report) financial statements as at March 31, 2017 of the HSIL Limited, in relation to Demerged Undertakings and Remaining Undertaking, which are as represented to us by the management of the Company, to arrive at the combined net-worth as per the book value, pre demerger and post demerger.
- 5. For this purpose we have carried out arithmetical accuracy only and above data/information are based on certain assumptions/assessment/estimation as considered necessary by the management

Management's Responsibility for the Statement

6. The preparation of the Statement is the responsibility of the Management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

The management is also responsible for ensuring that the Company complies with the requirements of the applicable SEBI Circulars and the Companies Act, 2013, in relation to the Draft Scheme and for providing all the information to SEBI and the Stock Exchanges.



Auditor's Responsibility

- 8. Our responsibility to provide a reasonable assurance whether:
 - the amounts in the Statement that form part of the pre demerger and indicative post demerger Net Worth computation, as at March 31, 2017, have been accurately extracted from the audited financial statements of HSIL Limited as at, and for the year ended, March 31, 2017 (as mentioned in Paragraph 2 above) & management certified Financial Statements of the Company as on 2nd November 2017 (date of incorporation of the Company) and the computation of net worth is arithmetically correct; and
 - the computation of net worth is in accordance with the method of computation set out in Section 2(57) of the Companies Act, 2013, except that, pending approval of the Draft Scheme, the Company has considered the book values of the BPDM Undertaking of HSIL Limited as per its audited financial statements as at March 31, 2017 in arriving at the indicative post demerger net worth of the Company.
- 9. The audited financial statements as at, and for the year ended, March 31, 2017 of HSIL Limited, referred to in Paragraph 8 above, have not been audited by us. We have relied upon the audited financial statements, for the year ended March 31, 2017, as audited by the previous statutory auditors of HSIL Limited. We have only carried upon the procedures as decided in our terms of engagement on the audited financial statements for year ended March 31, 2017.
- 10. We conducted our examination of the Statement in accordance with the revised Guidance Note on Reports or Certificates for Special Purposes (Revised) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
- 11. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
- 12. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the Reporting criteria mention in Paragraph 8 above. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the Reporting Criteria. We have performed the following procedures in relation to the Statement:
 - (a) Traced and agreed the account balances (Equity Share Capital, Other Equity) used in the computation of the pre demerger net worth in the attached Statement, to the management certified financial statement of the Company as at 2nd November 2017 prepared under Indian Accounting Standards (IND AS), which have not been audited by us.
 - (b) Traced and agreed the amounts for the indicative post demerger net worth in attached Statement, to the audited financial statements of the HSIL Limited, in relation to the Demerged Undertakings and the Remaining Undertaking, as at and for the year ended March 31, 2017 prepared under Ind AS, which has been audited by another firm of Chartered Accountants. We have solely relied on the book values as per the financial statements audited by another firm of Chartered Accountants, and not performed any procedures for determining completeness and appropriateness of book values extracted in the statement of indicative post demerger net worth, relating to the Company.
 - (c) Read the certified copy of the Draft Scheme, as approved by the Board of Directors of the Company, at its meeting held on 10th November, 2017.
 - (d) Have obtained management representation from the Company, including relating to the book values of certain assets, which as represented to us by the management of the Company, and are not proposed to be demerged in Somany Home Innovation Limited and which are remaining in HSIL Limited. In this regard, we have solely relied on management representation of the Company and have not performed any additional procedures.



- (e) Tested the arithmetical and clerical accuracy of the Statement.
- (f) The pre demerger and indicative post demerger net worth of the Company has been arrived at on the basis of balances in the books of the HSIL Limited as on March 31, 2017 and the books of Company and will undergo changes on the effective date of implementation of the Draft Scheme on account of profit / (loss) during the intervening period (From April 1, 2017 to the effective date) and the accounting of the Scheme as per Ind AS 103 Business Combinations, including determination of fair values of the assets and liabilities of the Company as on the effective date and issue of equity shares by the Company to the shareholders of the HSIL Limited in the approved equity shares swap ratio.

Opinion

13. Based on our examination, as above, and the information and explanations given to us and read with the matter stated in Paragraphs 11(d) and 11 (f) above, we are of the opinion that the amounts that form part of the computation of the pre demerger net worth as at 2nd November 2017 of Rs. 0.10 crore and indicative post-demerger net worth as at March 31, 2017 of Rs. 154.35 crore, as per the Statement prepared by the management, have been accurately extracted from the respective audited financial statements of HSIL Limited for the year ended March 31, 2017 and management certified Financial Statements of the Company as on 2nd November 2017; and that the computation of indicative net worth in the Statement is mathematically accurate and is in all material respects, in accordance with the method of computation set out in Section 2(57) of the Companies Act, 2013.

Restriction on Use

14. This certificate is issued at the request of the Company for onward submission to the BSE Limited and the National Stock Exchange of India Limited and any other regulatory authority as required under applicable law. This certificate should not be used for any other purpose without our prior written consent.

For LODHA & CO CHARTERED ACCOUNTANTS FIRM REGISTRATION NO. 301051E

(GAURAV LODHA) PARTNER

MEMBERSHIP NO. 507462

PLACE: NEW DELHI

DATE: 10th November 2017

BRILLOCA LIMITED

Registered Office: 2, RED CROSS PLACE, KOLKATA - 700001 CIN: U74999WB2017PLC223307

T- +91-33-2248 7407/5668

Email: ngoenka@hindware.co.in

Pre demerger and post demerger net worth of Brilloca Ltd. ("Resulting Company 2")

Rs. Crore

			Rs. Grare
Particulars		Pre Demerger	Post Demerger
Equity Share Capital	Α	0.10	0.10
Other Equity			
(Excluding Revaluation Reserves)			
Security Premium	ļ	-	48.65
General Reserve		•	23,72
Other Comprehensive Income		-	(0.05)
Surplus in Profit & Loss A/c		-	81.93
Total Free Reserves excluding Revaluation Reserve	В		154.25
Less:		,	
Miscellaneous Expenditure	С		
Deferred Revenue Expenditure not written off	D		-
Net-worth	A+B-C-D	0.10	154.35

Notes:

- As Resulting Company 2 has been incorporated on November 2, 2017, audited financial statements for Resulting Company 2 are not available and the pre demerger net worth figures stated above represent the paid-up share capital of Resulting Company 2 at incorporation. Further, the post demerger net worth figures of Resulting Company 2 have been calculated using the net worth of the BPDM Undertaking of HSIL Limited, as per the book values in the audited financial statements of HSIL Limited, as on 31 March 2017.
- 2. The pre demerger and post demerger net worth are considered 'indicative' as the Appointed Date is defined in the Scheme to mean "April 1, 2018 or such other date as the Hon'ble Tribunal may direct" and it would not be possible for the management to appropriately quantify the figures for the prospective date. Further, these figures will undergo changes on the effective date of implementation of the Scheme. Hence the management has considered the book values of the assets and liabilities of the Company as per its audited financial statements as on March 31, 2017 and are based on certain assumptions/assessments/ estimation as considered necessary by the management to compute the indicative post demerger net worth above.

For Brilloca Limited

Authorised Signatory

BRILLOCA LIMITED

Registered Office: 2, RED CROSS PLACE, KOLKATA – 700001 CIN: U74999WB2017PLC223307

T-+91-33-2248 7407/5668

Email: ngoenka@hindware.co.in

15th January, 2018

The General Manager
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort, Mumbai 400 001

Dear Sirs,

Re: Composite Scheme of Arrangement amongst HSIL Limited, Somany Home Innovation Limited, Brilloca Limited (the Company) and their respective shareholders and creditors

In relation the proposed Composite Scheme of Arrangement, amongst HSIL Limited, Somany Home Innovation Limited, Brilloca Limited and their respective Shareholders and Creditors under Sections 230 to 232 of the Companies Act, 2013 read with Section 66 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and other applicable laws, we hereby undertake that the Company will not issue/reissue shares not covered under the draft scheme.

For and on behalf of **Brilloca Limited**

Voer

Name:

N.K.Goenka

SOMANY HOME INNOVATION LIMITED

Registered Office: 2, RED CROSS PLACE, KOLKATA - 700001 CIN: U74999WB2017PLC222970

T-+91-33-2248 7407/5668

Email: ngoenka@hindware.co.in

15th January, 2018

The General Manager Department of Corporate Services **BSE Limited** Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai 400 001

Dear Sirs,

Composite Scheme of Arrangement amongst HSIL Limited, Somany Home Re: Innovation Limited (the Company), Brilloca Limited and their respective shareholders and creditors

In relation the proposed Composite Scheme of Arrangement, amongst HSIL Limited, Somany Home Innovation Limited, Brilloca Limited and their respective Shareholders and Creditors under Sections 230 to 232 of the Companies Act, 2013 read with Section 66 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and other applicable laws, we hereby undertake that the Company will not issue/reissue shares not covered under the draft scheme.

For and on behalf of **Somany Home Innovation Limited**

Name:

N. K. Goenka

BRILLOCA LIMITED

Registered Office: 2, RED CROSS PLACE, KOLKATA - 700001 CIN: U74999WB2017PLC223307

T-+91-33-2248 7407/5668

Email: ngoenka@hindware.co.in

15th January, 2018

The General Manager Department of Corporate Services **BSE** Limited Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai 400 001

Dear Sirs.

Composite Scheme of Arrangement amongst HSIL Limited, Somany Home Re: Innovation Limited, Brilloca Limited (the Company) and their respective shareholders and creditors

In relation the proposed Composite Scheme of Arrangement, amongst HSIL Limited, Somany Home Innovation Limited, Brilloca Limited and their respective Shareholders and Creditors under Sections 230 to 232 of the Companies Act, 2013 read with Section 66 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and other applicable laws, we hereby undertake that:

As on date of application there are no outstanding warrants/instruments/agreements which give right to any person to take the equity shares in the Company at any future date.

For and on behalf of

Brilloca Limited

Name:

N.K.Goenka

SOMANY HOME INNOVATION LIMITED

Registered Office: 2, RED CROSS PLACE, KOLKATA - 700001 CIN: U74999WB2017PLC222970

T- +91-33-2248 7407/5668

Email: ngoenka@hindware.co.in

15th January, 2018

The General Manager Department of Corporate Services **BSE** Limited Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai 400 001

Dear Sirs.

