hindware

4th August, 2017

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 the 57th Annual General Meeting of the Company held on 3 August, 2017, 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 57th Annual General Meeting of the Company, marked as **'Annexure A'**, duly convened on Thursday, the 3rd August, 2017, at Sripati Singhania Hall, Rotary Sadan, 94/2, Chowringhee Road, Kolkata- 700 020 at 11.00 A.M.

It is hereby informed that the voting results in the format prescribed under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is being filed with NSE & BSE separately.

Please take the above on your record.

Kindly acknowledge receipt.

For **HSIL Limited**

(Payal M Puri)
Company Secretary
Address : IA 35A, Phase 1, Ashok Vihar, Delhi – 110052
Membership No. 16068

Encl: a.a

Annexure A

Proceedings of the 57th Annual General Meeting of HSIL Limited held on Thursday, the 3rd August, 2017 at Sripati Singhania Hall, Rotary Sadan, 94/2, Chowringhee Road, Kolkata – 700 020 at 11.00 A.M.

Dr. R K Somany, Chairman and Managing Director of the Company took the Chair in accordance with Article 68 of the Articles of Association of the Company and the requisite quorum being present, the meeting was called to order. Necessary registers and reports 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 18 May, 2017 as read. 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 the Members on the workings of the Company and objectives for passing of the resolutions as stated in the Notice dated 18 May, 2017. He also provided an overview of the financial performance of the Company for the financial year ended 31 March, 2017 and future prospects of the Company. Thereafter, Members present in person were invited to make observations and comments, if any on performance of the Company. Observations and comments made by the Members and the queries put forth and clarifications sought for by them were answered by the Chairman, suitably.

Thereafter, Members were explained the procedure of voting on the resolutions as mentioned in the Notice dated 18 May, 2017. 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), pursuant to Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 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 **Monday, the 31 July, 2017** from **9.00 a.m.** (IST) and ended on **Wednesday, the 2 August, 2017** 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 Annual General Meeting (AGM) of the Company was also made available for those members who had not casted their vote by means of remote e-voting facility made available for them.

The Chairman also informed the Members that Mr. Pravin Kumar Drolia, Practicing Company Secretary (FCS: 2366, CP: 1362) was appointed as the Scrutinizer for scrutinizing the remote e-voting process and physical ballot process at the meeting in fair and transparent manner.

For HSIL LIMITED

Company Secretary

Thereafter, the following items of business as per the Notice of the AGM dated 18 May, 2017, were transacted at the meeting:

1. To consider and adopt :-

   the audited financial statements of the Company for the financial year ended 31 March 2017, the Reports of the Board of Directors and Auditors thereon and the audited consolidated financial statements of the Company for the financial year ended 31 March 2017 and Auditors Report thereon;

2. To declare Dividend on Equity Shares for the year ended 31 March, 2017;

3. To appoint a Director in place of Mr. Girdhari Lal Sultania (DIN: 00060931) who retires by rotation and, being eligible, offers himself for re-appointment;

4. To appoint M/s. Lodha & Co. Chartered Accountants (Firm Registration No. 301051E) as Statutory Auditors to hold office from the conclusion of 57th Annual General Meeting (AGM) till the conclusion of the 62nd AGM of the Company and to fix their remuneration;

5. Re-appointment of Dr. Rajendra Kumar Somany (DIN: 00053557) as Chairman and Managing Director

6. Authorization to enter into Consultancy Contract with M/s. G. L. Sultania & Co. Proprietor Mr. Girdhari Lal Sultania, Non-Executive Director

The Members were also informed that the results on the resolutions deemed to be passed on the date of the AGM, shall be declared by the person so authorized by the Chairman, after receipt of the Scrutinizer's Report from the Scrutinizer, within two days, from the date of AGM and the same along with the Scrutinizer' Report shall be placed on the website of the Company and CDSL, 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.

