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E-mail/Courier/NEAPS

24th September, 2015

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: **Submission of copy of the Proceeding of Annual General Meeting pursuant to Clause 31**

Dear Sirs,

In compliance with the requirements of Clause 31(d) of the Listing Agreement, enclosed please find the minutes of the Annual General Meeting of the Company held on Wednesday, the 23rd September, 2015 Sripati Singhania Hall, Rotary Sadan, 94/2, Chowringhee Road, Kolkata - 700 020 at 11.00 a.m. for your records.

We believe that you find the same in order.

Kindly acknowledge the receipt.

Thanking You,

For **HSIL Limited**

Payal M Puri
(Company Secretary)
Name: **Payal M. Puri**
Address: **IA 35A, DDA Flats, Phase 1 Ashok Vihar, Delhi - 110052**
Membership No. **16068**

Encl : As above

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

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CIN No. - L 51433WB1960PLC024539

www.hindwarehome.com

HSIL

HSIL 54 YEARS OF LEADERSHIP

SELECTED Superbrand INDIA 2013/14 Consumer & Industry Validated

Saraswati REGD.

HSIL LIMITED

Minutes of the proceedings of the 55th Annual General Meeting of the Company held on Wednesday, the 23rd September 2015 at Sripati Singhania Hall, Rotary Sadan, 94/2, Chowringhee Road, Kolkata – 700 020, at 11-00 A.M.

P R E S E N T

Mr. R. K. Somany	Member and Chairman & Managing Director of the Company
Mr. V. K. Bhandari	Director (Chairman – Audit Committee and Member of Nomination and Remuneration Committee)
Mr. G. L. Sultania	Member and Director
Mr. N.G. Khaitan	Member and Director (Chairman of Stakeholders Relationship Committee)

In Attendance

Ms. Payal M. Puri	Company Secretary and Authorised Representative of New Delhi Industrial Promotors And Investors Limited

Invitee:

Mr. Lalit Kumar Ms. Rajni Mundra	Representatives of Walker Chandiok & Co LLP, Statutory Auditors
Mr. Pravin Kumar Drolia	Scrutinizer, Practising Company Secretary and Secretarial Auditor.

Total 70 Members were present in person including proxy holders and Corporate Representatives as per the Attendance Register.

Mr. R.K. Somany, Chairman & Managing Director of the Company, took the Chair, in accordance with Article 65 of the Articles of Association of the Company and welcomed the Members at the meeting

The Chairman declared that the requisite quorum was present. The Chairman thereafter called the meeting to order and commenced the formal proceedings of the meeting.

CHAIRMAN'S INITIALS

The Chairman declared that the Company received 3 (Three) proxies representing 592,841 Equity Shares of Rs. 2/- each representing 0.82 % of the total Paid-up Share Capital of the Company and 3 (Three) Representations under Section 113 of the Companies Act, 2013 representing 28,314,530 Equity Shares of Rs. 2/- each representing 39.16 % of the total Paid-up Share Capital of the Company.

The Register of Contracts or Arrangements maintained under Section 189 of the Companies Act, 2013, Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, Statutory Auditors' Report, Secretarial Audit Report and Proxy Register were produced at the commencement of the meeting and were kept open and accessible during the continuance of the meeting for Members inspection.

With the consent of the Members present, the Notice dated 18th May, 2015, convening the 55th Annual General Meeting ("AGM") together with the Statement prepared in terms of Section 102 of the Companies Act, 2013 attached to the said Notice, the Audited Standalone and Consolidated Financial Statements of the Company for the year ended 31st March, 2015, as well as Directors' Report thereon, already in the hands of the Members, were taken as read.

The Chairman requested the Company Secretary to read the Auditors' Report. At the instance of Members present and with their due permission, the Auditors Report was read by the Company Secretary.

He further informed the Members that there were no qualification remarks reported by the Statutory Auditors and Secretarial Auditors of the Company in their respective Reports.

The Chairman briefed on the workings of the Company and invited Members present in person to make observations and comments, if any on the Report and Audited Financial Statements and other Resolutions set out in the Notice of the 55th AGM of the Company. Observations and comments were made by the Members and the queries put forth and clarifications sought by them were answered by the Chairman, suitably. The Chairman thanked the Members for their keen interest in Company's working.

Before moving the Resolutions set out under item nos. 1 to 4 as recommended to the Members, for seeking their approval, as per the Notice of the 55th AGM, the Chairman informed the Members, present in the Meeting that in compliance with the requirements of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company had provided Remote E-Voting facility which commenced on **Sunday, the 20th September, 2015** from **9.00 a.m.** (IST) and ended on **Tuesday, the 22nd September, 2015** at **5.00 p.m.** (IST) to the Members of the Company whose names appeared in the Register of Members as on the cut-off date i.e. 16th September, 2015, to vote on the resolutions prior to the AGM through a platform provided by Central Depository Services (India) Limited (CDSL).

