



29th September, 2018

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

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

Dear Sirs,

Sub: Proceedings of a meeting of the Equity Shareholders of the Company held on 29th day of September, 2018, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [Listing Regulations]

Pursuant to Regulation 30(6) of the Listing Regulations read with Para A of Part A of Schedule III to the said Listing Regulations, we are submitting herewith proceedings of the Equity Shareholders of the Company, marked as 'Annexure A', duly convened pursuant to Order dated August 2, 2018 and as amended on August 16, 2018 of the Hon'ble Kolkata Bench of the National Company Law Tribunal in Company Application No. 649/KB/2018 and held at Somany Conference Hall of Merchants' Chamber of Commerce and Industry, 15B, Hemant Basu Sarani, 2nd Floor, Kolkata – 700001, on Saturday, the 29th day of September, 2018 at 11.00 A.M.

Please take the above on your record.

Kindly acknowledge receipt.

For HSIL Limited

(Payal M Puri)

Company Secretary

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

Encl: a.a

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, IIIrd Floor Park Centra, Sector-30, NH-8, Gurgaon - 122 001 India,

T+91-124-477 9200, Fax +91-124-429 2898 / 99

Proceedings of a Meeting of the Equity Shareholders of HSIL Limited, the Transferor Company, convened pursuant to Order dated August 2, 2018 and as amended on August 16, 2018 of the Hon'ble Kolkata Bench of the National Company Law Tribunal in Company Application No. 649/KB/2018 and held at Somany Conference Hall of Merchants' Chamber of Commerce and Industry, 15B, Hemant Basu Sarani, 2nd Floor, Kolkata – 700001, on Saturday, the 29th day of September, 2018 at 11.00 A.M.

Mr. Somen Bose, took the Chair, as appointed by the Hon'ble Kolkata Bench of the National Company Law Board and the requisite quorum being present, the meeting was called to order. Order of the Hon'ble Kolkata Bench of the National Company Law Tribunal and other related documents were placed before the meeting and made accessible to the Members present at the meeting.

With the permission of the Shareholders present at the meeting, the Chairman had taken the Notice dated 17th August 2018 as read alongwith the Composite Scheme of Arrangement between HSIL Limited (Transferor Company), Somany Home innovation Limited (Transferee Company 1) and Brilloca Limited (Transferee Company 2) and their respective Shareholders and Creditors.

Thereafter, Members present in person were invited to make observations and comments, if any on the proposed Composite Scheme of Arrangement. Observations and comments made by the Members and the queries put forth and clarifications sought for by them were answered by Mr. Sandeep Sikka, Chief Financial Officer of the Company suitably.

Thereafter, Members were explained the procedure of voting on the resolutions as mentioned in the Notice dated 17 August, 2018. They were informed that the remote e-voting facilities had been arranged by the Company through a platform provided by Central Depository Services (India) Limited (CDSL), and voting through Postal Ballot pursuant to Section 108 and 110 of the Companies Act, 2013 ("Act") read with Rule 20 and 22 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which commenced from **Thursday, the 30 August, 2018 from 9.00 a.m. (IST) and ended on Friday, the 28 September, 2018 at 5.00 p.m. (IST)**. He further informed the Members present, that the facility to vote by means of Physical Ballot Papers at the Meeting of the Company was also made available for those members who had not casted their vote by means of remote e-voting facility / Postal Ballot made available for them.

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It was also informed to the Members that Ms. Arti Vyas, Practicing Company Secretary (ACS: 38496, CP: 14482) was appointed as the Scrutinizer by Hon'ble Kolkata Bench of the National Company Law Tribunal for scrutinizing the voting made by Members through remote e-voting, Postal Ballot and Physical Ballot at the meeting in a fair and transparent manner.

Thereafter, the following item of business as per the Notice of the Meeting dated 17 August, 2018, was transacted at the meeting:

1. Approval for the proposed Composite Scheme of Arrangement between HSIL Limited, the **Transferor Company**, Somany Home Innovation Limited, **Transferee Company 1** and Brilloca Limited, **Transferee Company 2** and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 and other matters incidental thereto.

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

The Meeting concluded with a vote of thanks to the Chair at 11-45 A.M.

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

Dear Sirs,

Sub: Proceedings of a meeting of the Secured Creditors of the Company held on 29th day of September, 2018, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [Listing Regulations]

Pursuant to Regulation 30(6) of the Listing Regulations read with Para A of Part A of Schedule III to the said Listing Regulations, we are submitting herewith proceedings of the Secured Creditors of the Company, marked as 'Annexure A', duly convened pursuant to Order dated August 2, 2018 and as amended on August 16, 2018 of the Hon'ble Kolkata Bench of the National Company Law Tribunal in Company Application No. 649/KB/2018 and held at Somany Conference Hall of Merchants' Chamber of Commerce and Industry, 15B, Hemant Basu Sarani, 2nd Floor, Kolkata – 700001, on Saturday, the 29th day of September, 2018 at 1.00 P.M.

