

**NEAPS/BSE ONLINE**

20<sup>th</sup> September, 2020

**The Corporate Relationship Department,  
BSE Ltd.,  
PhirozeJeejeebhoy 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: Disclosure of Voting Results in terms of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) along with the Consolidated Scrutinizer’s Report**

We hereby inform you that 60<sup>th</sup> Annual General Meeting (“AGM”) of HSIL Limited was held on Saturday, 19<sup>th</sup> September, 2020 at 11.00 A.M. through Video Conferencing/Other Audio Visual Means.

Pursuant to Regulation 44(3) of Listing Regulations and Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2015, please find enclosed herewith the disclosure of Voting Results of the AGM along with the Consolidated Scrutinizer’s Report thereon.

This is for your reference and record.

Thanking You,

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**

**HSIL LIMITED**

Details of voting results of E-voting on Resolutions contained in Notice dated 10th June, 2020, of 60th Annual General Meeting of the Company held on Saturday, 19th September, 2020 Through Video Conferencing ("VC") and other Audio Video Visual Means ("OAVM") at 11.00 a.m., as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

<b>Date of Annual General Meeting</b>	<b>19th September, 2020</b>
<b>Total number of shareholders on cut off date for e-voting i.e. 10 September, 2020</b>	<b>35,125</b>
<b>No. of shareholders present in the meeting either in person or through Proxy:</b> Promoters and Promoters Group: Public:	<b>NOT APPLICABLE</b>
<b>No. of Shareholders attended the meeting through Video Conferencing</b> Promoters and Promoters Group: Public:	<b>6 58</b>

**Item No.1**

**To Consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2020, the reports of Board of Directors and Auditors thereon.**

<b>Resolution Required : (Ordinary/Special)</b>							<b>Ordinary</b>	
<b>Whether promoter/ promoter group are interested in the Agenda/resolution</b>							<b>No</b>	
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No of Votes Polled</b>	<b>% of Votes Polled on Outstanding Shares</b>	<b>No. of Votes in Favour</b>	<b>No. of Votes Against</b>	<b>% of votes in favour on Votes Polled</b>	<b>% of votes against on Votes Polled</b>
		<b>(1)</b>	<b>(2)</b>	<b>(3)=(2)/(1)*100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)=(4)/(2)*100</b>	<b>(7)=(5)/(2)*100</b>
Promoters and Promoter Group	Remote E-Voting	38,972,819	38,972,819	100.00	38,972,819	-	100.00	-
	E-voting during AGM		-	-	-	-	-	-
	<b>Total</b>		<b>38,972,819</b>	<b>100.00</b>	<b>38,972,819</b>	-	<b>100.00</b>	-
Public-Institutions	Remote E-Voting	6,053,728	4,130,522	68.23	4,130,522	-	100.00	-
	E-voting during AGM		-	-	-	-	-	-
	<b>Total</b>		<b>4,130,522</b>	<b>68.23</b>	<b>4,130,522</b>	-	<b>100.00</b>	-
Public-Non Institutions	Remote E-Voting	27,269,848	5,767,852	21.15	5,766,977	875	99.98	0.02
	E-voting during AGM		896	0.00	896	-	100.00	-
	<b>Total</b>		<b>5,768,748</b>	<b>21.15</b>	<b>5,767,873</b>	<b>875</b>	<b>99.98</b>	<b>0.02</b>
<b>Total</b>		<b>72,296,395</b>	<b>48,872,089</b>	<b>67.60</b>	<b>48,871,214</b>	<b>875</b>	<b>100.00</b>	<b>0.00</b>