For HSIL LIMITED

Company Secretary

hindware

NEAPS/ BSE ONLINE

4th August, 2017

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

Dear Sirs,

We hereby inform you that 57th Annual General Meeting of HSIL Limited was held on Thursday, 3rd August, 2017 at Sripati Singhania Hall, Rotary Sadan, 94/2, Chowringhee Road, Kolkata - 700 020 at 11.00 a.m.

Please find the enclosed herewith the necessary Disclosure of Voting Result of the said meeting 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 Scrutinizer Report thereon.

This is for your reference and record.

Thanking You,

For **HSIL Limited**

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

Encl. : As above

HSIL LIMITED

Details of voting results of E-voting and Ballot Paper on Resolutions contained in Notice dated 18th May, 2017, of 57th Annual General Meeting of the Company held on Thursday, 3rd August, 2017 at Sripati Singhania Hall, Rotary Sadan, 94/2, Chowringhee Road, Kolkata - 700 020 at 11.00 A.M., as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the AGM	3rd August, 2017
Total number of shareholders on record date i.e. 27th July, 2017	27,082
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: Public:	 4 102
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group: Public:	Not arranged

Item No. 1

Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2017, the Reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017 and Auditors Report thereon.

Resolution Required : (Ordinary/Special)							Ordinary	
Whether promoter/ promoter group are intersted 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	-
	Poll		-	-	-	-	-	-
	Total		**3,50,12,719**	**100.00**	**3,50,12,719**	**-**	**100.00**	**-**
Public-Institutions	E-voting	2,33,59,490	1,92,59,242	82.45	1,92,59,242	-	100.00	-
	Poll		-	-	-	-	-	-
	Total		**1,92,59,242**	**82.45**	**1,92,59,242**	**-**	**100.00**	**-**
Public-Non Institutions	E-voting	1,39,24,086	5,91,683	4.25	5,91,681	2	100.00	0.00
	Poll		1,247	0.01	1,235	12	99.04	0.96
	Total		**5,92,930**	**4.26**	**5,92,916**	**14**	**100.00**	**0.00**
Total		**7,22,96,395**	**5,48,64,891**	**75.89**	**5,48,64,877**	**14**	**100.00**	**0.00**

Item No. 2

Declaration of Dividend on Equity Shares for the year ended 31st March, 2017

Resolution Required : (Ordinary/Special)							Ordinary	
Whether promoter/ promoter group are intersted in the Agenda/resolution							Yes*	
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	-
	Poll		-	-	-	-	-	-
	Total		**3,50,12,719**	**100.00**	**3,50,12,719**	**-**	**100.00**	**-**
Public-Institutions	E-voting	2,33,59,490	2,03,39,242	87.07	2,03,39,242	-	100.00	-
	Poll		-	-	-	-	-	-
	Total		**2,03,39,242**	**87.07**	**2,03,39,242**	**-**	**100.00**	**-**
Public-Non Institutions	E-voting	1,39,24,086	5,91,683	4.25	5,91,683	-	100.00	-
	Poll		1,247	0.01	1,247	-	100.00	-
	Total		**5,92,930**	**4.26**	**5,92,930**	**-**	**100.00**	**-**
Total		**7,22,96,395**	**5,59,44,891**	**77.38**	**5,59,44,891**	**-**	**100.00**	**-**

* To the extent of their shareholding in the Company.

For HSIL LIMITED

Company Secretary

Item No. 3

Appointment of a Director in place of Mr. Girdhari Lal Sultania (DIN: 00060931), who retires by rotation and, being eligible, offers himself for re-appointment

Resolution Required : (Ordinary/Special)							Ordinary	
Whether promoter/ promoter group are intersted 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	-
	Poll		-	-	-	-	-	-
	Total		3,50,12,719	100.00	3,50,12,719	-	100.00	-
Public-Institutions	E-voting	2,33,59,490	2,03,39,242	87.07	1,97,41,318	5,97,924	97.06	2.94
	Poll		-	-	-	-	-	-
	Total		2,03,39,242	87.07	1,97,41,318	5,97,924	97.06	2.94
Public-Non Institutions	E-voting	1,39,24,086	5,91,483	4.25	5,91,476	7	100.00	0.00
	Poll		1,247	0.01	1,234	13	98.96	1.04
	Total		5,92,730	4.26	5,92,710	20	100.00	0.00
Total		7,22,96,395	5,59,44,691	77.38	5,53,46,747	5,97,944	98.93	1.07

Item No. 4

Appointment of M/s Lodha & Co. , Chartered Accountants (Firm Registration No. 301051E) as Statutory Auditors of the Company to hold office from conslusion of the 57th AGM till the conclusion of the 62nd AGM of the Company and to fix their remuneration.