Please take the above on your record.

Kindly acknowledge receipt.

For HSIL Limited

(Payal M Puri)

Company Secretary

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

Encl: a.a

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Annexure A

Proceedings of a Meeting of the Secured Creditors of HSIL Limited, the Transferor Company, convened pursuant to Order dated August 2, 2018 and as amended on August 16, 2018 of the Hon'ble Kolkata Bench of the National Company Law Tribunal in Company Application No. 649/KB/2018 and held at Somany Conference Hall of Merchants' Chamber of Commerce and Industry, 15B, Hemant Basu Sarani, 2nd Floor, Kolkata – 700001, on Saturday, the 29th day of September, 2018 at 1.00 P.M.

Mr. Somen Bose, took the Chair, as appointed by the Hon'ble Kolkata Bench of the National Company Law Board and the requisite quorum being present, the meeting was called to order. Order of the Hon'ble Kolkata Bench of the National Company Law Tribunal and other related documents were placed before the meeting and made accessible to the Secured Creditors present at the meeting.

With the permission of the Secured Creditors present at the meeting, the Chairman had taken the Notice dated 17th August 2018 as read alongwith the Composite Scheme of Arrangement between HSIL Limited (Transferor Company), Somany Home innovation Limited (Transferee Company 1) and Brilloca Limited (Transferee Company 2) and their respective Shareholders and Creditors.

Thereafter, Secured Creditors present in person were invited to make observations and comments, if any on the proposed Composite Scheme of Arrangement. Observations and comments made by the Secured Creditors and the queries put forth and clarifications sought for by them were answered by Mr. Sandeep Sikka, Chief Financial Officer of the Company suitably.

Thereafter, Secured Creditors were explained the procedure of voting on the resolutions as mentioned in the Notice dated 17 August, 2018. They were informed that the voting through Postal Ballot arranged pursuant to Section 108 and 110 of the Companies Act, 2013 ("Act") read with Rule 20 and 22 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which commenced from **Thursday, the 30 August, 2018** from 9.00 a.m. (IST) and ended on **Friday, the 28 September, 2018** at 5.00 p.m. (IST). He further informed the Secured Creditors present, that the facility to vote by means of Physical Ballot Papers at the Meeting of the Company was also made available for those Secured Creditors who had not casted their vote by means of Postal Ballot made available for them.

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It was also informed to the Secured Creditors that Ms. Arti Vyas, Practicing Company Secretary (ACS: 38496, CP: 14482) was appointed as the Scrutinizer by Hon'ble Kolkata Bench of the National Company Law Tribunal for scrutinizing the voting made by Secured Creditors through Postal Ballot and Physical Ballot at the meeting in a fair and transparent manner.

Thereafter, the following item of business as per the Notice of the Meeting dated 17 August, 2018, was transacted at the meeting:

1. Approval for the proposed Composite Scheme of Arrangement between HSIL Limited, the **Transferor Company**, Somany Home Innovation Limited, **Transferee Company 1** and Brilloca Limited, **Transferee Company 2** and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 and other matters incidental thereto.

The Secured Creditors were also informed that the results on the resolutions deemed to be passed on the date of the Meeting, shall be declared by Mr. Somen Bose, after receipt of the Scrutinizer's Report from the Scrutinizer and the same along with the Scrutinizer's Report shall be placed on the website of the Company and will be displayed on the Notice Boards at Registered Office and Corporate office of the Company and shall also simultaneously be forwarded to BSE Limited (BSE) and National Stock Exchange of India Ltd. (NSE), where the shares of the Company are presently listed.

The Meeting concluded with a vote of thanks to the Chair at 1-15 P.M.

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

Dear Sirs,

Sub: Proceedings of a meeting of the Unsecured Creditors of the Company held on 29th day of September, 2018, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [Listing Regulations]

Pursuant to Regulation 30(6) of the Listing Regulations read with Para A of Part A of Schedule III to the said Listing Regulations, we are submitting herewith proceedings of the Unsecured Creditors of the Company, marked as 'Annexure A', duly convened pursuant to Order dated August 2, 2018 and as amended on August 16, 2018 of the Hon'ble Kolkata Bench of the National Company Law Tribunal in Company Application No. 649/KB/2018 and held at Somany Conference Hall of Merchants' Chamber of Commerce and Industry, 15B, Hemant Basu Sarani, 2nd Floor, Kolkata – 700001, on Saturday, the 29th day of September, 2018 at 1.30 P.M.

Please take the above on your record.

Kindly acknowledge receipt.

For HSIL Limited



(Payal M Puri)

Company Secretary

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

Encl: a.a

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Proceedings of a Meeting of the Unsecured Creditors of HSIL Limited, the Transferor Company, convened pursuant to Order dated August 2, 2018 and as amended on August 16, 2018 of the Hon'ble Kolkata Bench of the National Company Law Tribunal in Company Application No. 649/KB/2018 and held at Somany Conference Hall of Merchants' Chamber of Commerce and Industry, 15B, Hemant Basu Sarani, 2nd Floor, Kolkata – 700001, on Saturday, the 29th day of September, 2018 at 1.30 P.M.

