

NEAPS/BSE ONLINE

26<sup>th</sup> February, 2022

The Corporate Relationship Department  
BSE Limited  
Phiroze Jeejeebhoy Towers  
1<sup>st</sup> Floor, New Trading Ring  
Rotunda, Dalal Street,  
Mumbai - 400 001  
(BSE Scrip Code: 500187)

The Secretary,  
National Stock Exchange of India Limited  
Exchange Plaza, 5th Floor,  
Plot No. C/1, G-Block  
Bandra-Kurla Complex,  
Bandra (E), Mumbai - 400 051  
(NSE Symbol: HSIL)

Dear Sir/Madam,

**Sub: Intimation regarding completion of circulation of Postal Ballot Notice vide e-mail**

We wish to inform you that the Board of Directors of the Company vide its resolution passed by way of circulation on 25<sup>th</sup> February, 2022, has approved change of name of the Company from "HSIL Limited" to "AGI Greenpac Limited" and consequent alteration in Memorandum and Articles of Association of the Company, subject to approval of shareholders of the Company.

Further, to seek approval of shareholders, the Company has completed circulation of the Postal Ballot Notice vide e-mail on 25<sup>th</sup> February, 2022 to the members whose names appeared in the Register of Members/List of Beneficial Owners and whose e-mail IDs were registered with the Company/RTA or depository through the respective depository participants as on the cut-off date i.e. 18<sup>th</sup> February, 2022, pursuant to the provisions of the Companies Act, 2013 and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs for conducting postal ballot process through e-voting vide General Circular No. 20/2021 dated 8<sup>th</sup> December, 2021 read with other circulars issued in this regard.

Pursuant to the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Postal Ballot Notice sent individually to the members through e-mail.

You are requested to take this information on record.

For HSIL Limited



(Pulkit Bhasin)  
Company Secretary

Name: Pulkit Bhasin  
Address: 301-302, 3<sup>rd</sup> Floor, Park Centra, Sector-30, Gurugram-122001  
Membership No.: 27686

Encl: As above

HSIL Limited

Corporate Office: 301-302, 3<sup>rd</sup> Floor, Park Centra, Sector-30, NH 8, Gurugram, Haryana-122 001, India. T. +91 124 477 9200

Registered Office: 2, Red Cross Place, Kolkata-700001, West Bengal, India. T. +91 33-22487407/5668

hsilinvestors@hsilgroup.com | www.hsilgroup.com | CIN: L51433WB1960PLC024539



**HSIL Limited**

**CIN:** L51433WB1960PLC024539

**Registered Office:** 2, Red Cross Place, Kolkata – 700 001, West Bengal, India

**Phone:** +91-33-2248 7407/5668,

**E-mail:** [hsilinvestors@hsilgroup.com](mailto:hsilinvestors@hsilgroup.com)

**Website:** [www.hsilgroup.com](http://www.hsilgroup.com)

**NOTICE OF POSTAL BALLOT**

**(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014)**

Dear Member(s),

NOTICE of postal ballot ("**Notice**") is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "**Companies Act**"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**SEBI Listing Regulations**"), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and other applicable laws and regulations, if any, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("**MCA**") for conducting postal ballot process through e-voting *vide* General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021 ("**MCA Circulars**") in view of COVID-19 pandemic, that it is proposed to seek the consent of the shareholders ("**Members**") of the Company, for the resolution appended herein below by way of postal ballot through electronic voting ("**E-voting**").

Pursuant to Sections 102, 108 and 110 of the Companies Act, the resolution proposed to be passed by way of Postal Ballot and the Explanatory Statement setting out the material facts concerning the said resolution and the reasons thereof, are annexed hereto for consideration of the Members.

In compliance with Regulation 44 of the SEBI Listing Regulations, as amended and pursuant to the provisions of Sections 108 and 110 of the Companies Act read with the corresponding rules and the MCA Circulars, the Company is sending this Notice in electronic form to all the Members who have registered their email addresses with the Company/Depositories/Registrar & Share Transfer Agent ("**RTA**"). Physical copy of this Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot since relaxed by MCA Circular No. 20/2021 dated December 8, 2021 in view of Covid-19 pandemic situation. The communication of assent/dissent of the Members will take place through the remote e-voting system only, in compliance with the MCA Circulars. The instructions for remote e-voting are appended to this Notice.

