

EXTRACTS OF THE MINUTES OF MEETING OF THE CORPORATE AFFAIRS COMMITTEE OF THE BOARD OF DIRECTORS OF THE COMPANY HELD ON MONDAY, THE 9TH MARCH, 2015 AT THE CORPORATE OFFICE OF THE COMPANY AT 301-302, PARK CENTRA, SECTOR – 30, NH-8, GURGAON 122 001.

TO AUTHORISE THE OPENING OF THE QUALIFIED INSTITUTIONS PLACEMENT AND APPROVING THE PRELIMINARY PLACEMENT DOCUMENT.

“RESOLVED THAT the proposed issue of equity shares of face value of Rs.2 each of the Company (the **“Equity Shares”**), through a Qualified Institutions Placement (the **“Issue”**) in accordance with Chapter VIII and other applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the **“SEBI Regulations”**) and Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 be and is hereby opened.”

“RESOLVED FURTHER THAT the relevant date for the determination of the minimum price at which the Equity Shares shall be issued pursuant to the Issue in accordance with the SEBI Regulations, shall be the date of this resolution i.e. March 9, 2015.”

“RESOLVED FURTHER THAT the floor price of Rs. 412.53 for the issue of Equity Shares pursuant to the Issue, based on the provisions of the Regulation 85 or any other applicable provisions of the SEBI Regulations, be and is hereby taken on record. Pursuant to Regulation 85 of the SEBI ICDR Regulations the Company may offer a discount of not more than 5% on the floor price so calculated for the QIP.”

“RESOLVED FURTHER THAT the Issue be and is hereby opened today, pursuant to Chapter VIII of the SEBI Regulations.”

“RESOLVED FURTHER THAT the Preliminary Placement Document, the Placement Agreement dated March 9, 2015 between the Company and the Book Running Lead Managers and the Escrow Agreement dated March 9, 2015 between the Company, the Book Running Lead Managers and Escrow Agent, a copy of each of which was placed before the Corporate Affairs Committee duly initialled by the Chairman for the purpose of identification, be and are hereby approved for filing with the stock exchanges where the equity shares of the Company are listed.”

“RESOLVED FURTHER THAT a copy of the foregoing resolution and the Preliminary Placement Document be forwarded to, or filed with the concerned authorities, as may be required.”

HSIL Limited

(An ISO 9001 14001 OHSAS 18001 Certified Company)

Corporate office:

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CIN No. - L 51433WB1960PLC024539

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HSIL

For HSIL LIMITED

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Company Secretary



"RESOLVED FURTHER that Mr. Rajender Kumar Somany, Chairman and Managing Director, Mr. Sandip Somany, Joint Managing Director, Mr. G. L Sultania, Director, Mr. R. B. Kabra, President (Building Products Division), Mr. Anil Chandani, Sr. Vice President (Corporate Finance) and Ms. Payal M Puri, Company Secretary are hereby severally authorized to make any changes to the Preliminary Placement Document and the Placement Document that they, in their absolute discretion, think fit and also to effect and/ or carry out such alterations, additions, omissions, variations, amendments or corrections in the Preliminary Placement Document and Placement Document as may be necessary or desirable."

"RESOLVED FURTHER that Mr. Rajender Kumar Somany, Chairman and Managing Director, Mr. Sandip Somany, Joint Managing Director, Mr. G. L Sultania, Director, Mr. R. B. Kabra, President (Building Products Division), Mr. Anil Chandani, Sr. Vice President (Corporate Finance) and Ms. Payal M Puri, Company Secretary are hereby severally authorized to sign the Preliminary Placement Document and the Placement Document on behalf of the Company, and all other documents that they deem fit in connection with the Issue, including but not limited to Placement Agreement with the Book Running Lead Managers engaged for the Issue and the Escrow Agreement with the escrow agent appointed for the purposes of the Issue."

"RESOLVED FURTHER THAT the Mr. Rajender Kumar Somany, Chairman and Managing Director, Mr. Sandip Somany, Joint Managing Director, Mr. G. L Sultania, Director, Mr. R. B. Kabra, President (Building Products Division), Mr. Anil Chandani, Sr. Vice President (Corporate Finance) and Ms. Payal M Puri, Company Secretary are hereby severally authorized either on their own or through the agency to undertake the necessary steps in connection with circulation of the Preliminary Placement Document and the application form(s) to the prospective investors; receive application forms, and take such actions or give such directions as may be necessary or desirable."

"RESOLVED FURTHER THAT the Mr. Rajender Kumar Somany, Chairman and Managing Director, Mr. Sandip Somany, Joint Managing Director, Mr. G. L Sultania, Director, Mr. R. B. Kabra, President (Building Products Division), Mr. Anil Chandani, Sr. Vice President (Corporate Finance) and Ms. Payal M Puri, Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things, as may be required to give effect to the above resolutions, including all such acts, deeds, matters and things as may be required by the BSE Limited and the National Stock Exchange of India Limited, the SEBI or any other governmental or regulatory authority in connection with the Issue."

Certified to be true

For HSIL Limited


Payal M. Puri

(Company Secretary)