Mr. Somen Bose, took the Chair, as appointed by the Hon'ble Kolkata Bench of the National Company Law Board and the requisite quorum being present, the meeting was called to order. Order of the Hon'ble Kolkata Bench of the National Company Law Tribunal and other related documents were placed before the meeting and made accessible to the Unsecured Creditors present at the meeting.

With the permission of the Unsecured Creditors present at the meeting, the Chairman had taken the Notice dated 17th August 2018 as read alongwith the Composite Scheme of Arrangement between HSIL Limited (Transferor Company), Somany Home innovation Limited (Transferee Company 1) and Brilloca Limited (Transferee Company 2) and their respective Shareholders and Creditors.

Thereafter, Unsecured Creditors present in person were invited to make observations and comments, if any on the proposed Composite Scheme of Arrangement. Observations and comments made by the Unsecured Creditors and the queries put forth and clarifications sought for by them were answered by Mr. Sandeep Sikka, Chief Financial Officer of the Company suitably.

Thereafter, Unsecured Creditors were explained the procedure of voting on the resolutions as mentioned in the Notice dated 17 August, 2018. They were informed that the voting through Postal Ballot arranged pursuant to Section 108 and 110 of the Companies Act, 2013 ("Act") read with Rule 20 and 22 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which commenced from **Thursday, the 30 August, 2018** from 9.00 a.m. (IST) and ended on **Friday, the 28 September, 2018** at 5.00 p.m. (IST). He further informed the Unsecured Creditors present, that the facility to vote by means of Physical Ballot Papers at the Meeting of the Company was also made available for those Unsecured Creditors who had not casted their vote by means of Postal Ballot made available for them.

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It was also informed to the Unsecured Creditors that Ms. Arti Vyas, Practicing Company Secretary (ACS: 38496, CP: 14482) was appointed as the Scrutinizer by Hon'ble Kolkata Bench of the National Company Law Tribunal for scrutinizing the voting made by Unsecured Creditors through Postal Ballot and Physical Ballot at the meeting in a fair and transparent manner.

Thereafter, the following item of business as per the Notice of the Meeting dated 17 August, 2018, was transacted at the meeting:

1. Approval for the proposed Composite Scheme of Arrangement between HSIL Limited, the **Transferor Company**, Somany Home Innovation Limited, **Transferee Company 1** and Brilloca Limited, **Transferee Company 2** and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 and other matters incidental thereto.

The Unsecured Creditors were also informed that the results on the resolutions deemed to be passed on the date of the Meeting, shall be declared by Mr. Somen Bose, after receipt of the Scrutinizer's Report from the Scrutinizer and the same along with the Scrutinizer's Report shall be placed on the website of the Company and will be displayed on the Notice Boards at Registered Office and Corporate office of the Company and shall also simultaneously be forwarded to BSE Limited (BSE) and National Stock Exchange of India Ltd. (NSE), where the shares of the Company are presently listed.

The Meeting concluded with a vote of thanks to the Chair at 1-45 P.M.

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NEAPS/ BSE ONLINE

1st October, 2018

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

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

Subject : Disclosure of Voting Results in terms of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with Consolidated Scrutinizer's Reports of Court Convened Meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors

Dear Sirs,

We hereby inform you that the Meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors of the Company, convened pursuant to Order dated August 2, 2018 and as amended on August 16, 2018 of the Hon'ble Kolkata Bench of the National Company Law Tribunal in Company Application No. 649/KB/2018 were held at Somany Conference Hall of Merchants' Chamber of Commerce and Industry, 15B, Hemant Basu Sarani, 2nd Floor, Kolkata – 700001, on Saturday, the 29th day of September, 2018 at 11.00 A.M, 1:00 P.M. and 1: 30 P.M respectively.

Please find the enclosed herewith the following:

- a) Disclosure of Voting Result of the meeting of the Equity Shareholders in terms of regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with Section 108 of Companies Act, 2013, read with rule 20 of Companies (Management and Administration) Rules, 2015 as amended alongwith Consolidated Scrutinizer Report.
- b) Consolidated Scrutinizer's Report on of the meeting Secured Creditors.
- c) Consolidated Scrutinizer's Report on of the meeting Unsecured Creditors.

This is for your reference and record.

Thanking You,

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

Encl. : As above

HSIL Limited

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

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

HSIL LIMITED

Details of voting results of E-voting, Postal Ballot and Ballot Paper on Resolutions contained in Notice dated 17th August, 2018, of Meeting of Equity Shareholders the Company, held on Saturday, 29th September, 2018 at Somany Conference Hall of Merchants Chamber of Commerce & Industry, 15B, Hemant Basu Sarani, Kolkata - 700 001 at 11.00 A.M., as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the General Meeting (Pursuant to the directions of the Hon'ble National Company Law Tribunal, Kolkata Bench)	29th September, 2018
Total number of shareholders on record date i.e. 17th August, 2018	32,723
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: Public:	4 13
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group: Public:	Not arranged

Item No. 1

Approval for the proposed composite scheme of arrangement between HSIL Limited, the Transferor Company, Somany Home Innovation Limited, Transferee Company 1 and Brilloca Limited, Transferee Company 2 and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 and other matters incidental thereto.