**Item No.2**

**To Declare dividend on Equity Shares for the year ended 31 March 2020.**

<b>Resolution Required : (Ordinary/Special)</b>							<b>Ordinary</b>	
<b>Whether promoter/ promoter group are interested in the Agenda/resolution</b>							<b>Yes*</b>	
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No of Votes Polled</b>	<b>% of Votes Polled on Outstanding Shares</b>	<b>No. of Votes in Favour</b>	<b>No. of Votes Against</b>	<b>% of votes in favour on Votes Polled</b>	<b>% of votes against on Votes Polled</b>
		<b>(1)</b>	<b>(2)</b>	<b>(3)=(2)/(1)*100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)=(4)/(2)*100</b>	<b>(7)=(5)/(2)*100</b>
Promoters and Promoter Group	Remote E-Voting	38,972,819	38,972,819	100.00	38,972,819	-	100.00	-
	E-voting during AGM		-	-	-	-	-	-
	<b>Total</b>		<b>38,972,819</b>	<b>100.00</b>	<b>38,972,819</b>	-	<b>100.00</b>	-
Public-Institutions	Remote E-Voting	6,053,728	4,380,522	72.36	4,380,522	-	100.00	-
	E-voting during AGM		-	-	-	-	-	-
	<b>Total</b>		<b>4,380,522</b>	<b>72.36</b>	<b>4,380,522</b>	-	<b>100.00</b>	-
Public-Non Institutions	Remote E-Voting	27,269,848	5,767,852	21.15	5,766,990	862	99.99	0.01
	E-voting during AGM		896	0.00	896	-	100.00	-
	<b>Total</b>		<b>5,768,748</b>	<b>21.15</b>	<b>5,767,886</b>	<b>862</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>72,296,395</b>	<b>49,122,089</b>	<b>67.95</b>	<b>49,121,227</b>	<b>862</b>	<b>100.00</b>	<b>0.00</b>

\* To the extent of their shareholding in the Company

  
 For HSIL LIMITED  
 Company Secretary

**Item No.3**

To appoint a Director in place of Mr Girdhari Lal Sultania (holding DIN: 00060931) who retires by rotation, and being eligible, offers himself for re-appointment.

Resolution Required : (Ordinary/Special)							Ordinary	
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	Remote E-Voting	38,972,819	38,972,819	100.00	38,972,819	-	100.00	-
	E-voting during AGM		-	-	-	-	-	-
	<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	Remote E-Voting	6,053,728	4,380,522	72.36	4,380,522	-	100.00	-
	E-voting during AGM		-	-	-	-	-	-
	<b>Total</b>		<b>4,380,522</b>	<b>72.36</b>	<b>4,380,522</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public-Non Institutions	Remote E-Voting	27,269,848	5,767,852	21.15	5,766,839	1,013	99.98	0.02
	E-voting during AGM		896	0.00	896	-	100.00	-
	<b>Total</b>		<b>5,768,748</b>	<b>21.15</b>	<b>5,767,735</b>	<b>1,013</b>	<b>99.98</b>	<b>0.02</b>
<b>Total</b>		<b>72,296,395</b>	<b>49,122,089</b>	<b>67.95</b>	<b>49,121,076</b>	<b>1,013</b>	<b>100.00</b>	<b>0.00</b>

**Item No.4**

Re-appointment of Dr. Rajendra Kumar Somany (holding DIN: 00053557) as Chairman and Managing Director, liable to retire by rotation, for a further term of 3 consecutive years w.e.f. 09/01/2021, and remuneration payable thereof.

Resolution Required : (Ordinary/Special)							Special	
Whether promoter/ promoter group are interested 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	Remote E-Voting	38,972,819	38,972,819	100.00	38,972,819	-	100.00	-
	E-voting during AGM		-	-	-	-	-	-
	<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	Remote E-Voting	6,053,728	4,380,522	72.36	4,380,522	-	100.00	-
	E-voting during AGM		-	-	-	-	-	-
	<b>Total</b>		<b>4,380,522</b>	<b>72.36</b>	<b>4,380,522</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public-Non Institutions	Remote E-Voting	27,269,848	5,767,852	21.15	5,766,988	864	99.99	0.01
	E-voting during AGM		896	0.00	896	-	100.00	-
	<b>Total</b>		<b>5,768,748</b>	<b>21.15</b>	<b>5,767,884</b>	<b>864</b>	<b>99.99</b>	<b>0.01</b>
<b>Total</b>		<b>72,296,395</b>	<b>49,122,089</b>	<b>67.95</b>	<b>49,121,225</b>	<b>864</b>	<b>100.00</b>	<b>0.00</b>

**Item No.5**

Appointment of Mr Anil Wadhwa (holding DIN: 08074310) as an Independent Director, not liable to retire by rotation, for a term of five consecutive years w.e.f 18/03/2020.

