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NEAPS/ BSE ONLINE

8th September, 2016

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 56th Annual General Meeting of HSIL Limited was held on Wednesday, 7th September, 2016 at Sripati Singhania Hall, Rotary Sadan, 94/2, Chowringhee Road, Kolkata - 700 020 at 12.00 Noon.

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, DDA Flats, 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 23rd May, 2016, of 56th Annual General Meeting of the Company held on Wednesday, 7th September, 2016 at Sripati Singhania Hall, Rotary Sadan, 94/2, Chowringhee Road, Kolkata - 700 020 at 12.00 Noon, as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the AGM	7th September, 2016
Total number of shareholders on record date i.e. 31st August, 2016	26,679
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: Public:	 4 95
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group: Public:	Not arranged

Item No. 1

a) Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2016, the Reports of the Board of Directors and Auditors thereon; and

b) Adoption of the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2016 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	34,455,786	34,455,786	100.00	34,455,786	-	100.00	-
	Poll		-	-	-	-	-	-
	Total		34,455,786	100.00	34,455,786	-	100.00	-
Public-Institutions	E-voting	24,238,217	20,192,499	83.31	20,192,499	-	100.00	-
	Poll		-	-	-	-	-	-
	Total		20,192,499	83.31	20,192,499	-	100.00	-
Public-Non Institutions	E-voting	13,602,392	389,264	2.86	389,249	15	100.00	0.00
	Poll		552	0.00	552	-	100.00	-
	Total		389,816	2.87	389,801	15	100.00	0.00
Total		72,296,395	55,038,101	76.13	55,038,086	15	100.00	0.00

Item No. 2

Declaration of Dividend on Equity Shares for the year ended 31st March, 2016

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	34,455,786	34,455,786	100.00	34,455,786	-	100.00	-
	Poll		-	-	-	-	-	-
	Total		34,455,786	100.00	34,455,786	-	100.00	-
Public-Institutions	E-voting	24,238,217	21,560,499	88.95	21,560,499	-	100.00	-
	Poll		-	-	-	-	-	-
	Total		21,560,499	88.95	21,560,499	-	100.00	-
Public-Non Institutions	E-voting	13,602,392	389,264	2.86	389,249	15	100.00	0.00
	Poll		552	0.00	552	-	100.00	-
	Total		389,816	2.87	389,801	15	100.00	0.00
Total		72,296,395	56,406,101	78.02	56,406,086	15	100.00	0.00

For HSIL LIMITED

COMPANY SECRETARY

Item No. 3

Re-appointment of Shri Rajendra Kumar Somany (DIN: 00053557) as a Director of the Company

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	34,455,786	34,455,786	100.00	34,455,786	-	100.00	-
	Poll		-	-	-	-	-	-
	Total		**34,455,786**	**100.00**	**34,455,786**	**-**	**100.00**	**-**
Public-Institutions	E-voting	24,238,217	21,560,499	88.95	21,152,688	407,811	98.11	1.89
	Poll		-	-	-	-	-	-
	Total		**21,560,499**	**88.95**	**21,152,688**	**407,811**	**98.11**	**1.89**
Public-Non Institutions	E-voting	13,602,392	389,264	2.86	389,249	15	100.00	0.00
	Poll		557	0.00	557	-	100.00	-
	Total		389,821	2.87	389,806	15	100.00	0.00
Total		72,296,395	56,406,106	78.02	55,998,280	407,826	99.28	0.72

Item No. 4

Appointment of M/s Walker Chandiok & Co. LLP, Chartered Accountants as Statutory Auditors of the Company to hold office from conslusion of the 56th Annual General Meeting until the conclusion of the 57th Annual General Meeting 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	34,455,786	34,455,786	100.00	34,455,786	-	100.00	-
	Poll		-	-	-	-	-	-
	Total		**34,455,786**	**100.00**	**34,455,786**	**-**	**100.00**	**-**
Public-Institutions	E-voting	24,238,217	21,560,499	88.95	20,967,797	592,702	97.25	2.75
	Poll		-	-	-	-	-	-
	Total		**21,560,499**	**88.95**	**20,967,797**	**592,702**	**97.25**	**2.75**
Public-Non Institutions	E-voting	13,602,392	389,264	2.86	389,249	15	100.00	0.00
	Poll		557	0.00	556	1	99.82	0.18
	Total		389,821	2.87	389,805	16	100.00	0.00
Total		72,296,395	56,406,106	78.02	55,813,388	592,718	98.95	1.05

For HSIL LIMITED

COMPANY SECRETARY

Item No. 5

Adoption of new set of Articles of Association of the Company in accordance with Companies Act, 2013