Resolution Required : (Ordinary/Special)							Ordinary	
Whether promoter/ promoter group are intersted 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	-
	Poll		-	-	-	-	-	-
	Total		3,50,12,719	100.00	3,50,12,719	-	100.00	-
Public-Institutions	E-voting	2,33,59,490	2,03,39,242	87.07	2,03,39,242	-	100.00	-
	Poll		-	-	-	-	-	-
	Total		2,03,39,242	87.07	2,03,39,242	-	100.00	-
Public-Non Institutions	E-voting	1,39,24,086	5,91,683	4.25	5,91,576	107	99.98	0.02
	Poll		1,247	0.01	1,237	10	99.20	0.80
	Total		5,92,930	4.26	5,92,813	117	99.98	0.02
Total		7,22,96,395	5,59,44,891	77.38	5,59,44,774	117	100.00	0.00

For HSIL LIMITED

Company Secretary

Item No. 5

Re-appointment of Dr. Rajendra Kumar Somany (DIN: 00053557) as Chairman and Managing Director

Resolution Required : (Ordinary/Special)							Special	
Whether promoter/ promoter group are intersted in the Agenda/resolution							Yes	
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	-
	Poll		-	-	-	-	-	-
	Total		3,50,12,719	100.00	3,50,12,719	-	100.00	-
Public-Institutions	E-voting	2,33,59,490	2,03,39,242	87.07	1,86,17,384	17,21,858	91.53	8.47
	Poll		-	-	-	-	-	-
	Total		2,03,39,242	87.07	1,86,17,384	17,21,858	91.53	8.47
Public-Non Institutions	E-voting	1,39,24,086	5,91,683	4.25	5,91,676	7	100.00	0.00
	Poll		1,247	0.01	1,236	11	99.12	0.88
	Total		5,92,930	4.26	5,92,912	18	100.00	0.00
Total		7,22,96,395	5,59,44,891	77.38	5,42,23,015	17,21,876	96.92	3.08

Item No. 6

Authorization to enter into Consultancy Contract with M/s. G. L. Sultania & Co. Proprietor Mr. Girdhari Lal Sultania. Non-Excecutive Director

Resolution Required : (Ordinary/Special)							Special	
Whether promoter/ promoter group are intersted 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	-
	Poll		-	-	-	-	-	-
	Total		3,50,12,719	100.00	3,50,12,719	-	100.00	-
Public-Institutions	E-voting	2,33,59,490	2,03,39,242	87.07	1,82,44,688	20,94,554	89.70	10.30
	Poll		-	-	-	-	-	-
	Total		2,03,39,242	87.07	1,82,44,688	20,94,554	89.70	10.30
Public-Non Institutions	E-voting	1,39,24,086	5,91,483	4.25	5,91,376	107	99.98	0.02
	Poll		1,247	0.01	1,234	13	98.96	1.04
	Total		5,92,730	4.26	5,92,610	120	99.98	0.02
Total		7,22,96,395	5,59,44,691	77.38	5,38,50,017	20,94,674	96.26	3.74

For HSIL LIMITED

Company Secretary

DROLIA & COMPANY
(Company Secretaries)
9, Crooked Lane, Kolkata - 700069
Mobile: 9831196869; Email: droliapravin@yahoo.co.in

Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Chairman,
HSIL LIMITED
CIN: L51433WB1960PLC024539
2 Red Cross Place,
Kolkata-700 001

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting and voting by means of Ballot Paper at the 57th Annual General Meeting (AGM) of M/s. HSIL Limited on the Resolutions set out in the AGM Notice dated 18th May, 2017.