Resolution Required : (Ordinary/Special)							Ordinary	
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	Remote E-Voting	38,972,819	38,972,819	100.00	38,972,819	-	100.00	-
	E-voting during AGM		-	-	-	-	-	-
	<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	Remote E-Voting	6,053,728	4,380,522	72.36	4,380,522	-	100.00	-
	E-voting during AGM		-	-	-	-	-	-
	<b>Total</b>		<b>4,380,522</b>	<b>72.36</b>	<b>4,380,522</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public-Non Institutions	Remote E-Voting	27,269,848	5,767,852	21.15	5,766,887	965	99.98	0.02
	E-voting during AGM		896	0.00	895	1	99.89	0.11
	<b>Total</b>		<b>5,768,748</b>	<b>21.15</b>	<b>5,767,782</b>	<b>966</b>	<b>99.98</b>	<b>0.02</b>
<b>Total</b>		<b>72,296,395</b>	<b>49,122,089</b>	<b>67.95</b>	<b>49,121,123</b>	<b>966</b>	<b>100.00</b>	<b>0.00</b>

**Item No.6**
**Appointment of Ms Himalyani Gupta (holding DIN: 00607140) as an Independent Director, not liable to retire by rotation, for a term of five consecutive years w.e.f 18/03/2020.**

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	Remote E-Voting	38,972,819	38,972,819	100.00	38,972,819	-	100.00	-
	E-voting during AGM		-	-	-	-	-	-
	<b>Total</b>		<b>38,972,819</b>	<b>100.00</b>	<b>38,972,819</b>	-	<b>100.00</b>	-
Public-Institutions	Remote E-Voting	6,053,728	4,380,522	72.36	4,380,522	-	100.00	-
	E-voting during AGM		-	-	-	-	-	-
	<b>Total</b>		<b>4,380,522</b>	<b>72.36</b>	<b>4,380,522</b>	-	<b>100.00</b>	-
Public-Non Institutions	Remote E-Voting	27,269,848	5,767,852	21.15	5,766,859	993	99.98	0.02
	E-voting during AGM		896	0.00	895	1	99.89	0.11
	<b>Total</b>		<b>5,768,748</b>	<b>21.15</b>	<b>5,767,754</b>	<b>994</b>	<b>99.98</b>	<b>0.02</b>
<b>Total</b>		<b>72,296,395</b>	<b>49,122,089</b>	<b>67.95</b>	<b>49,121,095</b>	<b>994</b>	<b>100.00</b>	<b>0.00</b>

**Item No.7**
**Appointment of Mr Rakesh Sarin (holding DIN: 02082150) as an Independent Director, not liable to retire by rotation, for a term of five consecutive years w.e.f 18/03/2020.**

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	Remote E-Voting	38,972,819	38,972,819	100.00	38,972,819	-	100.00	-
	E-voting during AGM		-	-	-	-	-	-
	<b>Total</b>		<b>38,972,819</b>	<b>100.00</b>	<b>38,972,819</b>	-	<b>100.00</b>	-
Public-Institutions	Remote E-Voting	6,053,728	4,380,522	72.36	4,380,522	-	100.00	-
	E-voting during AGM		-	-	-	-	-	-
	<b>Total</b>		<b>4,380,522</b>	<b>72.36</b>	<b>4,380,522</b>	-	<b>100.00</b>	-
Public-Non Institutions	Remote E-Voting	27,269,848	5,767,852	21.15	5,766,907	945	99.98	0.02
	E-voting during AGM		896	0.00	895	1	99.89	0.11
	<b>Total</b>		<b>5,768,748</b>	<b>21.15</b>	<b>5,767,802</b>	<b>946</b>	<b>99.98</b>	<b>0.02</b>
<b>Total</b>		<b>72,296,395</b>	<b>49,122,089</b>	<b>67.95</b>	<b>49,121,143</b>	<b>946</b>	<b>100.00</b>	<b>0.00</b>