The Board of Directors of the Company vide resolution dated February 25, 2022 passed by way of circulation, has appointed Mr. Pravin Kumar Drolia, Company Secretary in Practice, Kolkata (FCS No. 2366, CP No. 1362), as the Scrutinizer for conducting the Postal Ballot by way of E-voting process in a fair and transparent manner. Members are requested to carefully read the instructions in this Notice and cast their vote electronically not later than 5:00 p.m. IST on Monday, March 28, 2022, failing which it will be strictly considered that no reply has been received from the Member.

After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman of the Company or any other person authorized by the Chairman. The results of Postal Ballot shall be declared on or before Tuesday, March 29, 2022 and along with the Scrutinizer's report, be communicated to the stock exchanges, Central Depository Services (India) Limited (CDSL) and Company's RTA and will also be displayed on the Company's website [www.hsilgroup.com](http://www.hsilgroup.com).

The proposed resolution, if approved by the requisite majority, shall be deemed to have been passed on the last date of e-voting, i.e., March 28, 2022.

**Special Business:**

**Resolution No. 1**

**Approval for change of name of the Company from “HSIL Limited” to “AGI Greenpac Limited” and consequent alteration in Memorandum and Articles of Association of the Company**

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 4, 5, 13, 14 and 15 of the Companies Act, 2013 (“**Act**”) read with the Companies (Incorporation) Rules, 2014, Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions, if any, (including any statutory modification or re-enactment thereof for the time being in force), Memorandum and Articles of Association of the Company, subject to such approvals, consents, permissions and sanctions as may be required from the concerned statutory/regulatory authorities, consent of the Members be and is hereby accorded for change of name of the Company from “HSIL Limited” to “AGI Greenpac Limited” and consequent alteration in Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Name Clause in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

(l) The name of the Company is “AGI Greenpac Limited”.

**RESOLVED FURTHER THAT** the name “HSIL Limited” wherever appearing in the Memorandum and Articles of Association and all other documents/records of the Company be substituted by the new name “AGI Greenpac Limited” in accordance with the provisions of applicable laws.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall include any committee constituted by the Board or any person(s) authorised by the Board to exercise the powers conferred on the Board by this resolution) be and is hereby authorised to do all things and to take all incidental and necessary steps for and on behalf of the Company and to take from time to time all decisions and steps necessary, expedient or proper, with respect to the implementation of the above mentioned resolution (including finalising, settling and executing of such documents / writings / deeds / papers / agreements as may be necessary or incidental thereto and to seek their registration thereof with the concerned authorities, and/or obtaining approvals/consents with the concerned regulatory/statutory authorities, etc.), and also to take all other decisions as it/ they may, in its/ their absolute decision, deem appropriate and to deal with all questions or difficulties that may arise in the course of implementing the above resolution.”

**By Order of the Board of Directors**

For HSIL Limited

Sd/-

Pulkit Bhasin

Company Secretary

**Membership No. A27686**

Place: Gurugram

Date: February 25, 2022

**Notes:**

1. The statement as required under Section 102 and 110 of the Companies Act, 2013 ("Act") setting out the material facts in respect of the proposed resolution is appended to this Notice.
2. The Notice is being sent to all the Members, by e-mail, whose names appear in the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on February 18, 2022 ("Cut-off date") and who have registered their email addresses with the Company or depository through the respective depository participants. A person who is not a Member as on the Cut-off date shall treat this Notice for information purpose only.
3. The Notice is also available on the Company's website i.e. [www.hsilgroup.com/](http://www.hsilgroup.com/)
4. The Members who have not yet registered their email address are requested to get their email address registered and cast their votes through e-voting, in accordance with the procedure set out below:
  - a) Members who have not registered their email address and in consequence could not receive the e-voting notice may temporarily get their email registered, by visiting the website <http://www.mdpl.in> and following the registration process as guided thereafter. Post successful registration of the email address, the Member would get soft copy of the Notice and the procedure for e-voting along with the User ID and the password to enable e-voting for this postal ballot. In case of any queries, the Member may write to RTA of the Company at [mdpldc@yahoo.com/](mailto:mdpldc@yahoo.com)
  - b) Please note that for permanent registration of email address, Members shall register their email address, in respect of electronic holdings with their concerned depository participants by following due procedure. Kindly note that steps taken by Members in respect of physical holdings as enunciated in point 4(a) above shall be sufficient for permanent registration of their email address.
  - c) Members who have already registered their email address are requested to keep their email address validated with their depository participants / the Company's RTA, receiving future communications in electronic form to their email address.
5. A person whose name appears in the Register of Members / List of Beneficial Owners as on the Cut-off date shall be entitled to vote on the resolutions set forth in the Notice. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members / Beneficial Owners as on the Cut-off date.
6. The voting/e-voting period commences on Sunday, February 27, 2022 (9:00 a.m. IST) and ends on Monday, March 28, 2022 (5:00 p.m. IST). During this period, members of the Company holding equity shares either in physical form or in dematerialized form, as on the Cut-off date may cast their vote electronically.
7. All the relevant documents, if any, referred to in the explanatory statement will be posted on the website of the Company for online inspection by the members till Monday, March 28, 2022.
8. Pursuant to the rules framed under the Companies Act read with the MCA Circulars, the details pertaining to this postal ballot will be published in one English national daily newspaper circulating throughout India and one Bengali daily newspaper circulating in Kolkata.
9. Resolution passed by the members through Postal Ballot are deemed to have been passed effectively at a general meeting on the last date specified for e-voting i.e. Monday, March 28, 2022.

