

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

Sub: Information of the Court Convened Meeting of shareholders of the Company held on 6th January, 2017, pursuant to regulation 30 (6) and 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)

Dear Sirs,

We hereby inform you that a meeting of Shareholders of HSIL Limited, was held on Friday, the 6th January, 2017 at Somany Conference Hall of MCC Chamber of Commerce & Industry, 15B, Hemanta Basu Sarani, 2nd Floor, Kolkata - 700 001 at 4-00 P.M., pursuant to an Order dated 28th November, 2016 of Hon'ble High Court, Calcutta, and shareholders of the Company at the said meeting have approved Composite Scheme of Arrangement between Hindware Home Retail Pvt. Ltd., and HSIL Limited and their respective shareholders and creditors.

We are submitting herewith following documents:

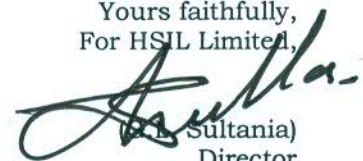
- Proceedings of the said meeting in compliance with regulation 30(6) of the Listing Regulations read with Para A of Part A of Schedule III marked as **Annexure 'A'**.
- Report of Scrutinizer on the poll conducted at the meeting marked as **Annexure "B"**.
- Results of the Poll in terms of regulation 44(3) of Listing Regulations marked as **Annexure "C"**.

Please take the above on your record.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,
For HSIL Limited,



(Anurag Sultania)
Director

DIN: 00060931

Address: 2, Rowland Road,
Kolkata - 700 020

HSIL Limited ~~Engg. As Above~~

(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, 2248 7407, Fax : +91-33-2248 7045

Corporate office :

301-302, 11th 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

HSIL



PROCEEDINGS OF A COURT CONVENED MEETING OF SHAREHOLDERS OF HSIL LIMITED HELD ON FRIDAY, THE 6TH JANUARY, 2017 AT SOMANY CONFERENCE HALL OF MCC CHAMBER OF COMMERCE & INDUSTRY, 15B, HEMANTA BASU SARANI, 2ND FLOOR, KOLKATA – 700 001 AT 4.00 P.M.

Shri Sourav Mukherjee, Advocate, took the Chair in accordance with an Order dated 28th November, 2016 of Hon'ble High Court, Calcutta and the requisite quorum being present, the meeting was called to order. Necessary registers, documents and reports were placed before the meeting and made accessible to the Members present at the meeting.

The Chairperson took the Notice dated 5th December, 2016 and the Composite Scheme of Arrangement between Hindware Home Retail Pvt. Ltd (Transferor Company) and HSIL Limited (Transferee Company) and their respective Shareholders and Creditors as read in view of the fact that Notice along with copy of the said Scheme and Statement under Section 393 of the Companies Act, 1956 were individually served on each of the Members.

The Chairperson explained that a Composite Scheme of Arrangement was proposed between Hindware Home Retail Private Limited and HSIL Limited and their respective Shareholders and Creditors, subject to necessary approvals mentioned in the said Scheme, a copy of which was placed before the meeting for perusal of the Shareholders.

He then enquired if there was any question or query to the said Scheme. The queries raised by shareholders were replied suitably to their satisfaction.

The Chairperson then asked someone to propose and second the Resolution for approval of the Scheme at the meeting.

Shri Alok Kumar Pal, proposed the following Resolution.

"RESOLVED THAT the Composite Scheme of Arrangement between Hindware Home Retail Private Limited and HSIL Limited annexed with the Company Application No. 807 of 2016 in the Hon'ble High Court of Calcutta (a copy whereof was placed before the meeting and initialed by the Chairperson for the purpose of identification hereinafter referred to as "the said Scheme") be and is hereby approved and that the Board of Directors of HSIL Limited be and is hereby authorised to take all necessary steps and to do all such acts, matters and things as it may consider necessary or as may be required for carrying the said Scheme into effect



and further to agree to such modifications and conditions as may be imposed by the Hon'ble High Court, Calcutta or any other Authority while sanctioning the said Scheme".

Shri Goutam Nandy seconded the Resolution.