Composite Scheme of Arrangement amongst HSIL Limited, Somany Home Re: Innovation Limited(the Company), Brilloca Limited and their respective shareholders and creditors

In relation the proposed Composite Scheme of Arrangement, amongst HSIL Limited, Somany Home Innovation Limited, Brilloca Limited and their respective Shareholders and Creditors under Sections 230 to 232 of the Companies Act, 2013 read with Section 66 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and other applicable laws, we hereby undertake that:

As on date of application there are no outstanding warrants/instruments/agreements which give right to any person to take the equity shares in the Company at any future date.

For and on behalf of **Somany Home Innovation Limited**

Name:

N. K. Goenka

Demerged Company		HSIL LTD.		<u> </u>	
	PAN of the Promoter and Promoter Group and it's Companies				
	SI. No.	Name of the Promoter	PAN	+	
		The state of the first of the state of the s	L FAIN		
	1	RAJENDRA KUMAR SOMANY	AJYPS6274J		
	2	SANDIP SOMANY	AIYPS6270N	1 .	
	3	SUMITA SOMANY	ALMPS0475L		
77.4	4	DIVYA SOMANY	ALMPS4606B		
ALVANDA VIII VIII IAAA III AAA III AAA III AAA III AAA III AAA III AAA III AAA III AAA III AAA III AAA III AAA	5	SHASHVAT SOMANY	ENCPS4665E	1	
	6	PACO EXPORTS LIMITED	AABCP7783K	1	
	7	SOMA INVESTMENTS LTD	AAACS0348E	1	
			7.23.0000,02		
		NEW DELHI INDUSTRIAL			
	8	PROMOTORS AND INVESTORS LTD	AAACNOOZI		
- ANNA ANNA	9	MATTERHORN TRUST	AAETM9786B		
		The Control of the Co			
.,		PAN of the Directors and	KMP		
	SI. No.	Name of the Directors	PAN	,	
		Dr. Rajendra Kumar Somany(Director	1 1/1/1		
	1	and KMP)	AIYP\$6274J		
100 1 % PM Mr. In addition assessments (1	A I G I NIVII /	ALLE QUZ / 4J		
	2	Mr. Sandip Somany(Director and KMP)	AIVDCASTAN		
	3	Ms. Sumita Somany	ALMPS0475L	-	
·/////	4	Mr. Girdhari Lal Sultania			
	5		AOTPS8376L		
		Mr. Ashok Jaipuria	AAAPJ4737B		
	6 7	Mr. Vijay Kumar Bhandari	AAPPB5117J		
		Mr. Nand Gopal Khaitan	AFLPK3827K		
Minutely 1 cm (1700) 21 (1900) 21 (1	8 .	Mr. Salil Bhandari	AAAPB5902A		
	9	Dr. Rainer Siegfried Simon	N.A.		
***************************************	SI. No.	Name of KIVIP	PAN	ļ	
	1	Ms. Payal M. Puri	AIBPM5745K		
CT	2.	Mr. Sandeep Sikka	AATPS3365D		
5-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1					
		SOMANY HOME INNOVATION LIMIT			
Resulting Company 1		HSIL Limited)			
		PAN of the Promote	r		
				7	
		Name-of-the-Promoter	PAN	l	
	SI. No	Name-of-the-Promoter HSIL Limited	PAN AAACH7564H		
	1.	HSIL Limited	AAACH7564H		
	1. Sl. No.	HSIL Limited Name of the Directors	AAACH7584H PAN		
	1. SI. No.	HSIL Limited Name of the Directors Mr. Sandip Somany	AAACH7564H PAN AIYPS6270N		
	1. SI. No. 1 2	HSIL Limited Name of the Directors Mr. Sandip Somany Mr. Niranjan Kumar Goenka	PAN AIYPS6270N ADPPG9043F		
	1. SI. No.	HSIL Limited Name of the Directors Mr. Sandip Somany Mr. Niranjan Kumar Goenka Mr. Girdhari Lai Sultania	PAN AIYPS6270N ADPPG9043F AOTPS8376L		
	1. SI. No. 1 2	HSIL Limited Name of the Directors Mr. Sandip Somany Mr. Niranjan Kumar Goenka	PAN AIYPS6270N ADPPG9043F AOTPS8376L		
	1. SI. No. 1 2	Name of the Directors Mr. Sandip Somany Mr. Niranjan Kumar Goenka Mr. Girdhari Lai Sultania There are no KMPs in Somany Home In	PAN PAN AIYPS6270N ADPPG9043F AOTPS8376L Tovation Limited		
	1. SI. No. 1 2	Name of the Directors Mr. Sandip Somany Mr. Niranjan Kumar Goenka Mr. Girdhari Lai Sultania There are no KMPs in Somany Home In	PAN AlYPS6270N ADPPG9043F AOTPS8376L Tovation Limited		
Resulting Company 2	1. SI. No. 1 2	Name of the Directors Mr. Sandip Somany Mr. Niranjan Kumar Goenka Mr. Girdhari Lai Sultania There are no KMPs in Somany Home In BRILLOGA LIMITED(100% SUBSID	PAN AIYPS6270N AIYPS6270N ADPPG9043F AOTPS8376L novation Limited IARY OF Somany Home ited)		
Resulting Company 2	1. SI. No. 1 2 3	Name of the Directors Mr. Sandip Somany Mr. Niranjan Kumar Goenka Mr. Girdhari Lai Sultania There are no KMPs in Somany Home Institute BRILLOCA LIMITED (100% SUBSIDE Innovation Limited) PAN of the Promote	PAN AIYPS6270N AIYPS6270N ADPPG9043F AOTPS8376L novation Limited IARY OF Somany Home ited)		
Resulting Company 2	1. SI. No. 1 2	Name of the Directors Mr. Sandip Somany Mr. Niranjan Kumar Goenka Mr. Girdhari Lai Sultania There are no KMPs in Somany Home Ins BRILLOCA LIMITED(100% SUBSID Innovation Lim PAN of the Promote	PAN AIYPS6270N AIYPS6270N ADPPG9043F AOTPS8376L novation Limited IARY OF Somany Home ited)		
Resulting Company 2	1. SI. No. 1 2 3	Name of the Directors Mr. Sandip Somany Mr. Niranjan Kumar Goenka Mr. Girdhari Lai Sultania There are no KMPs in Somany Home Institute BRILLOCA LIMITED (100% SUBSIDE Innovation Limited) PAN of the Promote	PAN AIYPS6270N AIYPS6270N ADPPG9043F AOTPS8376L TOVATION Limited IARY OF Somany Home lited)		
Resulting Company 2	1. SI. No. 1 2 3 SI. No.	Name of the Directors Mr. Sandip Somany Mr. Niranjan Kumar Goenka Mr. Girdhari Lai Sultania There are no KMPs in Somany Home Ins BRILLOCA LIMITED(100% SUBSID Innovation Lim PAN of the Promote Name of the Promoter Somany Home Innovation Limited	PAN AIYPS6270N AIYPS6270N ADPPG9043F AOTPS8376L novation Limited IARY OF Somany Home ited) r		
Resulting Company 2	1. SI. No. 1 2 3	Name of the Directors Mr. Sandip Somany Mr. Niranjan Kumar Goenka Mr. Girdhari Lai Sultania There are no KMPs in Somany Home Ins BRILLOCA LIMITED(100% SUBSID Innovation Lim PAN of the Promoter Somany Home Innovation Limited Name of the Directors	PAN AIYPS6270N AIYPS6270N ADPPG9043F AOTPS8376L novation Limited IARY OF Somany Home ited) r		
lesulting Company 2	1. SI. No. 1 2 3 SI. No.	Name of the Directors Mr. Sandip Somany Mr. Niranjan Kumar Goenka Mr. Girdhari Lai Sultania There are no KMPs in Somany Home Ins BRILLOCA LIMITED(100% SUBSID Innovation Lim PAN of the Promote Name of the Promoter Somany Home Innovation Limited	PAN AIYPS6270N AIYPS6270N ADPPG9043F AOTPS8376L TOVATION Limited IIARY OF Somany Home AITED IIARY OF SOMANY HOME IIARY OF SOMANY HOME IIARY OF SOMANY HOME IIARY OF SOMANY HOME		
Resulting Company 2	1. SI. No. 1 2 3 SI. No. 1. SI. No.	Name of the Directors Mr. Sandip Somany Mr. Niranjan Kumar Goenka Mr. Girdhari Lai Sultania There are no KMPs in Somany Home In BRILLOCA LIMITED(100% SUBSID Innovation Lim PAN of the Promoter Somany Home Innovation Limited Name of the Directors Mr. Sandip Somany	PAN AIYPS6270N AIYPS6270N ADPPG9043F AOTPS8376L TOVATION Limited IIARY OF Somany Home AITED ITED PAN AAZCS2853D PAN		
tesulting Company 2	1. SI. No. 1 2 3 SI. No. 1.	Name of the Directors Mr. Sandip Somany Mr. Niranjan Kumar Goenka Mr. Girdhari Lai Sultania There are no KMPs in Somany Home Ins BRILLOCA LIMITED(100% SUBSID Innovation Lim PAN of the Promoter Somany Home Innovation Limited Name of the Directors	PAN Alyps6270N Alyps6270N ADPPG9043F AOTPS8376L Tovation Limited IARY OF Somany Home lited) r PAN AAZCS2853D PAN Alyps6270N ADPPG9043F	LLJMIT	

Page 1 of 1

Company Secretary

Company Secretary

hındware

24th January, 2018

The General Manager
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort, Mumbai 400 001

Dear Sirs,

Re: Composite Scheme of Arrangement amongst HSIL Limited, Somany Home Innovation Limited, Brilloca Limited (the Company) and their respective shareholders and creditors

In relation the proposed Composite Scheme of Arrangement, amongst HSIL Limited, Somany Home Innovation Limited, Brilloca Limited and their respective Shareholders and Creditors under Sections 230 to 232 of the Companies Act, 2013 read with Section 66 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and other applicable laws, we hereby undertake that the Company will not issue/reissue shares not covered under the draft scheme.