I, Pravin Kumar Drolia, (FCS No. 2366 & CP 1362) Proprietor of M/s. Drolia & Company, Company Secretaries, Kolkata, was appointed as the Scrutinizer, by the Board of Directors of **M/s. HSIL Limited** ("the Company") in their meeting held on 18th May, 2017, in terms of the provisions of Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) for the purpose of Scrutinizing and ascertaining the results of voting by electronic means i.e. remote e-voting and voting through Physical Ballot Forms at the 57th AGM of the Company held on **Thursday, the 3rd August, 2017 at Sripati Singhania Hall, Rotary Sadan, 94/2, Chowringhee Road, Kolkata-700 020 at 11.00 A.M.** in a fair and transparent manner in respect of the following resolutions set out in the AGM Notice of the Company dated 18th May, 2017:

Resolution Number	Type of Resolution	Particulars
1.	**Ordinary Resolution**	To consider and adopt audited financial statements of the Company for the financial year ended 31st March, 2017, the reports of the Board of Directors and Auditors thereon and the audited consolidated financial statements of the Company for the financial year ended 31st March, 2017 and Auditors Report thereon.
2.	**Ordinary Resolution**	To declare Dividend on Equity Shares for the year ended 31st March, 2017.
3.	**Ordinary Resolution**	To appoint a Director in place of Mr. Girdhari Lal Sultania (DIN: 00060931) who retires by rotation and, being eligible, offers himself for re-appointment.

DROLIA & COMPANY FCS-2366 CP-1362 Company Secretaries

4.	**Ordinary Resolution**	To appoint M/s. Lodha & Co., Chartered Accountants (ICAI Registration No. 301051E) as Statutory Auditors of the Company to hold office from the conclusion of 57th Annual General Meeting (AGM) till the conclusion of the 62nd AGM of the Company and to fix their remuneration.
5.	**Special Resolution**	Re-appointment of Dr. Rajendra Kumar Somany (DIN: 00053557) as Chairman and Managing Director.
6.	**Special Resolution**	Authorization to enter into Consultancy Contract with M/s. G.L. Sultania & Co., Proprietor Mr. Girdhari Lal Sultania, Non-Executive Director.

1. I submit my report as under:

1.1. The Company had completed the dispatch of Notice of AGM dated 18th May, 2017 alongwith attendance slip, proxy form and a separate letter addressed to Shareholders individually inter-alia containing User ID and password and Annual Report for the financial year 2016-2017 through courier on 8th July, 2017 and electronically on 7th July, 2017, to those Members whose names appeared in the Register of Members/List of beneficiaries as on 23rd June, 2017 being the cut-off date fixed by the Board. As per provisions of the Companies Act, 2013, the numbers of vote cast in respect of each resolution have been counted according to the number of shares held by the concerned Shareholders. One share held is equal to one vote.

1.2. In compliance with provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company arranged for remote e-voting facility provided by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company on AGM Resolutions. The Company had also provided voting facility to the Shareholders present at the AGM to vote on the Resolutions set out in the Notice of the said AGM through Physical Ballot Paper, who were not able to cast their votes by means of remote e-voting prior to the AGM.

1.3. An Advertisement was published in "Financial Express, Kolkata" (English Edition) and "Ekdin, Kolkata" (Bengali Edition) on 11th July, 2017, pursuant to Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, informing the Members about completion of dispatch of AGM 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.

1.4. The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and Rules made thereunder relating to remote e-voting and voting through Physical Ballot Paper at the AGM on the Resolutions contained in the Notice of the said AGM. My responsibility as a Scrutinizer for the remote e-voting process and voting through Physical Ballot Paper at the said AGM 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 Members in respect of the said Resolutions set forth in the Notice of the said AGM of the Company.

1.5. The e-voting period was commenced on Monday, 31st July, 2017 from 9:00 A.M. (IST) and concluded on Wednesday, 2nd August, 2017 at 5:00 P.M. (IST). 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.