**Item No.8**
**Approval for Related Party Transactions with Brilloca Limited**

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	Remote E-Voting	38,972,819	-	-	-	-	-	#DIV/0!
	E-voting during AGM		-	-	-	-	-	
	<b>Total</b>		-	-	-	-	-	<b>#DIV/0!</b>
Public-Institutions	Remote E-Voting	6,053,728	4,380,522	72.36	4,380,522	-	100.00	-
	E-voting during AGM		-	-	-	-	-	-
	<b>Total</b>		<b>4,380,522</b>	<b>72.36</b>	<b>4,380,522</b>	-	<b>100.00</b>	-
Public-Non Institutions	Remote E-Voting	27,269,848	5,642,147	20.69	5,641,203	944	99.98	0.02
	E-voting during AGM		896	0.00	896	-	100.00	-
	<b>Total</b>		<b>5,643,043</b>	<b>20.69</b>	<b>5,642,099</b>	<b>944</b>	<b>99.98</b>	<b>0.02</b>
<b>Total</b>		<b>72,296,395</b>	<b>10,023,565</b>	<b>13.86</b>	<b>10,022,621</b>	<b>944</b>	<b>99.99</b>	<b>0.01</b>

  
 Company Secretary

**Item No.9**

**Approval for re-appointment of M/s. G. L. Sultania & Co. Proprietorship Firm of Mr. Girdhari Lal Sultania (holding DIN: 00060931), Non- Executive Director, for availing professional advisory services by the Company, for a term of 3 years w.e.f. 01/04/2020.**

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	Remote E-Voting	38,972,819	38,972,819	100.00	38,972,819	-	100.00	-
	E-voting during AGM		-	-	-	-	-	-
	<b>Total</b>		<b>38,972,819</b>	<b>100.00</b>	<b>38,972,819</b>	-	<b>100.00</b>	-
Public-Institutions	Remote E-Voting	6,053,728	4,380,522	72.36	4,380,522	-	100.00	-
	E-voting during AGM		-	-	-	-	-	-
	<b>Total</b>		<b>4,380,522</b>	<b>72.36</b>	<b>4,380,522</b>	-	<b>100.00</b>	-
Public-Non Institutions	Remote E-Voting	27,269,848	5,767,852	21.15	5,766,456	1,396	99.98	0.02
	E-voting during AGM		896	0.00	896	-	100.00	-
	<b>Total</b>		<b>5,768,748</b>	<b>21.15</b>	<b>5,767,352</b>	<b>1,396</b>	99.98	0.02
<b>Total</b>		<b>72,296,395</b>	<b>49,122,089</b>	<b>67.95</b>	<b>49,120,693</b>	<b>1,396</b>	<b>100.00</b>	<b>0.00</b>

**Item No.10**

**Approval for continuation of Directorship of Mr. Girdhari Lal Sultania (holding DIN: 00060931) as Non-Executive Non-Independent Director of the Company, liable to retire by rotation.**

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	Remote E-Voting	38,972,819	38,972,819	100.00	38,972,819	-	100.00	-
	E-voting during AGM		-	-	-	-	-	-
	<b>Total</b>		<b>38,972,819</b>	<b>100.00</b>	<b>38,972,819</b>	-	<b>100.00</b>	-
Public-Institutions	Remote E-Voting	6,053,728	4,380,522	72.36	4,380,522	-	100.00	-
	E-voting during AGM		-	-	-	-	-	-
	<b>Total</b>		<b>4,380,522</b>	<b>72.36</b>	<b>4,380,522</b>	-	<b>100.00</b>	-
Public-Non Institutions	Remote E-Voting	27,269,848	5,767,852	21.15	5,766,836	1,016	99.98	0.02
	E-voting during AGM		896	0.00	896	-	100.00	-
	<b>Total</b>		<b>5,768,748</b>	<b>21.15</b>	<b>5,767,732</b>	<b>1,016</b>	99.98	0.02
<b>Total</b>		<b>72,296,395</b>	<b>49,122,089</b>	<b>67.95</b>	<b>49,121,073</b>	<b>1,016</b>	<b>100.00</b>	<b>0.00</b>

  
**FOR HSTC LIMITED**  
 Company Secretary

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

**Form No. MGT-13**

**Report of Scrutinizer**

*[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 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,  
**60<sup>th</sup> ANNUAL GENERAL MEETING  
OF HSIL LIMITED,**  
**(CIN: L51433WB1960PLC024539)**  
2, Red Cross Place,  
Kolkata-700 001.

