

NEAPS/BSE ONLINE

15<sup>th</sup> June, 2020

The Corporate Relationship Dept.,  
BSE Ltd.,  
Phiroze Jeejeebhoy Towers,  
1<sup>st</sup> 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

Dear Sir/Madam,

**Sub: Declaration of Results of Postal Ballot and Scrutinizer's Report under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")**

With reference to our earlier intimation vide letter dated 16<sup>th</sup> May, 2020 regarding completion of circulation of Postal Ballot Notice to the Members vide e-mail, we would like to inform you that Mr. Pravin Kumar Drolia, Practicing Company Secretary, Proprietor of M/s. Drolia & Company, Company Secretaries, Kolkata, who was appointed as Scrutinizer by the Board of Directors of the Company by way of resolution by circulation on 7<sup>th</sup> May, 2020 for conducting the Postal Ballot process, has submitted his report dated 15<sup>th</sup> June, 2020. Pursuant to the Scrutinizer's Report, the Members of the Company have duly approved the Resolution as stated in the Postal Ballot Notice dated 7<sup>th</sup> May, 2020 with requisite majority.

We are enclosing herewith the statement containing details of voting results in the format prescribed under Regulation 44 of Listing Regulations along with the Scrutinizer's Report. The same is also uploaded on the Company's website i.e. [www.hsilgroup.com](http://www.hsilgroup.com).

Kindly take above information on your record.

For HSIL Limited



(Pulkit Bhasin)

Company Secretary

Name: Pulkit Bhasin  
Address: 301-302, 3<sup>rd</sup> Floor, Park Centra, Sector-30, NH-8, Gurugram-122001  
Membership No. 27686

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**

Details of Voting Results, pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the Resolution as set out in the Postal Ballot Notice dated 7 May, 2020 and passed by the Members of the Company by means of Postal Ballot including remote e-voting on 14 June, 2020 duly declared by the Company on 15 June, 2020 at 3.00 P.M. at the Registered Office of the Company at 2, Red Cross Place, Kolkata- 700 001

Date of declaration of Postal Ballot Results	15 June, 2020
Total number of shareholders on record date i.e. 8 May, 2020	35,199
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoters Group: Public:	NOT APPLICABLE
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoters Group: Public:	NOT APPLICABLE

**Approval for adoption of amended and altered Articles of Association of the Company**

Resolution Required : (Ordinary/Special)							Special	
Whether promoter/ promoter group are interested 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	38,972,819	38,972,819	100.00	38,972,819	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>38,972,819</b>	<b>100.00</b>	<b>38,972,819</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public-Institutions	E-voting	8,561,460	6,313,026	73.74	6,313,026	-	100.00	-
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>6,313,026</b>	<b>73.74</b>	<b>6,313,026</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public-Non Institutions	E-voting	24,762,116	4,437,626	17.92	4,431,123	6,503	99.85	0.15
	Postal Ballot		60,000	0.24	60,000	-	100.00	-
	<b>Total</b>		<b>4,497,626</b>	<b>18.16</b>	<b>4,491,123</b>	<b>6,503</b>	<b>99.86</b>	<b>0.14</b>
<b>Total</b>		<b>72,296,395</b>	<b>49,783,471</b>	<b>68.86</b>	<b>49,776,968</b>	<b>6,503</b>	<b>99.99</b>	<b>0.01</b>



*[Handwritten Signature]*

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

**Report of Scrutinizer**

*[Pursuant to Sections 108 & 110 of the Companies Act, 2013 read with Rules 20 & 22 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 and Managing Director,  
**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 Postal Ballot forms on the resolution set out in the Postal Ballot Notice dated 7 May, 2020 of HSIL Limited**

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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 **HSIL Limited** ("the Company") at their meeting held on 7 May, 2020, in terms of the provisions of Sections 108 and 110 of the Companies Act, 2013 ("Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended read with MCA General Circular No 17/2020 dated 13<sup>th</sup> April 2020 (Circular) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) for the purpose of monitoring the e- voting process , scrutinizing the votes casted through remote e voting and physical ballot and ascertaining the results thereof in a fair and transparent manner in respect of the following resolution set out in the postal ballot notice of the Company dated 7 May, 2020 ("Notice").