Thank you,

For HSIL Limited

AM)

Name: Payal M Puri

Designation: Company Secretary

HSIL Limited

(An ISO 9001 14001 OHSAS 18001 Certified Company)

Corporate Office: 301-302, Illrd 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+91-33-22487406/07, F+91-33-22487045























24th January, 2018

The General Manager
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort, Mumbai 400 001

Dear Sirs,

Re: Composite Scheme of Arrangement amongst HSIL Limited, Somany Home Innovation Limited, Brilloca Limited (the Company) and their respective shareholders and creditors

In relation the proposed Composite Scheme of Arrangement, amongst HSIL Limited, Somany Home Innovation Limited, Brilloca Limited and their respective Shareholders and Creditors under Sections 230 to 232 of the Companies Act, 2013 read with Section 66 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and other applicable laws, we hereby undertake that:

As on date of application there are no outstanding warrants/instruments/agreements which give right to any person to take the equity shares in the Company at any future date.

Thank you,

For HSIL Limited

Name: Payal M Puri

1ams

Designation: Company Secretary

HSIL Limited

(An ISO 9001 14001 OHSAS 18001 Certified Company)

Corporate Office: 301-302, Illrd 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+91-33-22487406/07, F+91-33-22487045























24th January, 2018

The General Manager
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort, Mumbai 400 001

Dear Sirs,

Re: Composite Scheme of Arrangement amongst HSIL Limited, Somany Home Innovation Limited (the Company), Brilloca Limited and their respective shareholders and creditors

In relation the proposed Composite Scheme of Arrangement, amongst HSIL Limited, Somany Home Innovation Limited, Brilloca Limited and their respective Shareholders and Creditors under Sections 230 to 232 of the Companies Act, 2013 read with Section 66 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and other applicable laws, we hereby undertake that the Company will not issue/reissue shares not covered under the draft scheme.

Thankyou,

For HSIL Limited

Name: Payal M Puri

Designation: Company Secretary

HSIL Limited

Corporate Office: 301-302, Illrd 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+91-33-22487406/07, F+91-33-22487045























24th January, 2018

The General Manager
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort, Mumbai 400 001

Dear Sirs,

Re: Composite Scheme of Arrangement amongst HSIL Limited, Somany Home Innovation Limited(the Company), Brilloca Limited and their respective shareholders and creditors

In relation the proposed Composite Scheme of Arrangement, amongst HSIL Limited, Somany Home Innovation Limited, Brilloca Limited and their respective Shareholders and Creditors under Sections 230 to 232 of the Companies Act, 2013 read with Section 66 of the Companies Act, 2013 and other applicable laws, we hereby undertake that:

As on date of application there are no outstanding warrants/instruments/agreements which give right to any person to take the equity shares in the Company at any future date.

Thankyou,

For HSIL Limited

Name: Payal M Puri

Designation: Company Secretary

HSIL Limited

(An ISO 9001 14001 OHSAS 18001 Certified Company)

Corporate Office: 301-302, Ill'd 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+91-33-22487406/07, F+91-33-22487045























Complaints Report (For the period form 23rd November, 2017 to 23rd January, 2018)

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	4
2.	Number of complaints forwarded by Stock Exchange	NIL
3.	Total Number of complaints/comments received (1+2)	4
4.	Number of complaints resolved	4
5.	Number of complaints pending	NIL

Part B

Name of complainant	Date of complaint	Status (Resolved/Pending)
Neeta Dipak Panchal	11.12.2017	Resolved
Rajni Gujral	11.12.2017	Resolved
Arvind Y Gawde	12.12.2017	Resolved
Sandhya Gandhi	23.12.2017	Resolved
	Neeta Dipak Panchal Rajni Gujral Arvind Y Gawde	Neeta Dipak Panchal Rajni Gujral Arvind Y Gawde 11.12.2017 12.12.2017

For HSIL Limited

Payal M. Puri

(Company Secretary)

Name:

Payal M. Puri

Address:

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

Membership No.

16068

HSIL Limited

(An ISO 9001 14001 OHSAS 18001 Certified Company)

Corporate Office: 301-302, Illr^d 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 +91-33-22487406/07, F+91-33-22487045





















Brief particulars of the Demerged and Resulting Companies

Particulars	Demerged Company	Resulting Company 1 (RC-1)	Resulting Company 2 (RC-2)
Name of the company	HSIL Limited	Somany Home Innovation Limited	Brilloca Limited
Date of Incorporation & details of name changes, if any	The Company was originally incorporated on the 8th February, 1960 under the name Hindusthan Twyfords Limited, subsequently the name was changed to Hindustan Sanitaryware & Industries Limited with effect from 3rd May, 1969. The name Hindustan Sanitaryware & Industries Limited was further changed to HSIL LIMITED on 24th March, 2009.	The Company was incorporated on 28 th September, 2017 as Public Limited.	The Company was incorporated on 2 nd November, 2017 as Public Limited.
Registered Office	2, Red Cross Place, Kolkata – 700001	2, Red Cross Place, Kolkata - 700001	2, Red Cross Place, Kolkata - 700001
Name of Exchanges where securities of the company are listed	BSE Limited and National Stock Exchange of India Limited	Unlisted	Unlisted
Nature of Business	Pre Demerger: (a) branding, marketing, sales, distribution, trading, service, etc. of various building products like sanitaryware, faucets, other lifestyle products, UPVC and CPVC pipes, fittings, tiles, etc., more particularly defined hereinafter (hereinafter referred to as "Building Products Distribution and Marketing Undertaking" or "BPDM Undertaking"); (b) branding, marketing, sales, distribution, trading, service, etc. of various consumer products like air purifiers, air coolers, kitchen appliances, water heaters, exhaust fans, water purifiers etc., more	Pre Demerger: Since RC-1 has been incorporated recently, on 28th September 2017, there is no business as of 10th November 2017 Post Demerger: Branding, marketing, sales, distribution, trading, service, etc. of various consumer products like air	Pre Demerger: Since RC-2 has been incorporated recently, on 2 nd November 2017, there is no business as of 10 th November 2017. Post Demerger: Branding, marketing, sales, distribution, trading, service, etc. of various building products

For HSIL LIMITED

Company Secretary

- defined particularly hereinafter (hereinafter referred to as "Consumer Products Distribution Marketing and Undertaking" or "CPDM Undertaking");
- (c) retail business, consisting of branding, marketing, sales, distribution, trading, service, etc. of furniture, furnishings, home décor, etc., more particularly defined hereinafter (hereinafter referred to as "Retail Undertaking");
- (d) manufacturing of building products like sanitaryware, faucets, UPVC and CPVC pipes, fittings, etc. (hereinafter referred to as "Building Products Manufacturing Undertaking" or "BPM Undertaking");
- (e) manufacturing of certain specified consumer products like water heaters (hereinafter referred to as "Consumer Products Manufacturing Undertaking" or "CPM Undertaking");
- (f) manufacturing and supply of packaging products like glass bottles, PET bottles, security caps and closures (hereinafter referred to as "Packaging Products Manufacturing Undertaking" or "PPM Undertaking"); and
- (g) wind power generation (hereinafter referred to as "Power Undertaking").

Post Demerger:

(a) manufacturing of building products like sanitaryware, faucets, UPVC and CPVC pipes, fittings, etc. (hereinafter referred to as "Building Products Manufacturing Undertaking" or

- purifiers, coolers, kitchen appliances, water heaters, exhaust fans, water purifiers etc.. more particularly defined hereinafter (hereinafter referred to as "Consumer **Products** Distribution and Marketing Undertaking" or "CPDM Undertaking");
- Retail business, consisting branding, marketing. sales. distribution. trading, service, etc. of furniture, furnishings, home décor. etc., more particularly defined hereinafter (hereinafter referred to as "Retail Undertaking");

like sanitaryware, faucets, other lifestyle products. **UPVC** and **CPVC** pipes, fittings, tiles, etc., more particularly defined hereinafter (hereinafter referred to as "Building **Products** Distribution and Marketing Undertaking" or "BPDM Undertaking")

For HSIL LIMITED

[M]

Company Secretary

Brief particulars of the scheme	"BPM Undertaking"); (b) manufacturing of certain specified consumer products like water heaters (hereinafter referred to as "Consumer Products Manufacturing Undertaking" or "CPM Undertaking"); (c) manufacturing and supply of packaging products like glass bottles, PET bottles, security caps and closures (hereinafter referred to as "Packaging Products Manufacturing Undertaking" or "PPM Undertaking"); and wind power generation (hereinafter referred to as "Power Undertaking"). (i) Demerger of the CPDM Undertaking (defined in the Scheme) and the Retail Undertaking (defined in the Scheme) from the Demerged Company and transfer and vesting of each of them, as a going concern, to Resulting Company 1; and (ii) Demerger of the BPDM Undertaking (defined in the Scheme) from the Demerged Company and transfer and vesting of the same, as a going concern, to Resulting Company 2.
Rationale for the scheme	 The segregation of businesses as envisaged in the Scheme will enable sharper focus and better alignment of the businesses to its customers. It shall also enable the respective businesses to improve competitiveness, operational efficiencies and strengthen its position in the relevant marketplace. The Scheme shall enable each of the respective Demerged Undertakings and the
	Remaining Undertaking (defined in the Scheme) to attract interest of such investors and strategic partners having the necessary ability, experience and interests and shall provide an opportunity to the investors to select investments which best suit their investment strategies and risk profiles.
a a	The implementation of this Scheme will result in:
	(a) creation of separate and distinct entities housing the Demerged Undertakings and the Remaining Undertaking (defined hereinafter);
	(b) optimal monetisation and development of each of the respective

Company Secretary

	businesses, including by attracting focussed investors and str partners having the necessary ability, experience and interests relevant sectors;						
	 (c) dedicated and specialised management focus on the specific needs of trespective businesses; and 						
# 	(d) benefit to all stakeholders, lear run and maximising the value intrinsic value of assets, ach efficiencies.	and return to the shar	eholders, unlocking				
Date of resolution passed by the Board of Director of the company approving the scheme	10 th November 2017	10 th November 2017	10 th November 2017				
Relevant date for determining the price as per Para 8 of SEBI Circular dated March 10, 2017, if applicable	Not applicable	Not applicable	Not applicable				
Date of meeting of the Audit Committee in which the draft scheme has been approved	10 th November 2017	Not Applicable	Not Applicable				
Appointed Date	1 st April, 2018	1 st April, 2018	1 st April, 2018				
Net Worth Pre Post	(Rs. in crores) 1134.02 894.70 (Aa per certificate enclosed)	(Rs. in crores) 0.10 85.06 (As per certificate enclosed)	(Rs. in crores) 0.10 154.35 (As per certificate enclosed)				
Valuation by independent Chartered Accountant -	Not Applicable under SEBI Circular dated March 10, 2017 However, Company has obtained a	Not Applicable	Not Applicable				