Resolution Required : (Ordinary/Special)							Special	
Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	3,50,12,819	3,50,12,719	100.00	3,50,12,719	-	100.00	-
	Ballot Paper		100	0.00	100	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		3,50,12,819	100.00	3,50,12,819	-	100.00	-
Public-Institutions	E-voting	2,19,64,297	1,95,93,449	89.21	1,95,93,449	-	100.00	-
	Ballot Paper		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		1,95,93,449	89.21	1,95,93,449	-	100.00	-
Public-Non Institutions	E-voting	1,53,19,279	29,303	0.19	26,725	2,578	91.20	8.80
	Ballot Paper		25	0.00	25	-	100.00	-
	Postal Ballot		4,173	0.03	4,173	-	100.00	-
	Total		33,501	0.22	30,923	2,578	92.30	7.70
Total		7,22,96,395	5,46,39,769	75.58	5,46,37,191	2,578	100.00	0.00

For HSIL LIMITED


Company Secretary



ARTI VYAS
PRACTISING COMPANY SECRETARY

258 B Dum Dum Park
Kolkata-700055
E-mail Id:artibhadani1@gmail.com
Mobile no -9748836498

FORM NO MGT- 13

SCRUTINIZER REPORT

(Pursuant to Section 108 to 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 as amended from time to time and as per the directions issued by the National Company Law Tribunal (NCLT), Kolkata Bench, Kolkata vide order dated 2nd August 2018, and as amended on 16th August 2018

To,
The Chairperson,
M/S HSIL Limited

2, Red Cross Place, Kolkata-700 001 of a meeting convened as per Order of NCLT, held on Saturday, the 29th September, 2018 at Somany Conference Hall of Merchants' Chamber of Commerce & Industry, 15B Hemant Basu Sarani, Kolkata - 700001 at 11.00 A.M.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting/Postal Ballot and voting by means of Ballot Paper of the Equity Shareholders of the Company

I, Arti Vyas, Practicing Company Secretary (CP No-14482), Kolkata, have been appointed as the Scrutinizer, by the Hon'ble Kolkata Bench of National Company Law Tribunal, vide its order dated 2nd August 2018, and as amended on 16th August 2018 for the purpose of Scrutinizing and ascertaining the results of voting by electronic means i.e. remote e-voting and voting through Postal Ballot and Physical Ballot Forms at the Meeting of the Equity Shareholders of the Company held on Saturday, the 29th September, 2018 at Somany Conference Hall of Merchants' Chamber of Commerce & Industry, 15B Hemant Basu Sarani, Kolkata - 700001 at 11.00 A.M seeking approval of the Equity Shareholders to the Scheme of Arrangement between HSIL Limited, Somany Home Innovation Limited and Brilloca Limited and their respective Shareholders and Creditors, detailed in the notice dated 17th August 2018.

I do hereby report and submit as under:

1. Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and as per the directions issued by the Hon'ble National Company Law Tribunal, Kolkata Bench at Kolkata, the Company had provided remote e-voting facility through CDSL and the facility to vote by way of Postal Ballot and by way of Ballot Paper.



2. The Compliance with NCLT order dated 2nd August 2018, and as amended on 16th August 2018 in relation to voting through Remote E-voting/Postal Ballot/ by way of Ballot Paper at the NCLT convened meeting on the proposed resolution is the responsibility of the Company. My responsibility as a Scrutinizer is to ensure that the processes of voting by way of Remote- e voting, Postal Ballot and by way of Ballot Paper was conducted in a fair and transparent manner and to submit a consolidated scrutinizer report on the voting to the Chairman of this meeting on the resolution, based on the report generated from the electronic voting system provided by CDSL and Physical Counting of votes by way of Postal Ballot and Ballot Paper.
3. The company had completed the dispatch of Notice of Meeting of Equity Shareholders dated 17th August, 2018 along with attendance slip, proxy form, Postal Ballot Form and self addressed postage pre-paid Business Reply Envelope and a separate letter addressed to Shareholders individually inter-alia containing User ID and password for remote e-voting through permitted mode on 27th August, 2018, to those Members whose names appeared in the Register of Members/List of beneficiaries as on 17th August, 2018 being the cut-off date fixed for the purpose. As per provisions of the Companies Act, 2013, the number of vote cast in respect of the resolution have been counted according to the number of shares held by the concerned Shareholders. One share held is equal to one vote.
4. An Advertisement was published in "Financial Express, Kolkata" (English Edition) and "Aajkal, Kolkata" (Bengali Edition) on 29th August, 2018, pursuant to Rule 20 and Rule 22 of the Companies (Management and Administration) Amendments Rules, 2015 informing the Members about completion of dispatch of the notice and other documents both by courier to their registered address and electronically by e-mail, wherever applicable along with other information as specified in the Rules.
5. The e-voting and Postal Ballot period was commenced on Thursday, the 30th August, 2018 from 09:00 A.M. (IST) and concluded on Friday, the 28th September, 2018 at 5:00 P.M. (IST). The Shareholders who were holding shares of the Company physically and/or electronically as on the "cut-off" date i.e., 17th August, 2018, fixed by the Company, were entitled to vote on the resolutions set out in the notice dated 17th August, 2018 of Meeting of equity Shareholders of the Company by either electronically or through Postal Ballot or through physical ballot.
6. After the closure of the voting through physical ballot at the said Meeting of Equity Shareholders, the votes cast through remote e-voting facility provided by CDSL was duly unblocked by me as a Scrutinizer in presence of 2 (two) witnesses, who were not in the employment of the Company. The votes cast by the Shareholders through e-voting facility were scrutinized by verifying it using the scrutinizer's login on the CDSL e-voting [website https://www.evotingindia.com](https://www.evotingindia.com).
7. On 29th September 2018 at the NCLT convened meeting, the Chairman after discussion on the resolution mentioned in the said Notice announced that the Members present at the meeting who have not casted their vote by Remote E-voting and Postal Ballot, can exercise their voting rights by