CHAIRMAN'S INITIALS

Saraswati REGD.

The Chairman further informed that those Members whose names appeared in the Register of Members as on the cut-off date i.e. 16th September, 2015 were also provided the facility to vote on the resolutions set out in the Notice of the 55th AGM by means of Ballot Paper at the AGM, in case votes were not casted by such Members prior to the AGM by means of remote e-voting. He further stated that Members who had already casted their votes by means of remote e-voting prior to the AGM and attended the meeting, were not entitled to cast their votes again at the AGM by means of ballot paper.

The Chairman informed that Mr. Pravin Kumar Drolia, Practicing Company Secretary, (FCS:2366;CP:1362) Proprietor of M/s. Drolia & Co., Company Secretaries, Kolkata was appointed as Scrutinizer by the Company for scrutinising the remote e-voting process and physical ballot process at AGM in fair and transparent manner.

It was further informed that the combined results of remote e-voting and voting by means of ballot paper would be announced by Mr. G.L. Sultania, Director of the Company, duly authorized by the Chairman for the said purpose, upon receipt of Consolidated Scrutinizers Report from the Scrutinizer, on 23rd September, 2015, at 5.00 P.M. (IST) at the Company's Registered Office at 2 Red Cross Place, Kolkata- 700 001, and the said Consolidated Scrutinizer's Report along with results declared would be uploaded on the website of the Company, i.e. www.hindwarehomes.com as well as on the website of CDSL, i.e. http://www.evotingindia.com and simultaneously would be forwarded to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.

The Chairman thereafter initialed the physical ballot paper for the Members present at the meeting, who were Members as on the cut-off date, but were not able to cast their votes through remote e-voting. Ballot Papers were made available to the Members at the Meeting.

He then requested Mr. Pravin Kumar Drolia, Practicing Company Secretary to conduct the physical ballot process in fair and transparent manner.

Conduct of Voting by means of Ballot Paper

Scrutinizer conducted voting at the AGM by means of Ballot Paper for those Shareholders who were Members as on the cut-off date, i.e. 16th September, 2015 and had not casted their votes by means of remote e-voting prior to the AGM. The eligible Members present at the meeting who participated in the voting by means of Ballot Paper had cast their votes and dropped the same in the Ballot Box which was locked and sealed in front of the Members.

After conclusion of voting at the Annual General Meeting and upon receipt of Consolidated Results of Remote-E-Voting and voting by means of Ballot Paper from the Scrutinizer on the Ordinary Business transacted at the AGM of the Company in respect of the following Resolutions set out under item Nos. 1 to 4 of the Notice convening the 55th AGM of the Company, Mr. G.L. Sultania, duly authorized in this behalf, declared the following results on 23rd September, 2015 at 5.00 P.M. and the same were recorded as part of this Minutes and given hereunder.

CHAIRMAN'S INITIALS

ORDINARY BUSINESS

Item No. 1 (As an Ordinary Resolution)

a) Adoption of Audited Financial Statements of the Company for the financial year ended 31st March, 2015, the Reports of the Board of Directors' and Auditors' thereon

Mr. G.L. Sultania, Director of the Company, informed the Members present that as per the Consolidated Scrutinizers Report dated 23rd September, 2015 of Mr. Pravin Kumar Drolia, Practicing Company Secretary, Proprietor of M/s. Drolia & Company, Kolkata, on remote e-voting and voting by means of ballot paper, the votes casts in "Favour" or "Against" the Resolution No.1(a) of the Notice dated 18th May, 2015 of the 55th AGM of the Company, is as summarized below:-

Particulars	No. of Votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled	No. of invalid votes
Ballot Paper	55	0	100.00	0.00	0
Remote E-Voting	53581243	15	100.00	0.00	0
Total	**53581298**	**15**	**100.00**	**0.00**	**0**

The Chairman thereafter declared the following Resolution as carried.

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2015, containing the Audited Standalone Balance Sheet as at 31st March, 2015 and the Standalone Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Reports of the Directors' and Auditors' thereon be and are hereby approved and adopted."

b) Adoption of the audited consolidated financial statement of the Company for the financial year ended 31st March, 2015 and Auditors' Report thereon.