1.6. The Shareholders who were holding shares of the Company as on the "cut-off" date i.e., 27th July, 2017, fixed by the Company, were entitled to vote on the Resolutions set out in the Notice dated 18th May, 2017 of AGM of the Company.



1.7. After conclusion of voting by Physical Ballot Paper at the said AGM, the Ballot Box was opened by me in presence of 2 (two) witnesses, Mr. Subhajit Dutta, Dharapara, Chandannagar, Hooghly -712136 and Mr. Abhishek Mishra, 20, Salkia School Road, Howrah-711106, who were not in the employment of the Company and the voting was diligently scrutinized.

1.8. The votes cast through remote e-voting facility were thereafter unlocked on 3rd August, 2017, after conclusion of AGM, in the presence of 2 (two) witnesses, Mr. Subhajit Dutta, Dharapara, Chandannagar, Hooghly -712136 and Mr. Abhishek Mishra, 20, Salkia School Road, Howrah-711106, who were not in the employment of the Company.

1.9. The Report inter alia containing details such as list of Equity Share Holders, who voted "for" and "against", on each of 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 18th May, 2017 of the said AGM were generated from the e-voting website of CDSL i.e. https://www.evotingindia.com.

1.10. The combined result of voting through electronic means, i.e. remote e-voting and voting through Physical Ballot Papers at the said AGM of the Company is as per **"Annexure - A"** attached herewith.

RESULTS :

Total number of eligible Members who are entitled to vote electronically and /or physically on 27th July 2017 are 27082. As number of votes casted (electronically and physically) in favour of the Resolution Nos. 1,2,3,4,5 & 6 as mentioned in AGM Notice are 100.00%, 100.00%, 98.93%, 100.00%, 96.92% & 96.26% respectively, Resolutions set out in the Notice of AGM dated 18th May, 2017 has been passed by the shareholders with requisite majority. The Resolutions are deemed to be passed on the date of AGM, i.e., 3rd August, 2017.

I further report that as per the AGM Notice dated 18th May, 2017 and the Board Resolution of the same date, the Chairman or any other person as authorized by the Board in this regard may declare and confirm the above results of voting (remote e-voting and voting by means of Ballot Papers) at the registered office of the Company.

Thanking You,
Yours faithfully,

FOR DROLIA & COMPANY
(Company Secretaries)

DROLIA & COMPANY * FCS-2366 CP-1362 * Company Secretaries

(Pravin Kumar Drolia)
Proprietor
F.C.S No.2366,
Certificate of Practice No.1362

Place: Kolkata
Date: 3rd August, 2017

Annexure - A

Consolidated Scrutinizer(s) Report of Voting on the Resolutions as set out in the Notice of 57th Annual General Meeting of HSIL Limited dated 18th May, 2017 of HSIL Limited, deemed to be passed on the date of AGM dated 3rd August, 2017

Resolution No. 1 - Ordinary Resolution

Adoption of the audited financial statements of the Company for the financial year ended 31st March, 2017, the reports of the Board of Directors and Auditors thereon and the audited consolidated financial statements of the Company for the financial year ended 31st March, 2017 and Auditors Report thereon

Total No. of Shareholders	27,082		
Total No. of Shares	72,296,395		
		Number of Members	Number of Shares held
Total Votes cast through e-Voting	A	135	54863644
Total Votes cast through Ballot Forms Received	B	27	1247
Grand Total of e-voting/Ballot Form (A+B)	C	162	54864891
Less: Invalid e-voting/Ballot Forms	D	0	0
Net e-voting /Ballot Forms (C-D)	E	162	54864891

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	35,012,819	35,012,719	100.00	35,012,719	-	100.00	-
	Ballot Form		-	-	-	-	-	-
	Total		35,012,719	100.00	35,012,719	-	100.00	-
Public- Institutions	E-voting	23,359,490	19,259,242	82.45	19,259,242	-	100.00	-
	Ballot Form		-	-	-	-	-	-
	Total		19,259,242	82.45	19,259,242	-	100.00	-
Public-Non Institutions	E-voting	13,924,086	591,683	4.25	591,681	2	100.00	0.00
	Ballot Form		1,247	0.01	1,235	12	99.04	0.96
	Total		592,930	4.26	592,916	14	100.00	0.00
Total		72,296,395	54,864,891	75.89	54,864,877	14	100.00	0.00