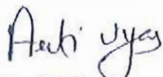


Ballot Paper, which was made available at the Venue of the meeting. 4 (Four) Equity Shareholders present in person or by proxy at the said Meeting, then casted their vote by way of Ballot Papers.

8. Thereafter, on completion of the voting, the Ballot Box was unlocked in the presence of two witnesses, whose details are given below and who are not in employment of the Company.
9. I have relied on the information provided by M/s. HSIL Limited and M/s. Maheshwari Datamatics Private Limited, RTA of the Company in relation to the details regarding the number of Shares held by the Shareholders and signatures of the Shareholders.
10. The combined result of voting through electronic means, i.e. remote e-voting, voting through Postal Ballot and physical ballot seeking the approval of the Equity Shareholders of the Company is as per "Annexure - A" attached herewith.
11. I hereby also confirm that I am maintaining the register downloaded from CDSL electronically in respect of vote cast through remote e-voting and register of Postal Ballot and physical ballot received from Members in respect of vote cast through physical ballot at Meeting. The Postal Ballot papers and all other relevant records relating to remote e-voting and voting through ballot paper are under my safe custody and will be handed over to the Company Secretary of the Company for safe keeping.

Thanking You,

Yours faithfully,


(Arti Vyas)

Practicing Company Secretary

CP 14482

Place: Kolkata

Date: 29th September, 2018



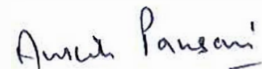
We the undersigned witnesses that the votes were unblocked from the e-voting website of (Central Depository Services (India) Ltd in our presence at 11.48 A.M. on Saturday, 29th Day of September 2018 at the Venue of the Meeting.



Abhishek Mishra

20, Salkia School Road

Howrah - 711 106



Ankit Pansari

516, Rabindra Sarani,

Kolkata - 700 005

Annexure- A

Consolidated Scrutinizer(s) Report of Voting on the Resolutions considered at the Meeting of Equity Shareholders of M/s HSIL Limited held on Saturday, 29th September, 2018 AT 11:00 A.M.

SL No.	Resolutions	Mode	No. of folios/ Ballots Received	Total no. of Shares held	Valid votes		% of Valid votes	Invalid votes		% of Invalid votes	Vote cast in favour of resolutions		% of Valid Votes in favour of the resolutions	Vote cast against the resolutions		% of Valid votes against the resolutions	Abstain	
					No. of folios/ No. of Ballots received	Votes		No. of folios/ No. of Ballots received	Votes		No. of folios/ No. of Ballots	Votes		No. of folios/ no. of Ballots	Votes		No. of folios/ no. of Ballots	Votes
1	Approval for the proposed Composite Scheme of Arrangement between HSIL Limited, the Transferor Company, Somany Home Innovation Limited, Transferee Company 1 and Brilloca Limited, Transferee Company 2 and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 and other matters incidental thereto.	Electronic	190	54635471	190	54635471	100.00	0	0	0.00	180	54632893	100.00	10	2578	0.00	0	0
		Ballot Paper	4	125	4	125	100.00	0	0	0.00	4	125	100.00	0	0	0.00	0	0
		Postal Ballot	14	4173	14	4173	100.00	0	0	0.00	14	4173	100.00	0	0	0.00	0	0
		TOTAL	208	54639769	208	54639769	100.00	0	0	0.00	198	54637191	100.00	10	2578	0.00	0	0

Archi Vyas

(Arti Vyas)