Mr. G.L. Sultania, Director of the Company, informed the Members present that as per the Consolidated Scrutinizers Report dated 23rd September, 2015 of Mr. Pravin Kumar Drolia, Practicing Company Secretary, Proprietor of M/s. Drolia & Company, Kolkata, on remote e-voting and voting by means of ballot paper, the votes casts in "Favour" or "Against" the Resolution No.1(b) of the Notice dated 18th May, 2015 of the 55th AGM of the Company, is as summarized below:-

Particulars	No. of Votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled	No. of invalid votes
Ballot Paper	55	0	100.00	0.00	0
Remote E-Voting	53581243	15	100.00	0.00	0
Total	**53581298**	**15**	**100.00**	**0.00**	**0**

CHAIRMAN'S INITIALS

Saraswati REGD.

The Chairman thereafter declared the following Resolution as carried.

"**RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2015, containing the Audited Consolidated Balance Sheet as at 31st March, 2015 and the Consolidated Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Reports of the Directors' and Auditors' thereon be and are hereby approved and adopted."

Item No. 2 (As an Ordinary Resolution)
Declaration of Dividend

Mr. G.L. Sultania, Director of the Company, informed the Members present that as per the Consolidated Scrutinizers Report dated 23rd September, 2015 of Mr. Pravin Kumar Drolia, Practicing Company Secretary, Proprietor of M/s. Drolia & Company, Kolkata, on remote e-voting and voting by means of ballot paper, the votes casts in "Favour" or "Against" the Resolution No.2 of the Notice dated 18th May, 2015 of the 55th AGM of the Company, is as summarized below:-

Particulars	No. of Votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled	No. of invalid votes
Ballot Paper	55	0	100.00	0.00	0
Remote E-Voting	55304094	15	100.00	0.00	0
Total	**55304149**	**15**	**100.00**	**0.00**	**0**

The Chairman thereafter declared the following Resolution as carried.

"**RESOLVED THAT** pursuant to the recommendation of the Board of Directors of the Company a dividend of Rs. 3.50 per share (i.e., 175% on equity shares of Rs.2/- each) on 72,296,395 Equity shares of Rs. 2/- each, for the year ended 31st March, 2015, be and is hereby declared and the same be paid to those shareholders whose names appeared in the Register of Members of the Company as on 16th September, 2015, or their mandates and in respect of shares held in dematerialized form, the dividend shall be paid to those beneficial owners whose particulars will be furnished by the Depositories as on close of business hours of 15th September, 2015.

Item No. 3 (As an Ordinary Resolution)
Appointment of a Director in place of Mrs. Sumita Somany (DIN 00133612) who retires by rotation and being eligible, offers herself for re-appointment

Mr. G.L. Sultania, Director of the Company, informed the Members present that as per the Consolidated Scrutinizers Report dated 23rd September, 2015 of Mr. Pravin Kumar Drolia, Practicing Company Secretary, Proprietor of M/s. Drolia & Company, Kolkata, on remote e-voting and voting by means of ballot paper, the votes casts in "Favour" or "Against" the Resolution No.3 of the Notice dated 18th May, 2015 of the 55th AGM of the Company, is as summarized below:-

CHAIRMAN'S INITIALS

Particulars	No. of Votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled	No. of invalid votes
Ballot Paper	5	50	9.09	90.91	0
Remote E-Voting	50208586	5095523	90.79	9.21	0
Total	**50208591**	**5095573**	**90.79**	**9.21**	**0**

The Chairman thereafter declared the following Resolution as carried.

"**RESOLVED THAT** Mrs. Sumita Somany (DIN 00133612), who retires by rotation and is eligible for re-appointment be and is hereby re-appointed as Director of the Company."

Item No. 4 (As an Ordinary Resolution)
Appointment of Statutory Auditors

Mr. G.L. Sultania, Director of the Company, informed the Members present that as per the Consolidated Scrutinizers Report dated 23rd September, 2015 of Mr. Pravin Kumar Drolia, Practicing Company Secretary, Proprietor of M/s. Drolia & Company, Kolkata, on remote e-voting and voting by means of ballot paper, the votes casts in "Favour" or "Against" the Resolution No.4 of the Notice dated 18th May, 2015 of the 55th AGM of the Company, is as summarized below:-

Particulars	No. of Votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled	No. of invalid votes
Ballot Paper	55	0	100.00	0.00	0
Remote E-Voting	50359873	4944236	91.06	8.94	0
Total	**50359928**	**4944236**	**91.06**	**8.94**	**0**

The Chairman thereafter declared the following Resolution as carried.

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, M/s. Walker Chandiok & Co. LLP, Chartered Accountants (ICAI Registration No. 001076N/N500013), be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be decided by the Board and to fix their remuneration."

There being no other business to transact, the meeting concluded at 12:00 Noon with a vote of thanks to the Chair.

CHAIRMAN'S INITIALS

CHAIRMAN

Place: Kolkata
Dated : 23rd September, 2015