

Date: January 04, 2021

To,

<b>BSE Limited</b> (Scrip Code/Symbol: <b>500187/HSIL</b> ) Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai- 400001  <b>Email:</b> <a href="mailto:corp.relations@bseindia.com">corp.relations@bseindia.com</a>	<b>National Stock Exchange of India Limited</b> (Scrip Symbol: <b>HSIL</b> ) Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Mumbai - 400 051  <b>Email:</b> <a href="mailto:takeover@nse.co.in">takeover@nse.co.in</a>	<b>HSIL Limited</b> 2, Red Cross Place, Kolkata- 700001, West Bengal, India.  <b>Email:</b> <a href="mailto:pulkit.bhasin@hindware.co.in">pulkit.bhasin@hindware.co.in</a>
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**Sub: Disclosure under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ('SAST Regulations')**

Dear Sir/ Ma'am,

Please find attached the disclosure under Regulation 29(2) of the SAST Regulations, in connection with incidental or passive increase in voting rights & shareholding of 'Acquirers-Promoter & Promoter Group' by **6.33%** pursuant to the buyback of equity shares by HSIL Limited ('*Target Company*').

The Target Company implemented buyback of equity shares from the shareholders/beneficial owners of the Target Company excluding promoters, promoter group and persons who are in control of the Target Company in the open market through the Stock Exchange mechanism under the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018. The share capital of the Target Company got reduced pursuant to the buyback of equity shares by the Target Company and consequently, the percent shareholding of the Acquirer along with PAC got increased. There is no actual acquisition of any equity shares by the Acquirers- Promoter & Promoter Group.

This passive or incidental increase in shareholding pursuant to the buyback of equity shares by the Target Company is exempted from the obligation to make an open offer in accordance with Regulation 10(4)(c) of the SAST Regulations and all the conditions provided under Regulation 10(4)(c) of the SAST Regulations have been complied.

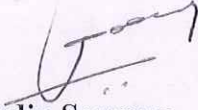
Further, the pre-buyback and post-buyback shareholding pattern of the Target Company showing percent increase in voting rights & shareholding of the Acquirers pursuant to the buyback of the equity shares is also enclosed with the aforesaid disclosure and marked as '*Annexure A*' for your reference and records.

You are requested to take note of the same on your records.

Thanking You.

Yours Faithfully,

For and on behalf of **Promoters & Promoter Group of the Target Company (Acquirers)**

A handwritten signature in black ink, appearing to read 'Sandip Somany', with a horizontal line drawn underneath it.

**Sandip Somany**  
**(Authorised Signatory)**

**Enclosures:** As stated above.

**Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Name of the Target Company (TC)	HSIL Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	<b>Acquirers &amp; PAC</b> (i) Dr. Rajendra Kumar Somany (ii) Mr. Sandip Somany (iii) Ms. Sumita Somany (iv) Ms. Divya Somany (v) Sandip Somany HUF (vi) Mr. Shashvat Somany (vii) Somany Impresa Limited (viii) Matterhorn Trust		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	(i) BSE Limited (ii) National Stock Exchange of India Limited		
Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total Diluted share/voting capital of the TC (**)
<b>Before the acquisition<sup>###</sup> under consideration, holding of:</b>			
a) Shares carrying voting rights	3,89,72,819	53.91%	53.91%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	-	-	-
e) Total (a+b+c+d)	<b>3,89,72,819</b>	<b>53.91%</b>	<b>53.91%</b>
<b>Details of acquisition<sup>###</sup>/sale</b>			
a) Shares carrying voting rights acquired/sold	-	6.33% <sup>#</sup>	6.33% <sup>#</sup>
b) VRs acquired /sold otherwise than by shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	-	-	-
d) Shares encumbered / invoked/released by the acquirer	-	-	-
e) Total (a+b+c+/-d)	-	<b>6.33%</b>	<b>6.33%</b>