Dear Sir,

**Sub: Consolidated Scrutinizer's report on remote e-voting conducted on resolutions mentioned in the notice dated 10<sup>th</sup> June 2020 of 60<sup>th</sup> Annual General Meeting (AGM) of HSIL LIMITED held through video conferencing (VC)/other audio-visual means (OAVM) on Saturday, the 19<sup>th</sup> September, 2020 at 11.00 A.M. (IST)**

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") in their meeting held on 10<sup>th</sup> June, 2020 in terms of the provisions of Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management & Administration) Amendment Rules 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) for the purpose of Scrutinizing and ascertaining the results of voting by electronic means i.e. remote e-voting conducted on the following resolutions mentioned in the notice dated 10<sup>th</sup> June, 2020 passed by the Members at the 60<sup>th</sup> AGM of the Company held **through video conferencing(VC)/other audio visual means (OAVM) on Saturday, the 19<sup>th</sup> September 2020 at 11 A.M.** in a fair and transparent manner.

<b>Resolution Number</b>	<b>Type of Resolution</b>	<b>Particulars</b>
<b>1.</b>	<b>Ordinary Resolution</b>	To Consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2020, the reports of Board of Directors and Auditors thereon.
<b>2.</b>	<b>Ordinary Resolution</b>	To Declare dividend on Equity Shares for the year ended 31 March 2020.
<b>3.</b>	<b>Ordinary Resolution</b>	To appoint a Director in place of Mr Girdhari Lal Sultania (holding DIN: 00060931) who retires by rotation, and being eligible, offers himself for re-appointment.
<b>4.</b>	<b>Special Resolution</b>	Re-appointment of Dr. Rajendra Kumar Somany (holding DIN: 00053557) as Chairman and Managing Director, liable to retire by rotation, for a further term of 3 consecutive years w.e.f. 09/01/2021, and remuneration payable thereof.
<b>5.</b>	<b>Ordinary Resolution</b>	Appointment of Mr Anil Wadhwa (holding DIN: 08074310) as an Independent Director, not liable to retire by rotation, for a term of five consecutive years w.e.f 18/03/2020.

6.	<b>Ordinary Resolution</b>	Appointment of Ms Himalyani Gupta (holding DIN: 00607140) as an Independent Director, not liable to retire by rotation, for a term of five consecutive years w.e.f 18/03/2020.
7.	<b>Ordinary Resolution</b>	Appointment of Mr Rakesh Sarin (holding DIN: 02082150) as an Independent Director, not liable to retire by rotation, for a term of five consecutive years w.e.f 18/03/2020.
8.	<b>Ordinary Resolution</b>	Approval for Related Party Transactions with Brilloca Limited
9.	<b>Special Resolution</b>	Approval for re-appointment of M/s. G. L. Sultania & Co. Proprietorship Firm of Mr. Girdhari Lal Sultania (holding DIN: 00060931), Non-Executive Director, for availing professional advisory services by the Company, for a term of 3 years w.e.f. 01/04/2020.
10.	<b>Special Resolution</b>	Approval for continuation of Directorship of Mr. Girdhari Lal Sultania (holding DIN: 00060931) as Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

- 1.1. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to the passing of resolutions set out in notice dated 10<sup>th</sup> June, 2020 as provided under General Circular No 17/2020 dated 13 April 2020 and General Circular No 20/2020 dated 5 May 2020 (MCA Circulars) issued by the MCA in view of the current extra ordinary circumstances due to COVID-19 pandemic requiring social distancing and have advised the Companies to take all decisions requiring Members approval, other than items of ordinary business or businesses where any person has a right to heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Companies Act 2013 without holding a general meeting that requires physical presence of Members at a common venue. My responsibility, as a scrutinizer for e-voting process is restricted to the extent of ascertaining requisite votes casted i.e. “in Favour” and “Against” the resolutions mentioned in the said notice by the Members after taking the effect of “invalid” and “abstained” votes in respect of the resolutions set forth in the notice of the said AGM of the Company. The deemed venue for the AGM shall be the Registered Office of the Company.
2. I submit my report as under:
- 2.1. As per information provided, the Company had completed the dispatch of notice of AGM dated 10<sup>th</sup> June, 2020 inter-alia containing User ID, password and Annual Report for the financial year 2019-2020 through electronic mode only on 27<sup>th</sup> August, 2020 to those Members whose names appeared in the Register of Members/List of beneficiaries as on 21<sup>st</sup> August, 2020 being the cut-off date for dispatch of notice along with other necessary information and whose email address were registered with the Company and Registrar and Transfer Agents (RTA) in terms of aforesaid MCA Circulars. As per provisions of the Companies Act, 2013, the numbers of votes cast in respect of each resolution have been counted according to the number of shares held by the concerned Shareholders. One share held is equal to one vote.
- 2.2. 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 either with RTA or with the Company to receive the notice of AGM electronically and participate in remote e-voting process. The Company through public notices published on 21<sup>st</sup> August 2020 in “Financial Express, Kolkata” (English Edition) and “Ekdin, Kolkata” (Bengali Edition) informing the Members about update their credentials with Company and RTA for getting Annual Report and other details regarding e voting through electronically as per mca circulars and on 29<sup>th</sup> August 2020 in “Financial Express, Kolkata” (English Edition) and “Ekdin, Kolkata” (Bengali Edition) informing the Members about completion of dispatch of notice electronically, along with other