Company Secretary

Name of the valuer/valuer firm and Regn	valuation report from Santosh K Singh & Co., Firm's Registration No. 019877N, for		
no.	internal, corporate governance purposes.	*	
Fair value per share	Not Applicable	Not Applicable	Not Applicable
Exchange ratio	1 (one) equity share of face value Rs. 2/- (the shareholders of the Demerged Compavalue Rs. 2/- (Rupees two only) each held	any, for every 1 (one) e by them in the Demerge	equity share of face led Company.
Name of Merchant Banker giving fairness opinion	Not Applicable (Fairness opinion from obtained by the Demerged Company for in	ternal corporate govern	ance purposes.)
Capital before the scheme	Issued, subscribed and paid-up share capital as on Date of approval of the Board: Rs. 1445.97 Lacs	Issued, subscribed and paid-up share capital as on date of approval of the Board :	Issued, subscribed and paid-up share capital as on date of approval of the Board:
(No of equity shares as well as capital in Rupees)	Rs. 0.04 lakhs)	Rs. 10 lakhs, consisting of 5,00,000 Equity Shares of Rs. 2 each	Rs. 10 lakhs, consisting of 5,00,000 Equity Shares of Rs. 2 each
No. of shares to be issued	RC-1 will issue 722,96,395 equity shares Limited, as on the Record Date, in the rat value Rs. 2/- (Rupees two only) of RC-1 t of face value Rs. 2/- (Rupees two only) of the state of the s	tio of 1:1 (i.e., 1 (one) o to be issued for every 1 the Demerged Compan	equity share of face (one) equity share (y.)
Cancellation of shares on account of cross holding, if any	Not Applicable	As on 10 th November 2017, the Demerged Company holds 500,000 equity share of Rs. 2 each in the RC- 1. Subsequent to composite scheme of arrangement coming into effect, the entire shareholding of the Demerged	Not Applicable
		Company (along with its nominees) in RC –	
Capital after the	Issued, subscribed and paid-up share	Company (along with	Issued, subscribed and

			capital on the Scheme becoming effective:	paid-up share capital on the Scheme becoming effective:	
(No of equity shares as well as capital in Rupees)	Rs. 1445.97 lakh 7,22,96,395 Equity (including Forfeited Rs. 0.04 lakhs)	s, consisting of Shares of Rs. 2 each d Share Capital of	Rs. 1445.93 lakhs, consisting of 7,22,96,395 Equity Shares of Rs. 2 each	5,00,000 Equity Shares of Rs. 2 each	
Details of shareholding of companies involved(HSIL Limited) (the Demerged Company)	Pre		Po	ost	
Company	No. of Shares	% of holding	No. of Shares	% of holding	
Promoter	35012819	48.43	35012819	48.43	
Public	37283576	51.57	37283576	51.57	
Custodian		-	· ·	-	
TOTAL	72296395	100	72296395	100	
RC-1		^o re	Post		
	No. of Shares	% of holding	No. of Shares	% of holding	
Promoter	5,00,000	100%	3,50,12,819	48.3	
Public (Excluding QIBs)	-		3,72,83,576	51.7	
QIBs	-	-		-	
Non-promoter non-public		-	-		
Total	5,00,000	100	7,22,96,395	100	
RC-2		Pre		ost 0/ of holding	
	No. of Shares	% of holding	No. of Shares	% of holding 100%	
Promoter	5,00,000	100%	5,00,000	100 /0	
Public (Excluding QIBs)	-		-		
QIBs	-	-	-	=	
Non-promoter non-public		•		•	

5.00.000		100	5,00,000	100
	RC-1	- 7	그 아이는 생생님이 아이들이 그 그 그 그 그 그 그 그 그 그 그 그 그 그 그 그 그 그	ders (including 6
PRE(03/11/2017)-	share	holders	nominees of RC-1)	
	(inclu	ding 6		
Name of the Prom	oter			Somany Home
and Promoter Group			THE REPORT OF THE PROPERTY OF	Innovation
				Limited
		Group		PAN: AAZCS2853D
			1	AAZCSZOSSD
BANGS-COM INC. ADDRESS OF THE STREET	orts	AABCP//83K		
		A A A C C C C A A C F		r .
The state of the s	ents	AAACSU348E	_	
	اجنست	A A A CN100031		
5.5.55. =		AAACNUU9ZL		
The second contraction of the second of the second	Stors	×		
	ımar	AIVPS6274 I		
	ılılal	AITI 002740		
		AIYPS6270N		
	,	2 12/2/2013		
	ıv			
			_	
	PRE(03/11/2017)- 27329 POST(10/11/2017) - 26698 Name of the Promand Promoter Group M/s Paco Explimited M/s Soma Investment Ltd M/s New Delhi Industry Ltd Dr. Rajendra Kusomany Mr. Sandip Somany Mrs. Sumita Somany Mrs. Sumita Somany Mrs. Shashvat Somany Mr. Shashvat Somany	HSIL PRE(03/11/2017)- 27329 (inclu POST(10/11/2017) - 26698 Demo Comp Name of the Promoter and Promoter Group M/s Paco Exports Limited M/s Soma Investments Ltd M/s New Delhi Industrial Promotors And Investors Ltd Dr. Rajendra Kumar Somany Mr. Sandip Somany Mrs. Sumita Somany	HSIL PRE(03/11/2017)- 27329 (including 6 POST(10/11/2017) - 26698 Name of the Promoter and Promoter Group M/s Paco Exports AABCP7783K Limited M/s Soma Investments Ltd M/s New Delhi Industrial Promotors And Investors Ltd Dr. Rajendra Kumar Somany Mr. Sandip Somany Mr. Sandip Somany Mrs. Sumita Somany Mrs. Sumita Somany Mr. Shashvat Somany Mr. Shashvat Somany Mr. Shashvat Somany Mr. Shashvat Somany ENCPS4665E	HSIL PRE(03/11/2017)- 27329 POST(10/11/2017)- 26698 Name of the Promoter and Promoter Group M/s Paco Exports Ltd M/s New Delhi Industrial Promotors And Investors Ltd Dr. Rajendra Kumar Somany Mr. Sandip Somany Mr. Sandip Somany Mr. Sumita Somany Mr. Shashvat Somany Mr. Shashvat Somany Mr. Shashvat Somany Mr. Shashvat Somany Mr. Shashvat Somany Mr. Shashvat Somany Mr. Shashvat Somany Mr. Shashvat Somany RC-2 - 7 sharehol nominees of RC-1) RC-2 - 7 sharehol nominees of RC-1) RC-2 - 7 sharehol nominees of RC-1) RAC-2 - 7 sharehol nominees of RC-1) RAC-2 - 7 sharehol nominees of RC-1) RAC-2 - 7 sharehol nominees of RC-1) RAC-2 - 7 sharehol nominees of RC-1) RAC-2 - 7 sharehol nominees of RC-1) RAC-2 - 7 sharehol nominees of RC-1) RAC-2 - 7 sharehol nominees of RC-1) RAC-2 - 7 sharehol nominees of RC-1) RAC-2 - 7 sharehol nominees of RC-1) RAC-2 - 7 sharehol nominees of RC-1) RAC-2 - 7 sharehol nominees of RC-1) RAC-2 - 7 sharehol nominees of RC-1)



Name of Board	Dr. Rajendra Kumar	Mr. Sandip Somany -		p Somany -
of Directors of	Somany - 00053557	00053597	00053597	
companies	Mr. Sandip Somany -	Mr. G.L.Sultania -		ultania - 00060931
companies	00053597	00060931	Mr. N.K.G	Goenka - 00060864
	Mrs. Sumita Somany -	Mr. N.K.Goenka -	3	
	00133612	00060864		
	Mr. Ashok Jaipuria -		(1	
	00214707			
	Mr. G.L.Sultania -			
	00060931	Sec.		
i	Mr. V.K.Bhandari -	-		
*	00052716			
H 10	Mr. Salil Bhandari -		1-	
3	00017566			
	Mr. N.G.Khaitan -			
	00020588			
	Dr. Rainer S. Simon -	***		
	03543040			10 // II
Please specify	Parent holding company	Wholly owned subsidiary of		Wholly owned
relation among	of RC-1 and indirect	Demerged Company		subsidiary of RC-1
the companies	holding company of RC-	* *		
involved in the	2			
scheme, if any.		NI-4 Ameliandala		RC-2 is not seeking
Details	Not Applicable	Not Applicable		listing.
regarding				listing.
change in	71			
management	8			
control in listed				
or resulting				
company				
seeking listing,	V	= 25	0	
if any			- A	-

For HSILLIMITED
Company Secretary



HSIL LTD. DIN and PAN of the Promoter and Promoter Group and it's Companies

SI.	Name of the Promoter	PAN	
No.			DIN
1	RAJENDRA KUMAR SOMANY	AIYPS6274J	00053557
2	SANDIP SOMANY	AIYPS6270N	00053597
3	SUMITA SOMANY	ALMPS0475L	00133612
4	DIVYA SOMANY	ALMPS4606B	NA
5	SHASHVAT SOMANY	ENCPS4665E	NA
6	PACO EXPORTS LIMITED	AABCP7783K	NA
7	SOMA INVESTMENTS LTD	AAACS0348E	NA
8	NEW DELHI INDUSTRIAL PROMOTORS AND INVESTORS LTD	AAACN0092L	NA
9	MATTERHORN TRUST	AAETM9786B	NA

	PAN of the Directors and	KMP	
SI. No.	Name of the Directors	PAN	DIN
1	Dr. Rajendra Kumar Somany(Director and KMP)	AIYPS6274J	00053557
2	Mr. Sandip Somany(Director and KMP)	AIYPS6270N	00053597
3	Ms. Sumita Somany	ALMPS0475L	00133612
4	Mr. Girdhari Lal Sultania	AOTPS8376L	00060931
5	Mr. Ashok Jaipuria	AAAPJ4737B	00214707
6	Mr. Vijay Kumar Bhandari	AAPPB5117J	00052716
7	Mr. Nand Gopal Khaitan	AFLPK3827K	00020588
8	Mr. Salil Bhandari	AAAPB5902A	00017566
9	Dr. Rainer Siegfried Simon	N.A.	03543040
SI.			
No.	Name of KMP	PAN	
1	Ms. Payal M. Puri	AIBPM5745K	NA
2	Mr. Sandeep Sikka	AATPS3365D	NA