The Chairperson appointed Shri Radhey Shyam Sharma, a Shareholder and Shri Ravi Kedia, an employee of the Company as Scrutineers. The ballot papers were distributed to the equity shareholders / authorised representatives/ proxies present at the meeting and the poll was conducted. After the voting was concluded the Chairperson initialed the Poll Papers and upon receipt of the results of the voting from the Scrutineers, the Chairperson declared the Resolution as carried unanimously in accordance with the provisions of Section 230 of the Companies Act, 2013.

The Meeting concluded with a vote of thanks to the Chair.



COMPANY APPLICATION NO. 807 OF 2016
IN THE HIGH COURT AT CALCUTTA
ORIGINAL JURISDICTION

IN THE MATTER OF

The Companies Act, 1956;

And

IN THE MATTER OF

An application under Section 391(1) and 393 read with Sections 100 to 104 of The Companies Act, 1956;

And

IN THE MATTER OF:

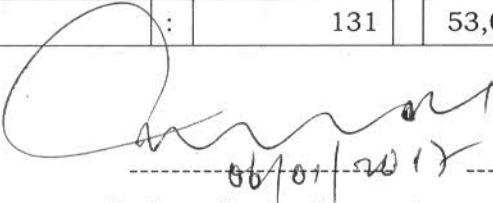
1. HINDWARE HOME RETAIL PRIVATE LIMITED
2. HSIL LIMITED


.....Applicants

SCRUTINEERS' REPORT

We, **Radhey Shyam Sharma** and **Ravi Kedia**, the scrutineers appointed by Mr. Sourav Mukherjee, the Chairperson of the meeting of the Shareholders of M/s. HSIL Limited held at Somany Conference Hall of MCC Chamber of Commerce & Industry, 15B, Hementa Basu Sarani, 2nd floor, Kolkata - 700001 on Friday, the 6th January, 2017 at 4:00 P.M. pursuant to the Order dated the 28th November, 2016 of the Hon'ble High Court at Calcutta, for submission of results on the poll taken at the said meeting for approval of the Scheme with/without modification, do hereby report the results of the poll as follows:

		Number of Shareholders	Number of Votes	Percentage of Votes
A.	Valid Votes polled in favour of the resolution	127	52,732,851	100.00
B.	Valid Votes polled against the resolution	-	-	-
	Total No. of Valid Votes	127	52,732,851	100.00
C.	No. of invalid ballots	4	274,016	-
	Total Votes polled	131	53,006,867	-


06/01/2017
(Radhey Shyam Sharma)


06/01/17
(Ravi Kedia)

Signature of Scrutineers

Dated: the 6th day of January, 2017

HSIL LIMITED

Details of voting results on poll taken for approval of shareholders to the Composite Scheme of Arrangement as contained in Notice dated 5th December, 2016 of the Court Convened General Meeting of Equity Shareholders of the Company held on Friday, 6th January, 2017 at Somany Conference Hall of MCC Chamber of Commerce & Industry, 15B, Hemanta Basu Sarani, 2nd Floor, Kolkata - 700 001 at 4.00 Noon, as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the Court Convened Meeting	6th January, 2017
Total number of shareholders on record date i.e. 2nd December, 2016	25,968
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: Public:	9 135
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group: Public:	Not arranged

Agenda

For approval of shareholders to the Composite Scheme of Arrangement between Hindware Home Retail Private Limited and HSIL Limited and their respective shareholders and Creditors

Resolution Required : (Ordinary/Special)							NA	
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	34,455,786	-	-	-	-	-	-
	Poll		34,455,786	100.00	34,455,786	-	100.00	-
	Total		34,455,786	100.00	34,455,786	-	100.00	-
Public-Institutions	E-voting	24,911,367	-	-	-	-	-	-
	Poll		17,662,547	70.90	17,662,547	-	100.00	-
	Total		17,662,547	70.90	17,662,547	-	100.00	-
Public-Non Institutions	E-voting	12,929,242	-	-	-	-	-	-
	Poll		614,518	4.75	614,518	-	100.00	-
	Total		614,518	4.75	614,518	-	100.00	-
Total		72,296,395	52,732,851	72.94	52,732,851	-	100.00	-