information as specified in the rules as prescribed in clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rule 2014 as amended .

- 2.3. In compliance with provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company has arranged remote e-voting facility through Central Depository Services Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company on AGM resolutions. The Board of the Company had fixed 10<sup>th</sup> September, 2020 as cut-off date for determining the names of Members, who were eligible to cast their vote through remote e-voting. The Company had also provided electronic voting facility through CDSL platform to the Shareholders during the course of the meeting, who had attended the meeting through above process and did not vote on resolutions by means of remote e-voting prior to the AGM. Members attended this meeting through VC or OAVM had been counted for the purpose of reckoning the requisite quorum under section 103 of the Companies Act 2013.
- 2.4. The e-voting period was commenced on Wednesday, 16<sup>th</sup> September, 2020 from 09:00 A.M. (IST) and concluded on Friday, 18<sup>th</sup> September, 2020 at 5:00 P.M. (IST). The Shareholders who were holding shares of the Company as on the "cut-off" date i.e., 10<sup>th</sup> September, 2020, fixed by the Company, were entitled to vote on the resolutions set out in the notice of AGM of the Company by electronic mode only.
- 2.5. At the meeting of the Board of Directors of the Company held on 10<sup>th</sup> June, 2020, Mr. Pulkit Bhasin, Company Secretary and Compliance Officer, was made responsible for conducting the entire e voting process and was authorized to do all things and to take all incidental and necessary steps for conducting the AGM through VC/OAVM.
- 2.6. The votes cast through remote e-voting facility were unblocked after the conclusion of AGM at 11.49 A.M. approx. in the presence of 2 (two) witnesses, Ms. Sangita Drolia of Tower 1, 378, P A Saha Road, Kolkata 700068 and Mr. Naveen Saraf of 58/35, Prince Anwar Saha Road, Kolkata 700045 who were not in the employment of the Company. The votes cast by the Shareholders were scrutinized by verifying it using the Scrutinizer's login on the CDSL e-voting website.
- 2.7. The report inter alia containing details such as list of equity shareholders, 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 10<sup>th</sup> June, 2020 of the said AGM were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.com> in respect of remote e voting.
- 2.8. The result of voting on the resolutions through electronic means is as per “**Annexure - A**” attached herewith.

## **RESULTS:**

There are 35125 numbers of eligible Members holding total 7,22,96,395 no(s) of Shares, who are entitled to vote electronically as on cut-off date i.e. 10<sup>th</sup> September, 2020. All the resolutions mentioned in the notice of Annual General Meeting as per details given above stand carried under remote e voting with requisite majority. I further report that the Chairman of the meeting or any other person as authorized by him in this regard may declare and confirm the above results of voting at the registered office of the Company, latest by 21<sup>st</sup> September, 2020 in respect of the resolutions referred hereinabove.



I hereby also confirmed that I am maintaining the register electronically in respect of details of vote cast through remote e voting and details of vote cast also through remote e voting during the course of AGM by the attending members and will be handed over to the Company Secretary of the Company for safe keeping.