Practicing Company Secretary

C P: 14482

Place: Kolkata

Date: 29/09/2018





ARTI VYAS
PRACTISING COMPANY SECRETARY

258 B Dum Dum Park
Kolkata-700055
E-mail Id:artibhadani1@gmail.com
Mobile no -9748836498

FORM NO- MGT 13

SCRUTINIZER'S REPORT

[Pursuant to Section 108 to 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 as amended from time to time and as per the directions issued by the National Company Law Tribunal (NCLT), Kolkata Bench, Kolkata vide order dated 2nd August 2018, and as amended on 16th August 2018]

To,

The Chairperson,

Meeting of the Secured Creditors of M/S HSIL Limited (CIN: L51433WB1960PLC024539) having its Registered Office at 2, Red Cross Place, Kolkata - 700 001 held on Saturday, the 29th September, 2018 at Somany Conference Hall of Merchants' Chamber of Commerce & Industry, 15B Hemant Basu Sarani, Kolkata - 700001 at 1.00 P.M.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on Postal Ballot and voting by means of Ballot Paper on the Resolutions set out in the Notice dated 17th August, 2018

I, Arti Vyas, Practicing Company Secretary, (CP-14482), Kolkata, have been appointed as the Scrutinizer, by the Hon'ble Kolkata Bench of National Company Law Tribunal, vide its order dated 2nd August 2018, and as amended on 16th August 2018 for the purpose of Scrutinizing and ascertaining the results of voting through Postal Ballot and Physical Ballot Forms at the Meeting of the Secured Creditors of the Company held on Saturday, the 29th September, 2018 at Somany Conference Hall of Merchants' Chamber of Commerce & Industry, 15B, Hemant Basu Sarani, Kolkata - 700001 at 1.00 P.M. seeking approval of the Secured Creditors to the Scheme of Arrangement between HSIL Limited, Somany Home Innovation Limited and Brilloca Limited and their respective Shareholders and Creditors, detailed in the notice dated 17th August 2018.



I do hereby report and submit as under:

1. The Company had completed the dispatch of Notice of Meeting of Secured Creditors dated 17th August, 2018 along with attendance slip, proxy form, Postal Ballot Form and self addressed postage pre-paid Business Reply Envelope through permitted mode on 27th August, 2018, to Secured Creditors of the Company as on 31st July, 2018 as per Certificate dated 20th August, 2018 of Lodha & Co., Chartered Accountants, the Statutory Auditors of the Company. As per provisions of Section 230(6) of the Companies Act, 2013, majority of persons representing three fourth in value of such Secured Creditors be agreed to the said Scheme of Arrangement.
2. An Advertisement was published in "Financial Express, Kolkata" (English Edition) and "Aajkal, Kolkata" (Bengali Edition) on 29th August, 2018, pursuant to Rule 20 and Rule 22 of the Companies (Management and Administration) Amendments Rules, 2015 informing the Equity Shareholders, Secured and Unsecured Creditors about completion of dispatch of the notice and other documents by courier to their registered address along with other information as specified in the Rules.
3. The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules made thereunder relating to Postal Ballot and voting through physical ballot at the Meeting of the Secured Creditors of the Company on the resolutions contained in the notice of the said Meeting. My responsibility as a Scrutinizer for Postal Ballot and voting through physical ballot at the said Meeting of Secured Creditors is only restricted towards making of a Consolidated Scrutinizer(s) Report of the total votes, cast "in favour" and "against" the resolutions after taking the effect of "invalid" and "abstained" votes polled by the Secured Creditors in respect of the said resolutions set forth in the notice of the said Meeting of Secured Creditors of the Company.
4. The Postal Ballot was commenced on Thursday, 30th August, 2018 from 09:00 A.M. (IST) and concluded on Friday, 28th September, 2018 at 5:00 P.M. (IST). The Secured Creditors of the Company as on 31st July, 2018, were entitled to vote on the resolutions set out in the notice dated 17th August, 2018 of Meeting of Secured Creditors of the Company through Postal Ballot or through physical ballot.
5. After the voting at the Meeting was concluded, the locked Ballot Box was subsequently opened in presence of two persons as witnesses who were not in the employment of the Company and Ballot Papers were diligently scrutinized. The Ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
6. The report inter alia containing details such as list of Secured Creditors, who voted "for" and "against", on the resolutions that were put to vote and whose votes became invalid or who abstained from voting, in respect of resolutions set out in the notice dated 17th August, 2018 of the said Meeting of the Secured Creditors.



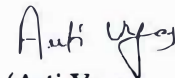
7. The combined result of voting through Postal Ballot and physical ballot at the said Meeting of the Secured Creditors of the Company is as per "Annexure - A" attached herewith.

RESULTS:

There are 20 numbers of eligible Secured Creditors aggregating to Rs. 7,706,492,453/-, who are entitled to vote physically as on cut-off date i.e. 31st July, 2018. Resolutions mentioned in the notice of Meeting of Secured Creditors dated 17th August, 2018 as per details given above stand passed under Postal Ballot and voting conducted at Meeting by way of physical ballot with requisite majority and hence to be passed as on the date of Meeting of Secured Creditors. Chairman of the Meeting is to declare and confirm the above results of voting (voting by means of Postal Ballot and physical ballot) in respect of the resolutions referred herein.