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	34,455,786	34,455,786	100.00	34,455,786	-	100.00	-
	Poll		-	-	-	-	-	-
	Total		**34,455,786**	**100.00**	**34,455,786**	**-**	**100.00**	**-**
Public-Institutions	E-voting	24,238,217	21,530,850	88.83	21,103,319	427,531	98.01	1.99
	Poll		-	-	-	-	-	-
	Total		**21,530,850**	**88.83**	**21,103,319**	**427,531**	**98.01**	**1.99**
Public-Non Institutions	E-voting	13,602,392	389,264	2.86	389,249	15	100.00	0.00
	Poll		447	0.00	436	11	97.54	2.46
	Total		**389,711**	**2.87**	**389,685**	**26**	**99.99**	**0.01**
Total		**72,296,395**	**56,376,347**	**77.98**	**55,948,790**	**427,557**	**99.24**	**0.76**

Item No. 6

Re-appointment of Mr. Sandip Somany (DIN: 00053597) and re-designate as Vice 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	34,455,786	34,455,786	100.00	34,455,786	-	100.00	-
	Poll		-	-	-	-	-	-
	Total		**34,455,786**	**100.00**	**34,455,786**	**-**	**100.00**	**-**
Public-Institutions	E-voting	24,238,217	21,560,499	88.95	20,978,698	581,801	97.30	2.70
	Poll		-	-	-	-	-	-
	Total		**21,560,499**	**88.95**	**20,978,698**	**581,801**	**97.30**	**2.70**
Public-Non Institutions	E-voting	13,602,392	389,264	2.86	388,824	440	99.89	0.11
	Poll		447	0.00	436	11	97.54	2.46
	Total		**389,711**	**2.87**	**389,260**	**451**	**99.88**	**0.12**
Total		**72,296,395**	**56,405,996**	**78.02**	**55,823,744**	**582,252**	**98.97**	**1.03**

For HSIL LIMITED

COMPANY SECRETARY

DROLIA & COMPANY
(Company Secretaries)
9, Crooked Lane, Kolkata - 700069
Mobile: 09831196869; 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) Amendment Rules, 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 56th Annual General Meeting of M/s HSIL Limited held on 7th September, 2016 at Sripati Singhania Hall, Rotary Sadan, 94/2, Chowringhee Road, Kolkata – 700020 at 12.00 Noon

I, Pravin Kumar Drolia, (FCS No. 2366 & CP 1362) Proprietor of M/s. Drolia & Company, Company Secretaries, Kolkata, was appointed as a Scrutinizer, by the Board of Directors of **HSIL Limited** ("the Company") at its meeting held on 23rd May, 2016, in terms of the provisions of Section 108 of the Companies Act, 2013("Act"), read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 for the purpose of Scrutinizing and ascertaining the results of voting by electronic means i.e. remote e-voting and voting through Physical Ballot Paper at the 56th Annual General Meeting (AGM) of the Company on the Resolutions set out in the Notice dated 23rd May, 2016 of AGM of the Company held on **Wednesday, the 7th September, 2016 at Sripati Singhania Hall, Rotary Sadan, 94/2, Chowringhee Road, Kolkata – 700020 at 12.00 Noon.**

1. The Notice dated 23rd May, 2016 convening AGM of the Company alongwith the Statement under Section 102 of the Act was sent on 12th August, 2016 to those Shareholders whose names appeared in the Register of Members/Beneficial Owners as on 5th August, 2016 in respect of the Resolutions to be passed at the said AGM of the Company and an Advertisement was published in "Financial Express, Kolkata" (English Edition) and "Ekdin, Kolkata" (Bengali Edition) on 14th August, 2016, pursuant to Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015.

2. The Company had availed the remote e-voting facility provided by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company. 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.

3. 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

DROLIA & COMPANY FCS-2366 CP-1362 Company Secretaries

"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.

4. Further to the above, I submit my report as under:-

   i. The remote e-voting period commenced on Sunday, 4th September, 2016 from 9.00 A.M. (IST) and ended on Tuesday, 6th September, 2016 at 5.00 P.M. (IST).

   ii. The Shareholders who were holding shares of the Company as on the "cut-off' date i.e., 31st August, 2016, fixed by the Company, were entitled to vote on the Resolutions set out in the Notice dated 23rd May, 2016 of AGM of the Company.

   iii. 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. Sudipta Sur, Palpara, Chandannagar, Hooghly – 712136, who were not in the employment of the Company and the voting was diligently scrutinized.

   iv. The votes cast through remote e-voting facility were thereafter unlocked on 7th September, 2016, after conclusion of AGM, in the presence of 2 (two) witnesses, Mr. Subhajit Dutta, Dharapara, Chandannagar, Hooghly -712136 and Mr. Sudipta Sur, Palpara, Chandannagar, Hooghly - 712136,who were not in the employment of the Company.

   v. 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 23rd May, 2016 of the said AGM were generated from the e-voting website of CDSL i.e. https://www.evotingindia.com.

   vi. 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.