**(Note: Remote e -voting term mentioned in my above report means the vote cast electronically during the tenure of 3 days e voting period provided before the AGM and vote cast electronically during the course of Annual General Meeting.)**

Thanking You,  
Yours faithfully,

**FOR DROLIA & COMPANY**

(Company Secretaries)

**PRAVIN** Digitally signed  
by PRAVIN  
**KUMAR** KUMAR DROLIA  
**DROLIA** Date: 2020.09.19  
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Proprietor

F.C.S No.2366, CP 1362

UDIN: F002366B000735714

Place: Kolkata

Date: 19<sup>th</sup> September, 2020

## Consolidated Scrutinizer(s) report of remote e -voting on the resolutions passed as contained in Annual General Meeting notice dated 10th June, 2020 of HSIL Limited

Total No. of Shareholder as on record date i.e. 10th September, 2020 = 35,125  
 Total No. of paid up Shares as on 10th September, 2020 = 7,22,96,395

SL No.	Resolution	Mode	No. of folios/ Ballots Received	Total no. of Shares held	Valid votes			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	% of Valid votes	No. of folios/ No. of Ballots received	Votes	% of Invalid 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 the Audited Financial Statements of the Company for the financial year ended 31 March 2020, the reports of Board of Directors and Auditors thereon.	Remote E-Voting	119	49121193	118	48871193	99.49	0	0	0.00	110	48870318	100.00	8	875	0.00	1	250000
		E-voting during AGM	4	896	4	896	100.00	0	0	0.00	4	896	100.00	0	0	0.00	0	0
		<b>TOTAL</b>	<b>123</b>	<b>49122089</b>	<b>122</b>	<b>48872089</b>	<b>99.49</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>114</b>	<b>48871214</b>	<b>100.00</b>	<b>8</b>	<b>875</b>	<b>0.00</b>	<b>1</b>	<b>250000</b>
2	To declare dividend on Equity Shares for the year ended 31st March, 2020.	Remote E-Voting	119	49121193	119	49121193	100.00	0	0	0.00	113	49120331	100.00	6	862	0.00	0	0
		E-voting during AGM	4	896	4	896	100.00	0	0	0.00	4	896	100.00	0	0	0.00	0	0
		<b>TOTAL</b>	<b>123</b>	<b>49122089</b>	<b>123</b>	<b>49122089</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>117</b>	<b>49121227</b>	<b>100.00</b>	<b>6</b>	<b>862</b>	<b>0.00</b>	<b>0</b>	<b>0</b>
3	Appointment of a Director in place of Mr. Girdhari Lal Sultania (holding DIN: 00060931) who retires by rotation, and being eligible, offers himself for re-appointment.	Remote E-Voting	119	49121193	119	49121193	100.00	0	0	0.00	108	49120180	100.00	11	1013	0.00	0	0
		E-voting during AGM	4	896	4	896	100.00	0	0	0.00	4	896	100.00	0	0	0.00	0	0
		<b>TOTAL</b>	<b>123</b>	<b>49122089</b>	<b>123</b>	<b>49122089</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>112</b>	<b>49121076</b>	<b>100.00</b>	<b>11</b>	<b>1013</b>	<b>0.00</b>	<b>0</b>	<b>0</b>
4	Re-Appointment of Dr Rajendra Kumar Somany (holding DIN: 00053557) as Chairman and Managing director, liable to retire by rotation, for a term of three consecutive years w.e.f. 09/01/2021, and remuneration payable thereof.	Remote E-Voting	119	49121193	119	49121193	100.00	0	0	0.00	112	49120329	100.00	7	864	0.00	0	0
		E-voting during AGM	4	896	4	896	100.00	0	0	0.00	4	896	100.00	0	0	0.00	0	0
		<b>TOTAL</b>	<b>123</b>	<b>49122089</b>	<b>123</b>	<b>49122089</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>116</b>	<b>49121225</b>	<b>100.00</b>	<b>7</b>	<b>864</b>	<b>0.00</b>	<b>0</b>	<b>0</b>