For HSIL LIMITED

Tay ~

PAYAL M PURI (COMPANY SECRETARY)

HSIL Limited

(An ISO 9001 14001 OHSAS 18001 Certified Company)

Corporate Office: 301-302, Illrd 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 +91-33-22487406/07, F+91-33-22487045





















SOMANY HOME INNOVATION LIMITED

Registered Office: 2, RED CROSS PLACE, KOLKATA – 700001

CIN: U74999WB2017PLC222970

T- +91-33-2248 7407/5668

Email: ngoenka@hindware.co.in

	PAN of the Prom	noter	
SI. No.	Name of the Promoter	PAN	DIN
1.	HSIL Limited	AAACH7564H	NA
SI. No.	Name of the Directors	PAN	
1	Mr. Sandip Somany	AIYPS6270N	00053597
2	Mr. Niranjan Kumar Goenka	ADPPG9043F	00060864
3	Mr. Girdhari Lal Sultania	AOTPS8376L	00060931

For SOMANY HOME INNOVATION LIMITED

Niranjan Kumar Goenka

(Director)

BRILLOCA LIMITED

Registered Office: 2, RED CROSS PLACE, KOLKATA – 700001

CIN: U74999WB2017PLC223307

T- +91-33-2248 7407/5668

Email: ngoenka@hindware.co.in

	Name of the Promoter	MARI	
1 0		PAN	DIN
1.	Somany Home Innovation Limited	AAZCS2853D	NA
SI. No.	Name of the Directors	PAN	
1 N	Mr. Sandip Somany	AIYPS6270N	00053597
2 N	Mr. Niranjan Kumar Goenka	ADPPG9043F	00060864
3 N	Mr. Girdhari Lal Sultania	AOTPS8376L	00060931

For BRILLOCA LIMITED

Niranjan Kumar Goenka

(Director)



Confirmation by the Company

To. The General Manager, Department of Corporate Services, BSE Limited, P.J. Towers, Dalal Street, Mumbai – 400 001.

Dear Sir.

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the Composite Scheme of Arrangement, amongst HSIL Limited, Somany Home Innovation Limited, Brilloca Limited and their respective shareholders and creditors, in terms of the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Section 66 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013

In connection with the above application, we hereby confirm that:

- a) The proposed scheme of amalgamation/ arrangement/merger/reconstruction/ reduction of capital etc. to be presented to any Court or Tribunal does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956 / Companies Act, 2013, the rules, regulations and guidelines made under these Acts, the provisions as explained in Regulation 11 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and requirements of SEBI circulars and BSE Limited.
- b) In the explanatory statement to be forwarded by the company to the shareholders u/s 393 or accompanying a proposed resolution to be passed u/s 100 of the Companies Act, it shall disclose:
 - the pre and post-arrangement or amalgamation (expected) capital structure and shareholding pattern and
 - ii) the "fairness opinion" obtained from an Independent merchant banker on valuation of assets / shares done by the valuer for the company and unlisted company.
 - iii) Information about unlisted companies involved in the scheme as per the format provided in Part D of Schedule VII of the ICDR Regulations, The Complaint report as per Annexure III. For HSIL LIMITED

iv) The observation letter issued by the stock exchange

HSIL Limited

(An ISO 9001 14001 OHSAS 18001 Certified Company)

Corporate Office: 301-302, Illrd 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 +91-33-22487406/07, F +91-33-22487045























- c) The draft scheme of amalgamation/ arrangement together with all documents mentioned in Para I(A)(7)(a) of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, has been disseminated on company's website as per Website link given hereunder: www.hindwarehomes.com.
- d) The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.
- e) The company shall obtain shareholders' approval by way of special resolution passed through postal ballot/ e-voting. Further, the company shall proceed with the draft scheme only if the vote cast by the public shareholders in favor of the proposal is more than the number of votes cast by public shareholders against it (Not Applicable)
- f) The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filled by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.
- g) There will be no alteration in the Share Capital of the unlisted transferor company from the one given in the draft scheme of amalgamation/ arrangement.

Date: 28th February, 2018

(Payal M Puri) Company Secretary

HSIL Limited

(An ISO 9001 14001 OHSAS 18001 Certified Company)

Corporate Office: 301-302, Illrd 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+91-33-22487406/07, F+91-33-22487045























12, Bhagat Singh Marg, New Delhi - 110 001, India Telephone: 91 11 23710176 / 23710177 / 23364671 / 241/

Fax : 91 11 23345168 / 23314309

E-mail : delhi@lodhaco.com

Privileged and confidential

Certificate on Assets & Liabilities for Demerged Undertakings as on 31st March 2017

The Board of Directors HSIL Limited 2, Red Cross Place, Kolkata 700 001, West Bengal, India

- 1. This Certificate is issued in accordance with the terms of engagement vide letter dated 10th November, 2017 with, HSIL Limited (hereinafter "**the Company or HSIL**") and as informed by HSIL, Stock Exchange have asked for specific information.
- At the request of the Company, we have examined the accompanying statement of assets and liabilities for the Demerged Undertakings (as defined hereinunder) as at March 31, 2017 (hereinafter referred together as "the Statement"), which we have initialed for identification purposes only, in connection with the proposed composite scheme of arrangement proposed amongst the Company, Somany Home Innovation Limited, Brilloca Limited and their respective shareholders and creditors, in terms of the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Section 66 and other applicable provisions of the Companies Act, 2013 ("Draft Scheme"). The Statement is required in connection with the requirements of the stock exchanges
- 3. The Draft Scheme provides for the demerger of the Consumer Products Distribution and Marketing Undertaking or CPDM Undertaking (as more particularly described in the Draft Scheme) and the Retail Undertaking (as more particularly described in the Draft Scheme) of the HSIL Limited to Somany Home Innovation Limited and demerger of the Building Products Manufacturing Undertaking or the BPDM Undertaking of the HSIL Limited (as more particularly described in the Scheme) to Brilloca Limited, each with effect from the Appointed Date, i.e., April 1, 2018, in accordance with the terms and conditions as stated in the Draft Scheme. The CPDM Undertaking, Retail Undertaking and BPDM Undertaking of the HSIL Limited shall be collectively referred to as the "Demerged Undertakings". The assets, businesses and liabilities of the HSIL Limited other than the Demerged Undertakings, shall be referred to as the "Remaining Undertaking".
- 4. For this purpose we have carried out arithmetical accuracy only and above data/information are based on certain assumptions/assessment/estimation as considered necessary by the management

Management's Responsibility for the Statement

- 5. The preparation of the Statement is the responsibility of the Management of the HSIL Limited, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
- 6. The management is also responsible for ensuring that the Company complies with the requirements of the applicable SEBI Circulars and the Companies Act, 2013, in relation to the Scheme and for providing all the information to SEBI and the Stock Exchanges.





Auditor's Responsibility

- 7. Our responsibility to provide a reasonable assurance whether:
 - the amounts in the Statement that form part of the assets & liabilities of Demerged Undertakings, as at March 31, 2017, have been accurately extracted from the audited financial statements of HSIL Limited as at, and for the year ended, March 31, 2017 (as mentioned in Paragraph 2 above) (to be read with Annexure A enclosed) and
 - (b) the computation is arithmetically correct; (to be read with Annexure A enclosed)
- 8. The audited financial statements as at, and for the year ended, March 31, 2017 of HSIL Limited, referred to in Paragraph 7 above, have not been audited by us. We have relied upon the audited financial statements, for the year ended March 31, 2017, as audited by the previous statutory auditors of HSIL Limited and provided to us by the management of HSIL. We have only carried upon the procedures as decided in our terms of engagement on the audited financial statements for year ended March 31, 2017.
- 9. We conducted our examination of the Statement in accordance with the revised Guidance Note on Reports or Certificates for Special Purposes (Revised) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
- 10. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
- 11. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the Reporting criteria mention in Paragraph 7 above. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the Reporting Criteria. We have performed the following procedures in relation to the Statement:
 - (a) Traced and agreed the account balances (Assets and Liabilities) used in the computation of the statement of assets and liabilities in the attached Statement, to the audited financial statement of the Company for the year ended 31st March 2017 prepared under Indian Accounting Standards (IND AS), which have been audited by another firm of Chartered Accountants.
 - (b) Traced and agreed the amounts for the assets and liabilities in attached Statement, to the audited financial statements of the HSIL Limited, in relation to the Demerged Undertakings as at and for the year ended March 31, 2017 prepared under Ind AS, which has been audited by another firm of Chartered Accountants. We have solely relied on the book values as per the financial statements audited by another firm of Chartered Accountants, and not performed any procedures for determining completeness and appropriateness of book values extracted in the statement of statement of assets and liabilities, relating to the Demerged Undertakings.
 - (c) Read the certified copy of the Draft Scheme, as approved by the Board of Directors of the Company, at its meeting held on 10th November, 2017.
 - (d) Have obtained management representation from the HSIL Limited, including relating to the book values of certain assets and liabilities, which as represented to us by the management of the HSIL Limited ,and are not proposed to be demerged in Somany Home Innovation Limited and Brilloca Limited. In this regard, we have solely relied on management representation of the HSIL Limited and have not performed any additional procedures.

Tested the arithmetical and clerical accuracy of the Statement.



(f) The assets and liabilities of the Demerged Undertakings has been arrived at on the basis of balances in the books of the HSIL Limited as on March 31, 2017 and will undergo changes on the effective date of implementation of the Scheme and the accounting of the Scheme as per Ind AS 103 - Business Combinations,

Opinion

12. Based on our examination, as above, and the information and explanations given to us and read with the matter stated in Paragraphs 11(d) and 11 (f) above, we are of the opinion that the amounts that form part of assets and liabilities of the Demerged Undertakings as at March 31, 2017 of as per the Statement prepared by the management, have been accurately extracted from the respective audited financial statements of HSIL Limited for the year ended March 31, 2017 and that the computation is mathematically accurate and is in all material respects.