**Procedure For E-Voting**

1. Pursuant to the provisions of Section 108 of the Companies Act read with Rule 20 of the Companies (Management and Administration) Rules, 2015, as amended, and Regulation 44 of the SEBI Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 on e-voting facility provided by listed companies, the Company is pleased to provide e-voting facility to its Members, to exercise their right to vote on the proposed resolution by electronic means.
2. The Company has engaged the services of CDSL as the Authorised Agency to provide e-voting facilities.

3. The remote e-voting facility will be available during the following voting period after which the portal will be blocked and shall not be available for e-voting:

**Commencement of e-voting From 9:00 a.m. (IST) on Sunday, February 27, 2022**

**End of e-voting Upto 5:00 p.m. (IST) on Monday, March 28, 2022**

**Procedure to Login Through Websites of Depositories**

Type of shareholders	Login Method
Individual Shareholders holding shares in demat mode with CDSL	<p>A. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>B. After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider (“ESP”) for casting his/her vote during the remote e-voting period. Additionally, there are also links provided to access the system of all ESPs i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the websites of ESPs directly.</p> <p>C. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a> Proceed to complete registration using your DP ID-Client ID etc. After successful registration, please follow steps given above to cast your vote.</p> <p>D. Alternatively, the users may directly access the e-Voting module of CDSL as per the following procedure:</p> <ul style="list-style-type: none"> <li>(i) Click the on link <a href="http://www.cdslindia.com">www.cdslindia.com</a> or on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a></li> <li>(ii) Provide demat account number and PAN.</li> <li>(iii) The system will authenticate the user by sending an OTP on registered mobile number and e-mail id as recorded in the demat account.</li> <li>(iv) After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also to directly access the system of all ESPs.</li> </ul>
Individual Shareholders holding shares in demat mode with NSDL	<p>A. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-Voting” under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period.</p> <p>B. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>C. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP, and a verification code as shown on the screen. After</p>

	successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to website of e-voting service provider for casting your vote during the remote e-voting period.
Individual Shareholders (holding shares in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to the website of e-voting service provider for casting your vote during the remote e-voting period.

**Important note:** Shareholders who are unable to retrieve User ID/ Password are advised to use “Forget User ID” and “Forget Password” option available at abovementioned websites.

**Dedicated helpdesk for individual shareholders holding shares in demat mode for any technical issues:**

Login type	Helpdesk details
Individual Shareholders holding shares in demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 022-23058542-43.
Individual Shareholders holding shares in demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call on toll free no.: 1800 1020 990 and 1800 22 44 30.

**Information and instructions for e-voting by (i) shareholders other than individuals holding shares of the company in demat mode and (ii) all shareholders holding shares of the company in physical mode.**

- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- Click on “Shareholders” module.
- Now enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID
  - Shareholders holding shares in physical form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

	<b>For physical shareholders and other than individual shareholders holding shares in demat form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders, if any)  Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.  If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field.

- After entering these details appropriately, click on “SUBMIT” tab.

8. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (i) For shareholders holding shares in physical form the details can be used only for e-voting on the resolutions contained in this Notice.
  - (ii) Click on the EVSN for "HSIL Limited" to vote.
  - (iii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
  - (iv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - (v) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
  - (vi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - (vii) You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.
  - (viii) If a demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

**Process for those shareholders whose email addresses and mobile numbers are not registered with the company/depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:**

1. For physical shareholders - Please provide necessary details like folio no., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card), mobile number by email to Registrar and Share Transfer Agent of the Company at [mdpldc@yahoo.com/](mailto:mdpldc@yahoo.com/)
2. For demat shareholders - Shareholders shall update their e-mail addresses and mobile numbers in respect of electronic holdings with their concerned depository participants by following due procedure as advised by them.