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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	Appointment of Mr. Anil Wadhwa (holding DIN: 08074310) as an Independent director, not liable to retire by rotation, for a term of five consecutive years w.e.f. 18/03/2020	Remote E-Voting	119	49121193	119	49121193	100.00	0	0	0.00	109	49120228	100.00	10	965	0.00	0	0
		E-voting during AGM	4	896	4	896	100.00	0	0	0.00	3	895	99.89	1	1	0.11	0	0
		<b>TOTAL</b>	<b>123</b>	<b>49122089</b>	<b>123</b>	<b>49122089</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>112</b>	<b>49121123</b>	<b>100.00</b>	<b>11</b>	<b>966</b>	<b>0.00</b>	<b>0</b>	<b>0</b>
6	Appointment of Ms. Himalyani Gupta (holding DIN: 00607140) as an Independent Director, not liable to retire by rotation, for a term of five consecutive years w.e.f. 18/03/2020	Remote E-Voting	119	49121193	119	49121193	100.00	0	0	0.00	109	49120200	100.00	10	993	0.00	0	0
		E-voting during AGM	4	896	4	896	100.00	0	0	0.00	3	895	99.89	1	1	0.11	0	0
		<b>TOTAL</b>	<b>123</b>	<b>49122089</b>	<b>123</b>	<b>49122089</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>112</b>	<b>49121095</b>	<b>100.00</b>	<b>11</b>	<b>994</b>	<b>0.00</b>	<b>0</b>	<b>0</b>
7	Appointment of Mr. Rakesh Sarin (holding DIN: 02082150) as an Independent Director, not liable to retire by rotation, for a term of five consecutive years w.e.f. 18/03/2020	Remote E-Voting	119	49121193	119	49121193	100.00	0	0	0.00	110	49120248	100.00	9	945	0.00	0	0
		E-voting during AGM	4	896	4	896	100.00	0	0	0.00	3	895	99.89	1	1	0.11	0	0
		<b>TOTAL</b>	<b>123</b>	<b>49122089</b>	<b>123</b>	<b>49122089</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>113</b>	<b>49121143</b>	<b>100.00</b>	<b>10</b>	<b>946</b>	<b>0.00</b>	<b>0</b>	<b>0</b>
8	Approval of related Party Transactions with Brilloca Limited	Remote E-Voting	119	49121193	108	10022669	20.40	0	0	0.00	99	10021725	99.99	9	944	0.01	11	39098524
		E-voting during AGM	4	896	4	896	100.00	0	0	0.00	4	896	100.00	0	0	0.00	0	0
		<b>TOTAL</b>	<b>123</b>	<b>49122089</b>	<b>112</b>	<b>10023565</b>	<b>20.41</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>103</b>	<b>10022621</b>	<b>99.99</b>	<b>9</b>	<b>944</b>	<b>0.01</b>	<b>11</b>	<b>39098524</b>

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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
9	Approval for re-appointment of M/s. G.L. Sultania & Co. Proprietorship Firm of Mr. Girdhari Lal Sultania (holding DIN: 00060931) Non-Executive Director, for availing professional advisory services by the Company, for a term of 3 years w.e.f. 01/04/2020.	Remote E-Voting	119	49121193	119	49121193	100.00	0	0	0.00	106	49119797	100.00	13	1396	0.00	0	0
		E-voting during AGM	4	896	4	896	100.00	0	0	0.00	4	896	100.00	0	0	0.00	0	0
		<b>TOTAL</b>	<b>123</b>	<b>49122089</b>	<b>123</b>	<b>49122089</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>110</b>	<b>49120693</b>	<b>100.00</b>	<b>13</b>	<b>1396</b>	<b>0.00</b>	<b>0</b>	<b>0</b>
10	Approval for continuation of Directorship of Mr. Girdhari Lal Sultania (holding DIN: 00060931) as Non-Executive Non-Independent Director of the Company, liable to retire by rotation.	Remote E-Voting	119	49121193	119	49121193	100.00	0	0	0.00	106	49120177	100.00	13	1016	0.00	0	0
		E-voting during AGM	4	896	4	896	100.00	0	0	0.00	4	896	100.00	0	0	0.00	0	0
		<b>TOTAL</b>	<b>123</b>	<b>49122089</b>	<b>123</b>	<b>49122089</b>	<b>100.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>110</b>	<b>49121073</b>	<b>100.00</b>	<b>13</b>	<b>1016</b>	<b>0.00</b>	<b>0</b>	<b>0</b>

**FOR DROLIA & COMPANY**

(Company Secretaries)

PRAVIN  
KUMAR  
DROLIA  
DROLIA  
Proprietor

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DROLIA  
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F.C.S No.2366, Certificate of Practice No.1362

UDIN: F002366B000735714

Place: Kolkata

Date: 19th September, 2020