Restriction on Use

13. This certificate is issued at the request of the Company for onward submission to the BSE Limited and the National Stock Exchange of India Limited ("NSE") and any other regulatory authority as required under applicable law. This certificate should not be used for any other purpose without our prior written consent.

For LODHA & CO
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO. 301051E

New Delhi

(N.K. LODHA) PARTNER

MEMBERSHIP NO. 085155

PLACE: New Delhi DATE: 28.02.2018



Annexure - A

(Rs. in cr)

Assets and Liabilities detail as on 31 March 2017 @

Demerged Undertakings

	Particulars		CPDM & Retail Undertaking	BPDM Undertaking
anne og og on worde	ASSETS	en en en entre en en en en en en en en en en en en en	and the second s	
1	Non-current assets			
	(a) PPE & CWIP		16.61	13.42
	(b) Other intangible assets		0.25	0.23
	(c) Financial assets		4.78	3.48
	(d) Other non-current assets		4.96	13.72
	Total non-current assets	A	26.60	30.85
2	Current assets			
	(a) Inventories		70.16	125.16
	(b) Financial assets		-	•
	(i) Trade receivables		33.51	157.43
	(ii) Cash equivalents and Bank Balances		53.08	65.59
	(iii) Loans		0.41	**
	(c) Other current assets		6.27	23.37
	Total current assets	В	163.43	371.55
	Total assets		190.03	402.40
		C=A+B		
	LIABILITIES			
3	Non-current liabilities			
	(a) Financial liabilities including borrowings		5.95	36.58
	(b) Provisions		0.59	4.28
	(c) Deferred tax liabilities (net)		(0.78)	(4.91)
	Total non-current liabilities	D	5.76	35.95
	Current liabilities			
	(a) Financial liabilities			
	(i) Borrowings		45.35	73.70
	(ii) Trade payables		26.84	38.67
	(iii) Other financial liabilities		23.68	81.55
	(b) Other current liabilities		3.35	16.40
	(c) Provisions		0.09	1.82
	Total current liabilities	Е	99.31	212.2
	Total liabilities	ECOA ACADAMA COMPRESENCIONA	105.07	248.1
		F=D+E		

HSIL Limited

(An ISO 9001 14001 OHSAS 18001 Certified Company) CIN · L51433WB1960PLC024539

Registered Office:

2, Red Cross Place,

Kolkata, West Bengal - 700 001 India.

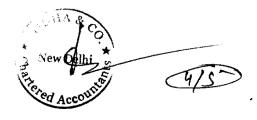
T+91-33-2248 7406 / 07, Fax: +91-33-2248 7045

Corporate Office:

301-302, III^{ed} Floor Park Centra, Sector-30, NH-8, Gurgaon ~ 122 001 India, T+91-124-477 9200, Fax +91-124-429 2898 / 99

www.bindwarehomes.com







hndware

@ The figures stated above have been arrived based on the figured extracted by the management from the audited Financial Statements prepared under IND AS of the company as at March 31,2017 and are based on certain assumptions/assessments/estimation as considered necessary by management.

We certify that above data/information is correctly extracted from books and records maintained and from the Audited Financial Statements of HSIL Limited for Financial year 2016-17.

ulles

For HSIL Limited

HSIL Limited

(An ISO 9001 14001 OHSAS 18001 Certified Company) CIN: L51433WB1960PLC024539

Registered Office:

2, Red Cross Place, Kolkata, West Bengal - 700 001 India. T+91-33-2248 7406 / 07, Fax: +91-33-2248 7045

Corporate Office:

301-302, Illr4 Floor Park Centra, Sector-30, NH-8, Gurgaon - 122 001 India, T+91-124-477 9200, Fax +91-124-429 2898 / 99

www.iiindwarehomes.com











12, Bhagat Singh Marg, New Delhi - 110 001, India Telephone: 91 11 23710176 / 23710177 / 23364671 / 241/

Fax : 91 11 23345168 / 23314309

E-mail : delhi@lodhaco.com

Privileged and confidential

Certificate on Assets & Liabilities for Demerged Undertakings as on 31st March 2017

The Board of Directors HSIL Limited 2, Red Cross Place, Kolkata 700 001, West Bengal, India

- 1. This Certificate is issued in accordance with the terms of engagement vide letter dated 10th November, 2017 with, HSIL Limited (hereinafter "**the Company or HSIL**") and as informed by HSIL, Stock Exchange have asked for specific information.
- At the request of the Company, we have examined the accompanying statement of assets and liabilities for the Demerged Undertakings (as defined hereinunder) as at March 31, 2017 (hereinafter referred together as "the Statement"), which we have initialed for identification purposes only, in connection with the proposed composite scheme of arrangement proposed amongst the Company, Somany Home Innovation Limited, Brilloca Limited and their respective shareholders and creditors, in terms of the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Section 66 and other applicable provisions of the Companies Act, 2013 ("Draft Scheme"). The Statement is required in connection with the requirements of the stock exchanges
- 3. The Draft Scheme provides for the demerger of the Consumer Products Distribution and Marketing Undertaking or CPDM Undertaking (as more particularly described in the Draft Scheme) and the Retail Undertaking (as more particularly described in the Draft Scheme) of the HSIL Limited to Somany Home Innovation Limited and demerger of the Building Products Manufacturing Undertaking or the BPDM Undertaking of the HSIL Limited (as more particularly described in the Scheme) to Brilloca Limited, each with effect from the Appointed Date, i.e., April 1, 2018, in accordance with the terms and conditions as stated in the Draft Scheme. The CPDM Undertaking, Retail Undertaking and BPDM Undertaking of the HSIL Limited shall be collectively referred to as the "Demerged Undertakings". The assets, businesses and liabilities of the HSIL Limited other than the Demerged Undertakings, shall be referred to as the "Remaining Undertaking".
- 4. For this purpose we have carried out arithmetical accuracy only and above data/information are based on certain assumptions/assessment/estimation as considered necessary by the management

Management's Responsibility for the Statement

- 5. The preparation of the Statement is the responsibility of the Management of the HSIL Limited, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
- 6. The management is also responsible for ensuring that the Company complies with the requirements of the applicable SEBI Circulars and the Companies Act, 2013, in relation to the Scheme and for providing all the information to SEBI and the Stock Exchanges.





Auditor's Responsibility

- 7. Our responsibility to provide a reasonable assurance whether:
 - the amounts in the Statement that form part of the assets & liabilities of Demerged Undertakings, as at March 31, 2017, have been accurately extracted from the audited financial statements of HSIL Limited as at, and for the year ended, March 31, 2017 (as mentioned in Paragraph 2 above) (to be read with Annexure A enclosed) and
 - (b) the computation is arithmetically correct; (to be read with Annexure A enclosed)
- 8. The audited financial statements as at, and for the year ended, March 31, 2017 of HSIL Limited, referred to in Paragraph 7 above, have not been audited by us. We have relied upon the audited financial statements, for the year ended March 31, 2017, as audited by the previous statutory auditors of HSIL Limited and provided to us by the management of HSIL. We have only carried upon the procedures as decided in our terms of engagement on the audited financial statements for year ended March 31, 2017.
- 9. We conducted our examination of the Statement in accordance with the revised Guidance Note on Reports or Certificates for Special Purposes (Revised) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
- 10. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
- 11. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the Reporting criteria mention in Paragraph 7 above. The procedures selected depend on the auditor's judgment, including the assessment of the risks associated with the Reporting Criteria. We have performed the following procedures in relation to the Statement:
 - (a) Traced and agreed the account balances (Assets and Liabilities) used in the computation of the statement of assets and liabilities in the attached Statement, to the audited financial statement of the Company for the year ended 31st March 2017 prepared under Indian Accounting Standards (IND AS), which have been audited by another firm of Chartered Accountants.
 - (b) Traced and agreed the amounts for the assets and liabilities in attached Statement, to the audited financial statements of the HSIL Limited, in relation to the Demerged Undertakings as at and for the year ended March 31, 2017 prepared under Ind AS, which has been audited by another firm of Chartered Accountants. We have solely relied on the book values as per the financial statements audited by another firm of Chartered Accountants, and not performed any procedures for determining completeness and appropriateness of book values extracted in the statement of statement of assets and liabilities, relating to the Demerged Undertakings.
 - (c) Read the certified copy of the Draft Scheme, as approved by the Board of Directors of the Company, at its meeting held on 10th November, 2017.
 - (d) Have obtained management representation from the HSIL Limited, including relating to the book values of certain assets and liabilities, which as represented to us by the management of the HSIL Limited ,and are not proposed to be demerged in Somany Home Innovation Limited and Brilloca Limited. In this regard, we have solely relied on management representation of the HSIL Limited and have not performed any additional procedures.

Tested the arithmetical and clerical accuracy of the Statement.



(f) The assets and liabilities of the Demerged Undertakings has been arrived at on the basis of balances in the books of the HSIL Limited as on March 31, 2017 and will undergo changes on the effective date of implementation of the Scheme and the accounting of the Scheme as per Ind AS 103 - Business Combinations,

Opinion

12. Based on our examination, as above, and the information and explanations given to us and read with the matter stated in Paragraphs 11(d) and 11 (f) above, we are of the opinion that the amounts that form part of assets and liabilities of the Demerged Undertakings as at March 31, 2017 of as per the Statement prepared by the management, have been accurately extracted from the respective audited financial statements of HSIL Limited for the year ended March 31, 2017 and that the computation is mathematically accurate and is in all material respects.

Restriction on Use

13. This certificate is issued at the request of the Company for onward submission to the BSE Limited and the National Stock Exchange of India Limited ("NSE") and any other regulatory authority as required under applicable law. This certificate should not be used for any other purpose without our prior written consent.

