

Date: January 04, 2021

To,

BSE Limited
(Scrip Code/Symbol:
500187/HSIL)
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai- 400001

Email:
corp.relations@bseindia.com

**National Stock Exchange of
India Limited**
(Scrip Symbol: HSIL)
Exchange Plaza, Plot no. C/1,
G Block, Bandra-Kurla Complex,
Mumbai - 400 051

Email: takeover@nse.co.in

HSIL Limited
2, Red Cross Place,
Kolkata- 700001, West
Bengal, India.

Email:
pulkit.bhasin@hindware.co.in

Sub: Report under Regulation 10(6) 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 report under Regulation 10(6) 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.

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)**


Sandip Somany
(Authorised Signatory)

Enclosures: As stated above.

Format for Disclosures under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	HSIL Limited
2.	Name of the acquirer(s)	<p><u>Acquirer(s)</u></p> <p>(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</p> <p>All the Acquirers are part of ‘Promoter & Promoter Group’ of the Target Company.</p>
3.	Name of the stock exchange where shares of the TC are listed	<p>(i) BSE Limited (ii) National Stock Exchange of India Limited</p>
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	<p>There is no actual acquisition of any equity shares by the Acquirers (Promoter & Promoter Group). 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 Acquirers got increased from 53.91% to 60.24%. The Target Company bought back 75,99,014 equity shares.</p>
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(4)(c)
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations.	Not Applicable.

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	- date of filing with the stock exchange					
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)		Whether the disclosures under regulation 10(5) are actually made		
	a.	Name of the transferor / seller	Not Applicable		Not Applicable	
	b.	Date of acquisition	The buyback commenced on September 30, 2020 and completed on December 31, 2020.		Not Applicable	
	c.	Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	Not Applicable		Not Applicable	
	d.	Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	As per the Post-Buyback shareholding pattern of the Target Company, the percent (%) shareholding of the Acquirers has been increased from 53.91% to 60.24%. The pre-buyback and post-buyback shareholding pattern of the Target Company is enclosed herewith and marked as 'Annexure A' for your reference and records.		Not Applicable	
e.	Price at which shares are proposed to be acquired / actually acquired	Not Applicable		Not Applicable		
8.	Shareholding details		Pre-Transaction		Post-Transaction	
			No. of shares held	% w.r.t Total share capital of TC	No. of shares held	% w.r.t Total share capital of TC #
a.	Each Acquirer / Transferee (*)					
	(i)	Dr. Rajendra Kumar Somany	34,10,000	4.72%	34,10,000	5.27%
	(ii)	Mr. Sandip Somany	21,87,731	3.03%	21,87,731	3.38%
	(iii)	Ms. Sumita Somany	1,61,000	0.22%	1,61,000	0.25%
	(iv)	Ms. Divya Somany	1,46,912	0.20%	1,46,912	0.23%
	(v)	Sandip Somany HUF	95,832	0.13%	95,832	0.15%
	(vi)	Mr. Shashvat Somany	76,244	0.11%	76,244	0.12%
	(vii)	Somany Impresa	3,28,95,000	45.50%	3,28,95,000	50.84%

		Limited (viii) Matterhorn Trust	100	0.00%	100	0.00%
		TOTAL	3,89,72,819	53.91%	3,89,72,819	60.24%
	b.	Each Seller / Transferor	Not Applicable	Not Applicable	Not Applicable	Not Applicable

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



Sandip Somany
(Authorised Signatory)

Place: Gurugram

Date: January 04, 2021


Note:

- (*) Shareholding of each entity shall be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all 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.

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 ¹ (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%
	Total Promoters	3,89,72,819	53.91%	3,89,72,819	60.24%	6.33%
	Total Public	3,33,23,576	46.09%	2,57,24,562	39.76%	(6.33%)
	Total (Promoter + Public)	7,22,96,395	100.00%	6,46,97,381	100.00%	

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


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

¹ 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.