Resolution No. 2 - Ordinary Resolution

Declaration of Dividend on Equity shares for the year ended 31st March 2017

Total No. of Shareholders	27,082		
Total No. of Shares	72,296,395		
		Number of Members	Number of Shares held
Total Votes cast through e-Voting	A	137	55943644
Total Votes cast through Ballot Forms Received	B	27	1247
Grand Total of e-voting/Ballot Form (A+B)	C	164	55944891
Less: Invalid e-voting/Ballot Forms	D	0	0
Net e-voting /Ballot Forms (C-D)	E	164	55944891

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	35,012,819	35,012,719	100.00	35,012,719	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		35,012,719	100.00	35,012,719	-	100.00	-
Public- Institutions	E-voting	23,359,490	20,339,242	87.07	20,339,242	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		20,339,242	87.07	20,339,242	-	100.00	-
Public-Non Institutions	E-voting	13,924,086	591,683	4.25	591,683	-	100.00	-
	Postal Ballot		1,247	0.01	1,247	-	100.00	-
	Total		592,930	4.26	592,930	-	100.00	-
Total		72,296,395	55,944,891	77.38	55,944,891	-	100.00	-



Resolution No. 3 - Ordinary Resolution

Appointment of a Director in place of Mr. Girdhari Lal Sultania (DIN: 00060931) who retires by rotation and, being eligible,offers himself for re-appointment.

Total No. of Shareholders	27,082		
Total No. of Shares	72,296,395		
		Number of Members	Number of Shares held
Total Votes cast through e-Voting	A	136	55943444
Total Votes cast through Ballot Forms Received	B	27	1247
Grand Total of e-voting/Ballot Form (A+B)	C	163	55944691
Less: Invalid e-voting/Ballot Forms	D	0	0
Net e-voting /Ballot Forms (C-D)	E	163	55944691

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	35,012,819	35,012,719	100.00	35,012,719	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		**35,012,719**	**100.00**	**35,012,719**	**-**	**100.00**	**-**
Public- Institutions	E-voting	23,359,490	20,339,242	87.07	19,741,318	597,924	97.06	2.94
	Postal Ballot		-	-	-	-	-	-
	Total		**20,339,242**	**87.07**	**19,741,318**	**597,924**	**97.06**	**2.94**
Public-Non Institutions	E-voting	13,924,086	591,483	4.25	591,476	7	100.00	0.00
	Postal Ballot		1,247	0.01	1,234	13	98.96	1.04
	Total		**592,730**	**4.26**	**592,710**	**20**	**100.00**	**0.00**
Total		**72,296,395**	**55,944,691**	**77.38**	**55,346,747**	**597,944**	**98.93**	**1.07**

Resolution No. 4 - Ordinary Resolution

Appointment of M/s Lodha & Co. , Chartered Accountants as Auditors to hold office from conslusion of the 57th AGM till the conclusion of the 62nd AGM of the Company and to fix their remuneration.

Total No. of Shareholders	27,082		
Total No. of Shares	72,296,395		
		Number of Members	Number of Shares held
Total Votes cast through e-Voting	A	137	55943644
Total Votes cast through Ballot Forms Received	B	27	1247
Grand Total of e-voting/Ballot Form (A+B)	C	164	55944891
Less: Invalid e-voting/Ballot Forms	D	0	0
Net e-voting /Ballot Forms (C-D)	E	164	55944891

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	35,012,819	35,012,719	100.00	35,012,719	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		**35,012,719**	**100.00**	**35,012,719**	**-**	**100.00**	**-**
Public- Institutions	E-voting	23,359,490	20,339,242	87.07	20,339,242	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		**20,339,242**	**87.07**	**20,339,242**	**-**	**100.00**	**-**
Public-Non Institutions	E-voting	13,924,086	591,683	4.25	591,576	107	99.98	0.02
	Postal Ballot		1,247	0.01	1,237	10	99.20	0.80
	Total		**592,930**	**4.26**	**592,813**	**117**	**99.98**	**0.02**
Total		**72,296,395**	**55,944,891**	**77.38**	**55,944,774**	**117**	**100.00**	**0.00**

