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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 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

HSIL Limited
(An ISO 9001 1400 & 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

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Annexure A

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' 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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