<b>After the acquisition<sup>###</sup>/sale, holding of:</b>			
a) Shares carrying voting rights	3,89,72,819	60.24% <sup>##</sup>	60.24% <sup>##</sup>
b) Shares encumbered with the acquirer	-	-	-
c) VRs otherwise than by shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	-	-	-
e) Total (a+b+c+d)	<b>3,89,72,819</b>	<b>60.24%</b>	<b>60.24%</b>
Mode of acquisition / sale (e.g. open market / off market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Buyback of Equity Shares.		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	The buyback commenced on September 30, 2020 and completed on December 31, 2020.		
Equity share capital / total voting capital of the TC before the said acquisition / sale	INR 14,45,92,790 consisting of 7,22,96,395 Equity Shares of INR 2 each/-		
Equity share capital/ total voting capital of the TC after the said acquisition / sale	INR 12,93,94,762 consisting of 6,46,97,381 Equity Shares of INR 2 each/- (75,99,014 Equity Shares of INR 2 each/- bought back)		
Total diluted share/voting capital of the TC after the said acquisition	INR 12,93,94,762 consisting of 6,46,97,381 Equity Shares of INR 2 each/- (75,99,014 Equity Shares of INR 2 each/- bought back)		

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.


(\*\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(#) The share capital of the Target Company got reduced pursuant to the buyback of equity shares by the Target Company and consequently, the percent shareholding of the Acquirers got increased. There is no actual acquisition of any new Equity Shares by the Acquirers.

(##) The % w.r.t. total share/voting capital after acquisition of shares is calculated as per post Buyback paid-up share capital of the Target Company.

(###) The pre-buyback and post-buyback shareholding pattern of the Target Company showing percent increase in voting rights & shareholding of the Acquirers individually pursuant to the buyback of the equity shares is enclosed herewith and marked as 'Annexure A' for your reference and records.


For and on behalf of **Promoters & Promoter Group of the Target Company (Acquirers)**

  
**Sandip Somany**  
**(Authorised Signatory)**  
**Place:** Gurugram  
**Date:** January 04, 2021

Pre-buyback and post-buyback shareholding pattern of HSIL Limited ('Target Company')

Sl. No.	Name of the Shareholder	PRE-BUYBACK		POST-BUYBACK		% Shareholding Increase / (Decrease) [(B) - (A)]
		No. of Shares	Shareholding as a % of total no. of shares (A)	No. of Shares	Shareholding as a % of total no. of shares <sup>1</sup> (B)	
1	Dr. Rajendra Kumar Somany	34,10,000	4.72%	34,10,000	5.27%	0.55%
2	Mr. Sandip Somany	21,87,731	3.03%	21,87,731	3.38%	0.36%
3	Ms. Sumita Somany	1,61,000	0.22%	1,61,000	0.25%	0.03%
4	Ms. Divya Somany	1,46,912	0.20%	1,46,912	0.23%	0.02%
5	Sandip Somany HUF	95,832	0.13%	95,832	0.15%	0.02%
6	Mr. Shashvat Somany	76,244	0.11%	76,244	0.12%	0.01%
7	Somany Impresa Limited	3,28,95,000	45.50%	3,28,95,000	50.84%	5.34%
8	Matterhorn Trust	100	0.00%	100	0.00%	0.00%
	<b>Total Promoters</b>	<b>3,89,72,819</b>	<b>53.91%</b>	<b>3,89,72,819</b>	<b>60.24%</b>	<b>6.33%</b>
	<b>Total Public</b>	<b>3,33,23,576</b>	<b>46.09%</b>	<b>2,57,24,562</b>	<b>39.76%</b>	<b>(6.33%)</b>
	<b>Total (Promoter + Public)</b>	<b>7,22,96,395</b>	<b>100.00%</b>	<b>6,46,97,381</b>	<b>100.00%</b>	

For and on behalf of Promoters & Promoter Group of the Target Company (Acquirers)

  
**Sandip Somany**  
 (Authorised Signatory)  
 Place: Gurugram  
 Date: January 04, 2021

<sup>1</sup> The % w.r.t. total share/voting capital is calculated as per post Buyback paid-up share capital of the Target Company. The Target Company bought back 75,99,014 Equity Shares.