DROLIA & COMPANY * Company Secretaries * FCS-2866 CP-1362

Resolution No. 5 - Special Resolution

Re-appointment of Dr. Rajendra Kumar Somany (DIN: 00053557) as Chairman and Managing Director

Total No. of Shareholders	27,082		
Total No. of Shares	72,296,395		
		Number of Members	Number of Shares held
Total Votes cast through e-Voting	A	137	55943644
Total Votes cast through Ballot Forms Received	B	27	1247
Grand Total of e-voting/Ballot Form (A+B)	C	164	55944891
Less: Invalid e-voting/Ballot Forms	D	0	0
Net e-voting /Ballot Forms (C-D)	E	164	55944891

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	35,012,819	35,012,719	100.00	35,012,719	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		35,012,719	100.00	35,012,719	-	100.00	-
Public- Institutions	E-voting	23,359,490	20,339,242	87.07	18,617,384	1,721,858	91.53	8.47
	Postal Ballot		-	-	-	-	-	-
	Total		20,339,242	87.07	18,617,384	1,721,858	91.53	8.47
Public-Non Institutions	E-voting	13,924,086	591,683	4.25	591,676	7	100.00	0.00
	Postal Ballot		1,247	0.01	1,236	11	99.12	0.88
	Total		592,930	4.26	592,912	18	100.00	0.00
Total		72,296,395	55,944,891	77.38	54,223,015	1,721,876	96.92	3.08

Resolution No. 6 - Special Resolution

Authorization to enter into Consultancy Contract with M/s. G. L. Sultania & Co. Proprietor Mr. Girdhari Lal Sultania. Non-Excecutive Director

Total No. of Shareholders	27,082		
Total No. of Shares	72,296,395		
		Number of Members	Number of Shares held
Total Votes cast through e-Voting	A	136	55943444
Total Votes cast through Ballot Forms Received	B	27	1247
Grand Total of e-voting/Ballot Form (A+B)	C	163	55944691
Less: Invalid e-voting/Ballot Forms	D	0	0
Net e-voting /Ballot Forms (C-D)	E	163	55944691

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	35,012,819	35,012,719	100.00	35,012,719	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	Total		35,012,719	100.00	35,012,719	-	100.00	-
Public- Institutions	E-voting	23,359,490	20,339,242	87.07	18,244,688	2,094,554	89.70	10.30
	Postal Ballot		-	-	-	-	-	-
	Total		20,339,242	87.07	18,244,688	2,094,554	89.70	10.30
Public-Non Institutions	E-voting	13,924,086	591,483	4.25	591,376	107	99.98	0.02
	Postal Ballot		1,247	0.01	1,234	13	98.96	1.04
	Total		592,730	4.26	592,610	120	99.98	0.02
Total		72,296,395	55,944,691	77.38	53,850,017	2,094,674	96.26	3.74



Note :

(i) Invalid Postal Ballot was not taken into account for counting of votes.

(ii) Votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of ballot or the number of shares mentioned in the ballot whichever is less.

We the undersigned witness that the votes were unlocked from the evoting website of CDSL(http//www.evotingindia.com) in our presence at 1.40 P.M. on the 3rd August, 2017.

(i) Mr. Subhajit Dutta
Dharapara, Chandannagar
Hooghly - 712 136

(ii) Mr. Abhishek Kumar Mishra
20, Salkia School Road
Howrah - 711106

FOR DROLIA & COMPANY
(Company Secretaries)

(Pravin Kumar Drolia)
Proprietor
F.C.S No.2366, Certificate of Practice No.1362

DROLIA & COMPANY * Company Secretaries * FCS-2366 CP-1362

Place: Kolkata
Date: 3rd August, 2017