**Note for Non-Individual Members and Custodians**

1. Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com/](mailto:helpdesk.evoting@cdslindia.com/)
3. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
4. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their votes.
5. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
6. Non-Individual Members are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address [drolipravin@yahoo.co.in](mailto:drolipravin@yahoo.co.in) and to the Company at the email address [hsilinvestors@hsilgroup.com](mailto:hsilinvestors@hsilgroup.com), if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the Scrutinizer to verify the same.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

## EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT 2013

### Item No. 1

The Members are aware that the Board, in its meeting held on January 15, 2022, had approved the sale and transfer of the business undertaking of the Company engaged in the business of manufacturing, on contract basis, of sanitaryware, faucets and plastic pipes (PVC and CPVC) and fittings, through its operating manufacturing plants, along with all the related assets and liabilities ("**BPD Undertaking**") to Brilloca Limited ("**Brilloca**") on a slump sale basis. The aforesaid sale of the BPD Undertaking has been subsequently approved by the Members vide its special resolution dated February 24, 2022 passed by way of postal ballot. The slump sale will be consummated and made effective in compliance with the terms and conditions of the Business Transfer Agreement executed between the Company and Brilloca.

After effectiveness of the slump sale of the BPD Undertaking, the Company will only be engaged in manufacturing and supply of Packaging Products like glass bottles, PET bottles, security caps and closures ("**PPD Undertaking**"). Accordingly, it is pertinent to change the name of the Company which shall be in consonance with the operational business activities of the Company i.e. PPD Undertaking. The substantial revenue being generated by the PPD Undertaking attributes to the manufacturing and supply of glass bottles under the brand name "AGI".

In view of the above, the Company filed an application with the Registrar of Companies ("ROC") for reservation of a suitable name depicting the existing business activities of the Company. Thereafter, the ROC, Central Registration Centre, Ministry of Corporate Affairs vide its letter dated February 3, 2022 has reserved the name "AGI Greenpac Limited" for the Company in accordance with the provisions of the Act.

It is further informed that the Board of Directors vide its resolution dated February 25, 2022 passed by way of circulation has approved change of name of the Company from "HSIL Limited" to "AGI Greenpac Limited" and consequent alteration in the Memorandum and Articles of Association of the Company.

Certificate obtained from M/s. Lodha & Co., Chartered Accountants (Firm registration number 301051E) dated February 22, 2022 in terms of Regulation 45(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") stating compliance of conditions stipulated in Regulation 45(1) is annexed hereto and forms part of this Notice and explanatory statement.

Accordingly, approval of the Members is being sought pursuant to the provisions of the Act, Listing Regulations and other applicable provisions, if any, to change the name of the Company from "HSIL Limited" to "AGI Greenpac Limited" and consequently alter the Memorandum and Articles of Association of the Company.

It is further informed to the Members that the Company shall retain the brand name "HSIL" amongst the group companies including but not limited to the Company's holding company, as "HSIL" is an established brand name and widely known to the public at large.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution.

The Board recommends the passing of special resolution specified in Resolution No. 1 of the Notice for the approval of the members.

**By Order of the Board of Directors**  
For HSIL Limited  
Sd/-  
Pulkit Bhasin  
Company Secretary  
**Membership No. A27686**

Place: Gurugram  
Date: February 25, 2022



**Certificate pursuant to Regulation 45(3) of the Securities and Exchange Board of India {Listing Obligations and Disclosure Requirements} Regulations, 2015**

The Board of Directors  
HSIL Limited  
301-302, 3<sup>rd</sup> Floor, Park Centra, Sector-30,  
NH 8, Gurugram,  
Haryana - 122001

**Independent Auditor's Certificate pursuant to Regulation 45(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations')**

1. This certificate is issued in accordance with the terms of our engagement dated February 16, 2022.

2.

**a) Background**

HSIL Limited, a Company incorporated under the Companies Act, 1956 (CIN: L51433WB1960PLC024539) incorporated on 8<sup>th</sup> February, 1960, having its registered office at 2, Red Cross Place, Kolkata, West Bengal 700 001 (hereinafter referred to as the "Company"). The securities of the Company are listed on BSE Limited and National Stock Exchange of India Limited.