Type of Resolution	Particulars
<i>Special Resolution</i>	<i>Approval for adoption of amended and altered Articles of Association of the Company in substitution and to the entire exclusion of the existing Articles of Association of the Company</i>

Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to the Postal Ballot process on the resolution set out in notice dated 7 May, 2020. My responsibility, as a scrutinizer for Postal Ballots and e- voting process is restricted to the extent of ascertaining requisite votes casted i.e. "in Favour" or "Against" the resolution mentioned in the Notice.

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1. I submit my report as under:
  - 1.1. As per the information provided, the Company had completed the dispatch of notice dated 7 May, 2020 along with postal ballot forms through electronic mode only on 15 May, 2020 to those Members whose names were appeared on the Register of Members/List of Beneficiaries on 8 May, 2020 being the cut-off date fixed by the Board and whose email address were registered with RTA in terms of MCA General Circular No 17/2020 dated 13<sup>th</sup> April 2020 (Circular).
  - 1.2. The Members holding shares in physical mode or not having email ID registered with their Depository Participants or Registrar & Share Transfer Agent were given special facility to get their email ID registered to receive the notice and postal ballot form electronically and participate in remote e-voting process. The Company has also given option to the Members to vote through physical ballot by downloading the postal ballot form from the website of Company and sent through post/hand delivery addressed to me at the registered office of the Company at their own expenses. As per provisions of the Companies Act, 2013, the number of votes cast in respect of resolution has been counted according to the number of shares held by the concerned shareholder. One share held is equal to one vote.
  - 1.3. As prescribed in clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration ) Rule 2014 as amended read with above mentioned Circular , public notices were published in “Financial Express, Kolkata” (English Edition) and “Ekdin, Kolkata” (Bengali Edition) on 16 May, 2020 informing the Members about completion of dispatch of Postal Ballot notice by electronically, along with other information as specified in the rules.
  - 1.4. In compliance of the provisions of rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended read with Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Company has provided remote e-voting facility to all its Members to enable them to cast their votes electronically.
  - 1.5. The Company has appointed Central Depository Services (India) Limited (CDSL) to provide the e-voting services platform for facilitating e- voting to enable the Members to cast their votes electronically . The e-voting period commenced on Saturday, 16 May, 2020 from 9:00 A.M. (IST) and concluded on Sunday, 14 June, 2020 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. At the meeting of the Board of M/s. HSIL Limited held on 7 May, 2020, Mr. Pulkit Bhasin, Company Secretary and Compliance Officer, was made responsible for conducting the entire postal ballot process and was authorized to do all things and to take all incidental and necessary steps for the postal ballot process.
  - 1.7. I have received two physical postal ballot forms from the Members during the period starting from Saturday, 16 May, 2020 till 5.00 PM on Sunday, 14 June, 2020. All the physical postal ballot forms and votes cast by e-voting through CDSL received up to 5.00 P.M. on Sunday, 14 June, 2020, being the last date fixed by the Company were only considered for my scrutiny.
  - 1.8. The postal ballot forms received from the shareholders were collected by me for my scrutiny and kept under my safe custody. I have not found any Defaced/Mutilated Postal Ballot form.
  - 1.9. I have relied on confirmation provided by the Registrar and Share Transfer Agent (RTA) of the Company in relation to details regarding number of shares held by the shareholders against the respective folio numbers/ Client ID and specimen signatures of the Members on the postal ballot which have been verified with the specimen signature records maintained by the RTA M/s Maheshwari Datamatics Private Limited.