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: 7th September, 2016

Annexure - "A"

Consolidated Scrutinizer(s) Report of Voting on the Resolutions considered at the 56th AGM of HSIL LIMITED held on 7th September, 2016

SL No.	Resolution	Mode	No. of folios/ Ballots Received	Total no.of Shares held	Valid votes		% of Valid votes	Invalid votes		% of invalid votes	Vote cast in favour of resolutions		% of Valid Votes in favour of the resolutions	Vote cast against the resolutions		% of Valid votes against the resolutions	Abstain	
					No. of folios/ No. of Ballots received	Votes		No. of folios/ No. of Ballots received	Votes		No. of folios/ No. of Ballots	Votes		No. of folios/ no. of Ballots	Votes		No. of folios/ no. of Ballots	Votes
1	To consider and adopt: a) the audited financial statement of the Company for the financial year ended 31 March, 2016, the reports of the Board of Directors and Auditors thereon; and b) the audited consolidated financial statement of the Company for the financial year ended 31 March, 2016 and Auditors Reports thereon. *(As an Ordinary Resolution)*	Electronic	142	56405549	136	55037549	97.57	0	0	0.00	135	55037534	100.00	1	15	0.00	6	1368000
		Physical	21	565	20	552	97.70	0	0	0.00	20	552	100.00	0	0	0.00	1	5
		TOTAL	163	56406114	156	55038101	97.57	0	0	0.00	155	55038086	100.00	1	15	0.00	7	1368005
2	To declare Dividend on Equity Shares for the year ended 31 March 2016. *(As an Ordinary Resolution)*	Electronic	142	56405549	142	56405549	100.00	0	0	0.00	141	56405534	100.00	1	15	0.00	0	0
		Physical	21	565	20	552	97.70	0	0	0.00	20	552	100.00	0	0	0.00	1	5
		TOTAL	163	56406114	162	56406101	100.00	0	0	0.00	161	56406086	100.00	1	15	0.00	1	5
3	To appoint a Director in place of Mr. Rajendra Kumar Somany (DIN: 00053557), who retires by rotation and, being eligible, offers himself for re-appointment. *(As an Ordinary Resolution)*	Electronic	142	56405549	142	56405549	100.00	0	0	0.00	140	55997723	99.28	2	407826	0.72	0	0
		Physical	21	565	21	557	98.58	0	0	0.00	21	557	100.00	0	0	0.00	0	0
		TOTAL	163	56406114	163	56406106	100.00	0	0	0.00	161	55998280	99.28	2	407826	0.72	0	0
4	To appoint M/s Walker Chandiok & Co. LLP, Chartered Accountants (ICAI Registration No. 001076N/N500013) as Auditors to hold office from the conclusion of 56th Annual General Meeting until the consclusion of 57th Annnual General Meeting and to fix their remuneration. (As an Ordinary Resolution)	Electronic	142	56405549	142	56405549	100.00	0	0	0.00	138	55812832	98.95	4	592717	1.05	0	0
		Physical	21	565	21	557	98.58	0	0	0.00	20	556	99.82	1	1	0.18	0	0
		TOTAL	163	56406114	163	56406106	100.00	0	0	0.00	158	55813388	98.95	5	592718	1.05	0	0

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

Annexure - "A"

Consolidated Scrutinizer(s) Report of Voting on the Resolutions considered at the 56th AGM of HSIL LIMITED held on 7th September, 2016

SL No.	Resolution	Mode	No. of folios/ Ballots Received	Total no.of Shares held	Valid votes		% of Valid votes	Invalid votes		% of Invalid votes	Vote cast in favour of resolutions		% of Valid Votes in favour of the resolutions	Vote cast against the resolutions		% of Valid votes against the resolutions	Abstain	
					No. of folios/ No. of Ballots received	Votes		No. of folios/ No. of Ballots received	Votes		No. of folios/ No. of Ballots	Votes		No. of folios/ no. of Ballots	Votes		No. of folios/ no. of Ballots	Votes
5	Adoption of new set of Articles of Association of the Company in accordance with Companies Act, 2013 (As a Special Resolution)	Electronic	142	56405549	141	56375900	99.95	0	0	0.00	137	55948354	99.24	4	427546	0.76	1	29649
		Physical	21	565	20	447	79.12	0	0	0.00	18	436	97.54	2	11	2.46	1	110
		TOTAL	163	56406114	161	56376347	99.95	0	0	0.00	155	55948790	99.24	6	427557	0.76	2	29759
6	Re-appointment of Mr. Sandip Somany (DIN: 00053597) and re-designate as Vice Chairman and Managing Director (As a Special Resolution)	Electronic	142	56405549	142	56405549	100.00	0	0	0.00	138	55823308	98.97	4	582241	1.03	0	0
		Physical	21	565	20	447	79.12	0	0	0.00	18	436	97.54	2	11	2.46	1	110
		TOTAL	163	56406114	162	56405996	100.00	0	0	0.00	156	55823744	98.97	6	582252	1.03	1	110

We the undersigned witness that the votes were unlocked from the evoting website of CDSL(http//www.evotingindia.com) in our presence at 3:16 P.M. on the 7th September, 2016.

Subhajit Dutta

(i) Mr. Subhajit Dutta
Dharapara, Chandannagar
Hooghly - 712136

Sudipta Sur

(ii) Mr. Sudipta Sur
Palpara, Chandannagar
Hooghly - 712136

FOR DROLIA & COMPANY
(Company Secretaries)

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

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

Place: Kolkata
Date: 7th September, 2016