For LODHA & CO
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO. 301051E

New Delhi

(N.K. LODHA) PARTNER

MEMBERSHIP NO. 085155

PLACE: New Delhi DATE: 28.02.2018



Annexure - A

(Rs. in cr)

Assets and Liabilities detail as on 31 March 2017 @

Demerged Undertakings

	Particulars		CPDM & Retail Undertaking	BPDM Undertaking
anne og og on worde	ASSETS	en en en entre en en en en en en en en en en en en en	and the second s	
1	Non-current assets			
	(a) PPE & CWIP		16.61	13.42
	(b) Other intangible assets		0.25	0.23
	(c) Financial assets		4.78	3.48
	(d) Other non-current assets		4.96	13.72
	Total non-current assets	A	26.60	30.85
2	Current assets			
	(a) Inventories		70.16	125.16
	(b) Financial assets		-	•
	(i) Trade receivables		33.51	157.43
	(ii) Cash equivalents and Bank Balances		53.08	65.59
	(iii) Loans		0.41	**
	(c) Other current assets		6.27	23.37
	Total current assets	В	163.43	371.55
	Total assets		190.03	402.40
		C=A+B		
	LIABILITIES			
3	Non-current liabilities			
	(a) Financial liabilities including borrowings		5.95	36.58
	(b) Provisions		0.59	4.28
	(c) Deferred tax liabilities (net)		(0.78)	(4.91)
	Total non-current liabilities	D	5.76	35.95
	Current liabilities			
	(a) Financial liabilities			
	(i) Borrowings		45.35	73.70
	(ii) Trade payables		26.84	38.67
	(iii) Other financial liabilities		23.68	81.55
	(b) Other current liabilities		3.35	16.40
	(c) Provisions		0.09	1.82
	Total current liabilities	Е	99.31	212.2
	Total liabilities	ECOA ACADAMA COMPRESENCIONA	105.07	248.1
		F=D+E		

HSIL Limited

(An ISO 9001 14001 OHSAS 18001 Certified Company) CIN · L51433WB1960PLC024539

Registered Office:

2, Red Cross Place,

Kolkata, West Bengal - 700 001 India.

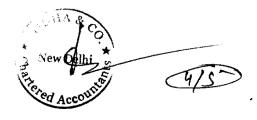
T+91-33-2248 7406 / 07, Fax: +91-33-2248 7045

Corporate Office:

301-302, III^{ed} Floor Park Centra, Sector-30, NH-8, Gurgaon ~ 122 001 India, T+91-124-477 9200, Fax +91-124-429 2898 / 99

www.bindwarehomes.com







hndware

@ The figures stated above have been arrived based on the figured extracted by the management from the audited Financial Statements prepared under IND AS of the company as at March 31,2017 and are based on certain assumptions/assessments/estimation as considered necessary by management.

We certify that above data/information is correctly extracted from books and records maintained and from the Audited Financial Statements of HSIL Limited for Financial year 2016-17.

ulles

For HSIL Limited

HSIL Limited

(An ISO 9001 14001 OHSAS 18001 Certified Company) CIN: L51433WB1960PLC024539

Registered Office:

2, Red Cross Place, Kolkata, West Bengal - 700 001 India. T+91-33-2248 7406 / 07, Fax: +91-33-2248 7045

Corporate Office:

301-302, Illr4 Floor Park Centra, Sector-30, NH-8, Gurgaon - 122 001 India, T+91-124-477 9200, Fax +91-124-429 2898 / 99

www.iiindwarehomes.com











To,

Date-November 9, 2017

The Board of Directors,
HSIL Limited
2, Red Cross Place, Kolkata,
West Bengal - 700 001, India

Sub: Opinion on the share entitlement ratio on the proposed composite scheme of arrangement for demerger of Consumer Products Distribution & Marketing Undertaking and the Retail Undertaking from HSIL Limited to Somany Home Innovation Limited, and demerger of Building Products Distribution & Marketing Undertaking from HSIL Limited to Brilloca Limited.

Dear Members of the Board:

We understand that Board of Directors of HSIL Limited (here in after referred as "Demerged Company" or "HSIL") is considering a composite scheme of arrangement for demerger of Consumer Products Distribution and Marketing Undertaking (hereinafter referred as "CPDM Undertaking") and the Retail Undertaking from the Demerged Company to Somany Home Innovation Limited, a wholly owned subsidiary of the Demerged Company, and demerger of Building Products Distribution and Marketing Undertaking (hereinafter referred as "BPDM Undertaking") from the Demerged Company to Brilloca Limited, a wholly owned subsidiary of Somany Home Innovation Limited, with effect from the Appointed Date, i.e., 1st April 2018 or such other date as may be fixed or approved by the National Company Law Tribunal (hereinafter referred to as "NCLT"), through a composite scheme of arrangement under sections 230 – 232 of the Companies Act, 2013 (hereinafter referred to as "Act"), read with section 66 of the Act and other applicable provisions of the Act (hereinafter referred to as "Proposed Scheme").

The Proposed Scheme provides for -

- a. Demerger of CPDM Undertaking and Retail Undertaking (as more particularly defined in the Proposed Scheme and hereinafter referred as 'Demerged Undertaking 1') of the Demerged Company into its wholly owned subsidiary, Somany Home Innovation Limited ("Resulting Company 1"), on a going concern basis;
- Demerger of BPDM Undertaking (as more particularly defined in the Proposed Scheme and hereinafter referred as 'Demerged Undertaking 2') of the Demerged Company into Brilloca Limited ("Resulting Company 2"), a wholly owned subsidiary of the Resulting Company 1, on a going concern basis;
- c. On the coming into effect of the Proposed Scheme, cancellation of the existing share capital of Resulting Company 1, which is held by the Demerged Company;
- d. On the coming into effect of the Proposed Scheme, simultaneous with the cancellation of the share capital of Resulting Company 1 held by the Demerged Company, issuance of equity shares by the Resulting Company 1 to the shareholders of the Demerged Company, as per the terms and conditions more fully set forth in the Proposed Scheme, which shall be listed at BSE Limited and National Stock Exchange of India Limited (NSE) (the "Stock Exchanges"), where the shares of the Demerged Company are presently listed. Accordingly, post the

FINSHORE MANAGEMENT SERVICES LIMITED (CIN: U74900WB2011PLC169377)

Registered Office: "Anandlok" 2nd Floor, Block-A, Room No. 207

227, A. J. C. Bose Road, Kolkata-700 020 West Bengal, Ind.

Ph: 033 2289 5101

Website: www.finshoregroup.com

Page 1 of 7





coming into effect of the Proposed Scheme, there would be mirror-image, proportionate shareholding of Demerged Company and Resulting Company 1, i.e., economic interest of each of the shareholders of the Demerged Company shall remain intact and in the same ratio; and

e. Post the coming into effect of the Proposed Scheme, Resulting Company 2 will continue to remain wholly owned subsidiary of Resulting Company 1.

The share entitlement ratio for the Proposed Scheme has been determined by M/s Santosh K Singh & Co., Chartered Accountants, *vide* their valuation report dated [November 08, 2017].

In terms of Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("LODR Regulations") read with SEBI Circular No. CFD/ DIL3/CIR/ 2017/21 dated March 10, 2017, the listed companies undertaking a scheme of arrangement are required to submit to the stock exchanges, copy of fairness opinion obtained from the Merchant Banker on the valuation of shares / assets of the companies done by the independent valuer.

With reference to above, we, Finshore Management Services Limited, a SEBI Registered (Cat-I) Merchant Banker have been appointed by the Demerged Company to provide our fairness opinion on the same.

Brief background of the Companies involved in the Proposed Scheme, our opinion and basis for forming an opinion and caveats are as hereunder -

1. Background of companies:

1.1. HSIL Limited

HSIL Limited, the Demerged Company, is a public limited company incorporated under the Companies Act, 1956, in the State of West Bengal. The registered office of HSIL is situated at 2, Red Cross Place, Kolkata, West Bengal 700 001, India. HSIL was incorporated on February 8, 1960, under the name 'Hindusthan Twyfords Limited'. Subsequently, the name of HSIL was changed to 'Hindustan Sanitaryware & Industries Limited' with effect from May 3, 1969, and HSIL obtained a fresh certificate of incorporation from the Registrar of Companies, Kolkata, to the said effect. The name Hindustan Sanitaryware & Industries Limited was further changed to the present name HSIL Limited and a fresh certificate of incorporation was issued by the Registrar of Companies, Kolkata on March 24, 2009 in favour of HSIL. The Corporate Identity Number of HSIL is L51433WB1960PLC024539. The equity shares of HSIL are listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).

HSIL is a multi-business corporate, which is primarily engaged in the following business activities:

(a) branding, marketing, sales, distribution, trading, service, etc. of various building products like sanitaryware, faucets, other lifestyle products, UPVC and CPVC pipes, fittings, tiles, etc., more particularly defined in the Proposed Scheme (hereinafter referred to as "Building Products Distribution and Marketing Undertaking" or "BPDM Undertaking");

FINSHORE MANAGEMENT SERVICES LIMITED (CIN: U74900WB2011PLC169377)

Registered Office : "Anandlok" 2nd Floor, Block-A, Room No. 207,

227, A. J. C. Bose Road, Kolkata-700 020 West Bengal, India

Ph.: 033 2289 5101

Website: www.finshoregroup.com

Page 2 of 7





- (b) branding, marketing, sales, distribution, trading, service, etc. of various consumer products like air purifiers, air coolers, kitchen appliances, water heaters, exhaust fans, water purifiers etc., more particularly defined in the Proposed Scheme (hereinafter referred to as "Consumer Products Distribution and Marketing Undertaking" or "CPDM Undertaking");
- (c) retail business, consisting of branding, marketing, sales, distribution, trading, service, etc. of furniture, furnishings, home décor, etc., more particularly defined in the Proposed Scheme (hereinafter referred to as "Retail Undertaking");
 - (The BPDM Undertaking, CPDM Undertaking and Retail Undertaking shall hereinafter be collectively referred to as the "Demerged Undertakings".)
- (d) manufacturing of building products like sanitaryware, faucets, UPVC and CPVC pipes, fittings, etc.
 (hereinafter referred to as "Building Products Manufacturing Undertaking" or "BPM Undertaking");
- (e) manufacturing of certain specified consumer products like water heaters (hereinafter referred to as "Consumer Products Manufacturing Undertaking" or "CPM Undertaking");
- (f) manufacturing and supply of packaging products like glass bottles, PET bottles, security caps and closures (hereinafter referred to as "Packaging Products Manufacturing Undertaking" or "PPM Undertaking"); and
- (g) wind power generation (hereinafter referred to as "Power Undertaking").

The BPM Undertaking, CPM Undertaking, PPM Undertaking and Power Undertaking shall collectively be referred to as the "Remaining Undertaking".

1.2. Somany Home Innovation Limited

Somany Home Innovation Limited, Resulting Company 1, was incorporated on September 28, 2017 under the Companies Act, 2013, in the State of West Bengal. The Corporate Identity Number of Resulting Company 1 is U74999WB2017PLC222970. The registered office of Resulting Company 1 is situated at 2, Red cross Place, Kolkata, West Bengal-700 001. Resulting Company 1 is a wholly owned subsidiary of HSIL.