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- 1.10 The details of the e-voting exercised by the Shareholders and the votes exercised through postal ballots, were duly scrutinized and processed have been duly entered in a register separately maintained for the purpose in electronic mode. The compilation of the register, in respect of postal ballots contains the statement of shareholder's name, folio number, number of Shares held, number of votes exercised, Votes in favour, Votes against and those votes which were rejected/considered invalid which have been duly Scrutinized and shareholdings were matched /confirmed with the register of Members of the Company /list of beneficiaries as on 8 May, 2020.
- 1.11 No member has voted both through e-voting and postal ballot.
- 1.12 The e-voting facility provided by CDSL was unlocked at 5.58 P.M. on 14 June, 2020.
- 1.13 There are 35,199 numbers of eligible Members holding total 72,296,395 no(s) of Equity Shares of Rs 2/- each to vote as on cut-off date i.e. 8 May, 2020. On scrutiny, I report that out of these shareholders, 100 shareholders have exercised their vote through e-voting and 2 shareholders have exercised their votes through Postal Ballot forms for resolution, as received up to 5.00 P.M. on 14 June, 2020. The details of postal ballot forms (*both by physical ballot and electronic means*) received with respect to the proposed resolution as mentioned above are provided in the Annexure "A" attached to this report.

**RESULTS:**

Special resolution stated in the postal ballot notice dated 7 May, 2020 stand passed with requisite majority as on 14 June, 2020, since more than three fourth of votes are being casted in favor of resolution.

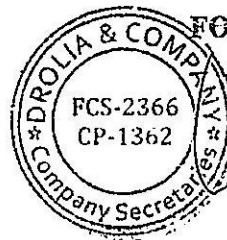
As authorized by the Chairman of the Company, Mr. Girdhari Lal Sultania, (Director) is to declare and confirm the above results of voting (remote e-voting and voting by Postal Ballot) on 15<sup>th</sup> June, 2020 at 3.00 P.M. at the registered office of the Company in respect of the resolution referred hereinabove.

The Postal Ballots and all other relevant records relating to remote e-voting and voting through postal ballot are under my safe custody and will be handed over to the authorised person for the said purpose for safe keeping after the necessary compliances are made in terms of the rules.

Thanking You,

Yours faithfully,

**FOR DROLIA & COMPANY**  
(Company Secretaries)



(Pravin Kumar Drolia)  
Proprietor

F.C.S No.2366, CP 1362  
UDIN: F002366B000341694

Place: Kolkata

Date: 15<sup>th</sup> June 2020

## Consolidated scrutinizer(s) report of voting on the resolution passed as contained in Postal Ballot notice dated 7 May, 2020 of HSIL Limited

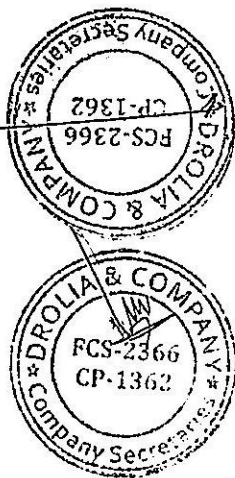
Total No. of Shareholder as on record date i.e. 8 May, 2020 = 35,199  
 Total No. of paid up Shares as on 8 May, 2020 = 7,22,96,395

Sl. No.	Resolution	Mode	No. of folios/ Ballots Received	Total no. of Shares held	Valid votes		% of Valid votes	Invalid votes		% of Invalid votes	Votes 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	Approval for adoption of amended and altered Articles of Association of the Company in substitution, and to the entire exclusion of the existing Articles of Association of the Company (passed as a special resolution)	Electronic	100	49723471	100	49723471	100.00	0	0	0.00	92	49716968	99.99	8	6503	0.01	0	0
		Physical	2	60000	2	60000	100.00	0	0	0.00	2	60000	100.00	0	0	0.00	0	0
		TOTAL	102	49783471	102	49783471	100.00	0	0	0.00	94	49776968	99.99	8	6503	0.01	0	0

I the undersigned witness that the votes were unlocked from the e-voting website of CDSL (<http://www.evotingindia.com>) in my presence at 5.58. P.M. on the 14 June, 2020

For Drolia & Company  
(Company Secretaries)

(Pravin Kumar Drolia)  
Proprietor  
FCS 2366, CP 1362  
Dated: 15/06/2020  
UDIN: F002366B000341694



*Sderlia*  
(I) Name : Sangita Drolia  
Address Tower 1, Flat 23G:  
375, Prince Anwar Saha Road, Kolkata 68