I hereby also confirm that I am maintaining the register of Postal Ballot and physical ballot received from Secured Creditors in respect of vote cast through physical ballot at Meeting. The Postal Ballot papers and voting through ballot papers are under my safe custody and will be handed over to the Company Secretary of the Company for safe keeping.

Thanking You,
Yours faithfully,


(Arti Vyas)

Practicing Company Secretary
CP 14482



Place: Kolkata

Date: 29th September, 2018

Witnesses :



Abhishek Mishra
20, Salkia School Road
Howrah - 711 106



Ankit Pansari
516, Rabindra Sarani,
Kolkata - 700 005

Annexure- A

Consolidated Scrutinizer(s) Report of Voting on the Resolutions considered at the Meeting of Secured Creditors of M/s HSIL Limited held on Saturday, 29th September, 2018 AT 1:00 P.M.

SL No.	Resolutions	Mode	No. of Ballots Received	Value of Ballot Received (Rs.)	Valid votes		% of Valid votes	Invalid votes		% of Invalid votes	Vote cast in favour of resolutions		% of Valid Votes in favour of the resolutions	Vote cast against the resolutions		% of Valid votes against the resolutions	Abstain	
					No. of Ballots received	Value (Rs.)		No. of Ballots received	Value (Rs.)		No. of Ballots	Value (Rs.)		No. of Ballots	Value (Rs.)		No. of Ballots	Value (Rs.)
1	Approval for the proposed Composite Scheme of Arrangement between HSIL Limited, the Transferor Company, Somany Home Innovation Limited, Transferee Company 1 and Brilloca Limited, Transferee Company 2 and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 and other matters incidental thereto.	Ballot Paper	0	0	0	0	0.00	0	0	0.00	0	0	0.0000	0	0	0.0000	0	0
		Postal Ballot	12	8020802076	12	7091222962	88.41	0	0	0.00	12	7091222962	100.0000	0	0	0.0000	0	0
		TOTAL	12	8020802076	12	7091222962	88.41	0	0	0.00	12	7091222962	100.0000	0	0	0.0000	0	0

Arti Vyas

(Arti Vyas)
 Practicing Company Secretary
 C P: 14482
 Place: Kolkata
 Date: 29/09/2018





ARTI VYAS
PRACTISING COMPANY SECRETARY

258 B Dum Dum Park
Kolkata-700055
E-mail Id:artibhadani1@gmail.com
Mobile no -9748836498

FORM NO MGT 13

SCRUTINIZER'S REPORT

[Pursuant to Section 108 to 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 as amended from time to time and as per the directions issued by the National Company Law Tribunal (NCLT), Kolkata Bench, Kolkata vide order dated 2nd August 2018, and as amended on 16th August 2018]

To

The Chairperson,

Meeting of the Unsecured Creditors of M/S HSIL Limited (CIN: L51433WB1960PLC024539) having its Registered Office at 2, Red Cross Place, Kolkata - 700 001 held on Saturday, the 29th September, 2018 at Somany Conference Hall of Merchants' Chamber of Commerce & Industry, 15B Hemant Basu Sarani, Kolkata - 700001 at 1.30 P.M.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on Postal Ballot and voting by means of Ballot Paper on the Resolutions set out in the Notice dated 17th August, 2018

I, Arti Vyas, Practicing Company Secretary (CP No-14482), Kolkata, was appointed as the Scrutinizer, by the Hon'ble Kolkata Bench of National Company Law Tribunal, vide its order dated 2nd August 2018, and as amended on 16th August 2018 for the purpose of Scrutinizing and ascertaining the results of voting through Postal Ballot and Physical Ballot Forms at the Meeting of the Unsecured Creditors of the Company held on Saturday, the 29th September, 2018 at Somany Conference Hall of Merchants' Chamber of Commerce & Industry, 15B, Hemant Basu Sarani, Kolkata - 700001 at 1.30 P.M. seeking approval of the Unsecured Creditors to the Scheme of Arrangement between HSIL Limited, Somany Home Innovation Limited and Brilloca Limited and their respective Shareholders and Creditors, detailed in the notice dated 17th August 2018.