**b) Transaction**

The Board of the Company in its meeting held on 15<sup>th</sup> January 2022, approved the sale and transfer of the business undertaking of the Company engaged in the business of manufacturing, on contract basis, of sanitaryware, faucets and plastic pipes (PVC and CPVC) and fittings, through its operating manufacturing plants, along with all the related assets and liabilities ("BPD Undertaking") to Brilloca Limited on a slump sale basis, subject to necessary approvals. After the consummation of slump sale, the remaining business of the Company will comprise of manufacturing and supply of Packaging Products like glass bottles, PET bottles, security caps and closures ("PPD Undertaking") and the Company will continue to undertake the same. The Board in its meeting held on 27<sup>th</sup> January, 2022 had approved the proposed change in the name of the Company which shall be in consonance with the existing business activities of the Company i.e. PPD Undertaking which is engaged in manufacturing and supply of glass bottles under the brand name "AGI". Accordingly, an application was made by the Company to the Ministry of Corporate Affairs seeking availability of name for proposed change of name of the Company vide SRN T75831982 dated 02-02-2022 and the Ministry of Corporate Affairs, Office of the Registrar of Companies, Central Registration Centre vide their letter dated 03-02-2022 has intimated their no objection to the Company in the availability of the changed name "AGI GREENPAC LIMITED" from its existing name HSIL Limited.

**c) Purpose of Issue of the Certificate**

Regulation 45(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called 'the Listing Regulations') as amended upto date requires the Company to include a certificate from a practicing chartered accountant stating compliance with conditions provided in Regulation 45(1) of the Listing



Regulations in the explanatory statement to the notice seeking shareholders' approval for change in name.

### Management's Responsibility

3. Ensuring the compliance of conditions of Listing Regulations is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation, presentation and compliance of conditions of the Listing Regulations.
4. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the Listing Regulations, issued by the Securities and Exchange Board of India.

### Auditor's Responsibility

5. Pursuant to the requirements of the Listing Regulations, our responsibility is to provide a reasonable assurance in the form of an opinion whether, the Company has complied with the conditions of Regulation 45(1) of the Listing Regulations in the matter of proposed change of name of the Company.
6. We conducted our examination of compliance of Regulation 45(1) of the Listing Regulations in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
7. We have also complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

### Opinion

8. On the basis of review of necessary documents, records and available information as on the date of this certificate as well as information and explanations given to us by the management of the Company, we are of the opinion as follows in terms of clauses specified in Regulation 45(1) of the Listing Regulations:

<b>Clauses of Regulation 45(1) - The listed entity shall be allowed to change its name subject to compliance with the following conditions:</b>	<b>Opinion</b>
(a) a time period of at least one year has elapsed from the last name change;	(a) a time period of more than one year has elapsed from the last name change; accordingly, this condition has been complied with.
(b) at least fifty percent. of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name; or	(b) As stated in para 2(b) above, post slump sale of BPD Undertaking, the remaining business of the Company will comprise of manufacturing and supply of Packaging Products like glass bottles, PET bottles, security caps and closures



	("PPD Undertaking") and the Company will continue to undertake the same. Since, the Company will not be engaging in any new activity, accordingly, this condition is not applicable on the Company.
(c) the amount invested in the new activity/project is atleast fifty percent. of the assets of the listed entity	(c) As stated in para 2(b) above, post slump sale of BPD Undertaking, the remaining business of the Company will comprise of manufacturing and supply of Packaging Products like glass bottles, PET bottles, security caps and closures ("PPD Undertaking") and the Company will continue to undertake the same Since, the Company will not be investing/ engaging in any new activity/project, accordingly, this condition is not applicable on the Company.

### Restriction on Use

9. This Certificate is being issued at the specific request of the Company - which has appointed us for issuance of this certificate and this exclusively pertains to / for the proposed Change of Name of the Company in so far as compliance of Regulation 45 of the Listing Regulations is concerned. This certificate is accordingly solely for the use by the said Company for including in the explanatory statement to the notice seeking shareholders' approval for change in name. Our certificate should not be used for any other purpose or by any person other than the addressees of this certificate. Accordingly, we do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

For Lodha & Co.,  
Chartered Accountants  
Firm's Registration Number: 301051E

(Gaurav Lodha)  
Partner  
Membership No. 507462  
Place : New Delhi  
Date: 22<sup>nd</sup> February 2022  
UDIN: 22507462ADJXCA3616