Resulting Company 1 is authorised, by its memorandum of association, to *inter alia* carry on the business of importing, exporting, buying, selling, processing, manufacturing and dealing in all kinds of kitchen products like kitchen-sinks, chimneys, hobs, kitchen appliances and faucets, including chromium-plated fittings, bath tubs & whirlpools, shower enclosures, home appliances, furniture of all kinds, electrical products like air purifier, water purifier, air cooler, water heater lamps etc., decorative materials and building chemicals and also products like fire bricks, fire clay, fire cement, tiles, sewers, pipes, drain pipes, stone pipes, hume pipes, concrete pipes and pipes of all kinds, pottery tiles, lime, cement, china and terracotta, ceramic wares, cement (ordinary white coloured portland alumina blast furnace, silica, etc.)

FINSHORE MANAGEMENT SERVICES LIMITED

(CIN: U74900WB2011PLC169377) Registered Office: "Anandlok"

2nd Floor, Block-A, Room No. 207, 227, A. J. C. Bose Road, Kolkata-700 020 West Bengal, India

Ph.: 033 2289 5101

Website: www.finshoregroup.com

Page **3** of **7**





and cement products of any description (pipes, poles, asbestos sheets, blocks tiles, garden wares, etc.).

1.3. Brilloca Limited

Brilloca Limited, Resulting Company 2, was incorporated on November 2, 2017 under the Companies Act, 2013, in the State of West Bengal. The Corporate Identity Number of Resulting Company 2 is U74999WB2017PLC223307. The registered office of Resulting Company 2 is situated at 2, Red cross Place, Kolkata, West Bengal-700 001. Resulting Company 2 is wholly owned subsidiary of Resulting Company 1.

Resulting Company 2 is authorised, by its memorandum of association, to *inter alia* carry on the business of importing, exporting, producing, refining, buying, selling, processing, manufacturing and dealing in all kinds of building material products like sanitary ware (including sanitary ware made of plastic, fiber glass or any other synthetic product), earthenware, stoneware, glass, china, terracotta, porcelain products, bricks, tiles, pottery, pipes, insulators refractories of all description and or by-products, thereof and faucets including chromium-plated fittings, bath tubs and whirlpools, shower enclosures, home appliances, electrical products, decorative materials and building chemicals and also products like fire bricks, fire clay, fire cement, tiles, sewers, pipes, drain pipes, stone pipes, hume pipes, concrete pipes and pipes of all kinds, pottery tiles, lime, cement, china and terracotta, ceramic wares, cement (ordinary white coloured Portland alumina blast furnace, silica, etc.), cement products of any description (pipes, poles, asbestos sheets, blocks tiles, garden wares, etc.).

2. Basis of our opinion

2.1. Rationale of the Proposed Scheme (as per extract of draft Proposed Scheme of arrangement)

- 2.1.1. The aforesaid businesses (as mentioned in clause 1.1 above) have been nurtured over a period of time and are currently at different stages of growth. The Demerged Undertakings (as more fully set forth in the Proposed Scheme) and the Remaining Undertaking (as more fully set forth in the Proposed Scheme) have distinct capital requirements, nature of risk, competition, human skill-set requirements, etc. The segregation of businesses as envisaged in the Proposed Scheme will enable sharper focus and better alignment of the businesses to its customers. It shall also enable the respective businesses to improve competitiveness, operational efficiencies and strengthen its position in the relevant marketplace.
- 2.1.2. The Proposed Scheme shall enable each of the respective Demerged Undertakings and the Remaining Undertaking to attract interest of such investors and strategic partners having the necessary ability, experience and interests and shall provide an opportunity to the investors to select investments which best suit their investment strategies and risk profiles.
- 2.1.3. The implementation of this Proposed Scheme will result in:
 - a. creation of separate and distinct entities housing the Demerged Undertakings and the Remaining Undertaking;
 - optimal monetisation and development of each of the respective businesses, including by attracting focussed investors and strategic partners having the necessary ability, experience and interests in the relevant sectors;

FINSHORE MANAGEMENT SERVICES LIMITED (CIN: U74900WB2011PLC169377)

Registered Office: "Anandlok"
2nd Floor, Block-A, Room No. 207,

227, A. J. C. Bose Road, Kolkata-700 020 West Bengal, India

Ph.: 033 2289 5101

Website: www.finshoregroup.com

Kolkata 20

Page 4 of 7



- c. dedicated and specialised management focus on the specific needs of the respective businesses; and
- d. benefit to all stakeholders, leading to growth and value creation in long run and maximising the value and return to the shareholders, unlocking intrinsic value of the assets, achieving cost efficiencies and operational efficiencies.
- 2.1.4. The Scheme is in the interest of all the Companies involved in the Proposed Scheme, including their respective stakeholders and creditors.

2.2. Sources of Information

- i) Draft Proposed Scheme.
- ii) Valuation report dated November 8, 2017, issued by Santosh K Singh & Co., Chartered Accountants.
- iii) Audited Balance Sheet and Statement of Profit & Loss along with the relevant notes of Demerged Company for the financial year ended March 31, 2017.

2.3. Valuer's Analysis

The Clause VIII of Share entitlement ratio report provides the ratio for the allotment of shares by resulting Company 1, for the demerger of, (a) Demerged Undertaking 1 into Resulting Company 1, and (b) Demerged Undertaking 1 into Resulting Company 2, which is as follows -

"for every 1 (one) equity share of face value of INR 2/- (Rupees two only) each held in HSIL Limited as on the Appointed Date, the equity shareholders of HSIL Limited shall be issued 1 (one) equity share of face value Rs. 2/- (Rupees two only) each in Resulting Company 1, credited as fully paid-up."

3. Conclusion and Our Opinion

- 3.1. With reference to above and based on information provided by Management and after discussions with the Valuers, we understand that the Proposed Scheme has been structured to enable Demerged Undertakings to capitalize on growth opportunities and unlock the potential value of businesses of distinct nature of the Demerged Company. Pursuant to the Proposed Scheme, the shareholders of HSIL shall be issued shares by the Resulting Company 1, which shall also be listed on the same Stock Exchanges on which the shares of the Demerged Company are listed.
- 3.2. We further understand that the shares issued by the Resulting Company 1 shall be for demerger of Demerged Undertaking 1 and Demerged Undertaking 2. Considering that the Resulting Company 2, a company carrying on the business of BPDM Undertaking, continues as a wholly owned company of Resulting Company 1, it shall be held indirectly by the shareholders of HSIL Limited.
- 3.3. We also understand that, the proposed cancellation and reduction of share capital of the Resulting Company 1, to the extent held by the Demerged Company, will result in creation of mirror image proportionate shareholding of the Resulting Company 1, as that of the Demerged Company (i.e. economic interest of both companies shall remain intact in the hands of the shareholders of the

FINSHORE MANAGEMENT SERVICES LIMITED

(CIN: U74900WB2011PLC169377) Registered Office: "Anandlok"

2nd Floor, Block-A, Room No. 207, 227, A. J. C. Bose Road, Kolkata-700 020 West Bengal, India

Ph.: 033 2289 5101

Website: www.finshoregroup.com





Demerged Company and in the same ratio). Thus, the interest of shareholders remains unaffected post the coming into effect of the Proposed Scheme.

"Considering above and subject to our caveats as provided in Annexure 1, we as a Merchant Banker hereby certify that we have reviewed the share entitlement ratio report for the Proposed Scheme of arrangement for demerger of CPDM Undertaking and Retail Undertaking of HSIL Limited to Resulting Company 1 and demerger of BPDM Undertaking of HSIL Limited to Resulting Company 2 and are of the opinion that share entitlement ratio of

- a. 1 (one) equity shares of face value INR 2 (Rupees Two) each at par in Resulting Company 1 for every 1 (one) equity shares of face value of INR 2 (Rupees Two) held in the Demerged Company,
- b. in consideration of transfer and vesting of CPDM and Retail Undertaking in Resulting Company 1 and BPDM undertaking in Resulting Company 2,

as fair and reasonable to the equity shareholders of HSIL Limited."

Thanking You,

For Finshore Management Services Limited

Director

SEBI Registered Category I Merchant Banker SEBI Registration No.: INM 000012185

FINSHORE MANAGEMENT SERVICES LIMITED

(CIN: U74900WB2011PLC169377) Registered Office: "Anandlok"

2nd Floor, Block-A, Room No. 207, 227, A. J. C. Bose Road, Kolkata-700 020 West Bengal, India

Ph.: 033 2289 5101

Website: www.finshoregroup.com

Page 6 of 7





Caveats

- Our opinion and analysis is limited to the extent of review of documents as provided to us by the Management of HSIL Limited, including the share entitlement ratio report prepared by Santosh K Singh & Co., Chartered Accountants and draft Proposed Scheme. We have relied on accuracy and completeness of all the information and explanations provided by the Management. We have not carried out any due diligence or independent verification or validation to establish its accuracy or sufficiency. We have not conducted any independent valuation or appraisal of any of the assets or liabilities of demerged company/ resulting companies or their subsidiaries, if any.
- 2. We have no present or planned future interest in HSIL Limited / Somany Home Innovation Limited / Brilloca Limited and the fee payable for this opinion is not contingent upon the opinion reported herein. HSIL Limited has been provided with an opportunity to review the draft opinion as a part of our standard practice to make sure that factual accuracy / omissions are avoided in our final opinion.
- 3. Our fairness opinion is not intended to and does not constitute a recommendation to any shareholders as to how such holder should vote or act in connection with the Proposed Scheme or any matter related thereto.
- 4. The Opinion contained herein is not intended to represent, at any time other than the date that is specifically stated, in this Report. We have no responsibility to update this report for events and circumstances occurring after the date of this Report.
- 5. Our report should not be construed as an opinion or certificate certifying the compliance of the Proposed Scheme with the provisions of any law, including companies, taxation and capital markets related laws or as regards any legal implication or issues arising from the proposed demerger.



Registered Office: "Anandlok" 2nd Floor, Block-A, Room No. 207,

227, A. J. C. Bose Road, Kolkata-700 020 West Bengal, India

Ph.: 033 2289 5101

Website: www.finshoregroup.com

Page 7 of 7