I do hereby report and submit as under:

1. The Company had completed the dispatch of Notice of Meeting of Unsecured Creditors dated 17th August, 2018 along with attendance slip, proxy form, Postal Ballot Form and self addressed postage pre-paid Business Reply Envelope through permitted mode on 27th August, 2018, to Unsecured Creditors of the Company as on 31st July, 2018 as per Certificate dated 20th August, 2018 of Lodha & Co., Chartered Accountants, the Statutory Auditors of the Company. As per provisions of Section 230(6) of the Companies Act, 2013, majority of persons representing three fourth in value of such Unsecured Creditors be agreed to the said Scheme of Arrangement.
2. An Advertisement was published in "Financial Express, Kolkata" (English Edition) and "Aajkal, Kolkata" (Bengali Edition) on 29th August, 2018, pursuant to Rule 20 and Rule 22 of the Companies (Management and Administration) Amendments Rules, 2015 informing the Equity Shareholders, Secured and Unsecured Creditors about completion of dispatch of the notice and other documents by courier to their registered address along with other information as specified in the Rules.
3. The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules made thereunder relating to Postal Ballot and voting through physical ballot at the Meeting of the Unsecured Creditors of the Company on the resolutions contained in the notice of the said Meeting. My responsibility as a Scrutinizer for Postal Ballot and voting through physical ballot at the said Meeting of Unsecured Creditors is only restricted towards making of a Consolidated Scrutinizer(s) Report of the total votes, cast "in favour" and "against" the resolutions after taking the effect of "invalid" and "abstained" votes polled by the Unsecured Creditors in respect of the said resolutions set forth in the notice of the said Meeting of Unsecured Creditors of the Company.
4. The Postal Ballot was commenced on Thursday, 30th August, 2018 from 09:00 A.M. (IST) and concluded on Friday, 28th September, 2018 at 5:00 P.M. (IST). The Unsecured Creditors of the Company as on 31st July, 2018, were entitled to vote on the resolutions set out in the notice dated 17th August, 2018 of Meeting of Unsecured Creditors of the Company through Postal Ballot or through physical ballot.
5. After the voting at the Meeting was concluded, the locked Ballot Box was subsequently opened in presence of two persons as witnesses who were not in the employment of the Company and Ballot Papers were diligently scrutinized. The Ballot papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
6. The report inter alia containing details such as list of Unsecured Creditors, who voted "for" and "against", on the resolutions that were put to vote and whose votes became invalid or who abstained from voting, in respect of resolutions set out in the notice dated 17th August, 2018 of the said Meeting of the Unsecured Creditors.



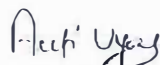
7. The combined result of voting through Postal Ballot and physical ballot at the said Meeting of the Unsecured Creditors of the Company is as per "Annexure - A" attached herewith.

RESULTS:

There are 8974 numbers of eligible Unsecured Creditors aggregating to Rs. 6,496,729,332/-, who are entitled to vote physically as on cut-off date i.e. 31st July, 2018. Resolutions mentioned in the notice of Meeting of Unsecured Creditors dated 17th August, 2018 as per details given above stand passed under Postal Ballot and voting conducted at Meeting by way of physical ballot with requisite majority and hence to be passed as on the date of Meeting of Unsecured Creditors. Chairman of the Meeting is to declare and confirm the above results of voting (voting by means of Postal Ballot and physical ballot) in respect of the resolutions referred herein.

I hereby also confirm that I am maintaining the register of Postal Ballot and physical ballot received from Unsecured Creditors in respect of vote cast through physical ballot at Meeting. The Postal Ballot papers and voting through ballot papers are under my safe custody and will be handed over to the Company Secretary of the Company for safe keeping.

Thanking You,
Yours faithfully,


(Arti Vyas)

Practicing Company Secretary
CP- 14482



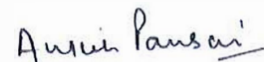
Place: Kolkata

Date: 29th September, 2018

Witnesses :



Abhishek Mishra
20, Salkia School Road
Howrah - 711 106



Ankit Pansari
516, Rabindra Sarani,
Kolkata - 700 005

Annexure- A

Consolidated Scrutinizer(s) Report of Voting on the Resolutions considered at the Meeting of Unsecured Creditors of M/s HSIL Limited held on Saturday, 29th September, 2018 AT 1:30 P.M.

SL No.	Resolutions	Mode	No. of Ballots Received	Value of Ballot Received (Rs.)	Valid votes		% of Valid votes	Invalid votes		% of Invalid votes	Vote cast in favour of resolutions		% of Valid Votes in favour of the resolutions	Vote cast against the resolutions		% of Valid votes against the resolutions	Abstain	
					No. of Ballots received	Value (Rs.)		No. of Ballots received	Value (Rs.)		No. of Ballots	Value (Rs.)		No. of Ballots	Value (Rs.)		No. of Ballots	Value (Rs.)
1	Approval for the proposed Composite Scheme of Arrangement between HSIL Limited, the Transferor Company, Somany Home Innovation Limited, Transferee Company 1 and Brilloca Limited, Transferee Company 2 and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 and other matters incidental thereto.	Ballot Paper	3	690000	3	690000	100.00	0	0	0.00	3	690000	100.0000	0	0	0.0000	0	0
		Postal Ballot	396	2581220090	396	2434949344	94.33	0	0	0.00	395	2434833001	99.9952	1	116343	0.0048	0	0
		TOTAL	399	2581910090	399	2435639344	94.33	0	0	0.00	398	2435523001	99.9952	1	116343	0.0048	0	0

Arti Vyas

(Arti Vyas)

Practicing Company Secretary

C P: 14482

Place: Kolkata

Date: 29/09/2018

