

## HSIL LIMITED

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CIN: L51433WB1960PLC024539

# HSIL

Notice is hereby given that an Extra-ordinary General Meeting of HSIL Limited will be held at Somany Conference Hall of MCC Chamber of Commerce and Industry, 15B, Hemanta Basu Sarani, Kolkata - 700 001 on Wednesday, the 17 December, 2014 at 12.00 noon to transact the following business:-

### SPECIAL BUSINESS

#### 1. To consider and approve issue of further securities

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

"**RESOLVED THAT** pursuant to the provisions of Section 23,42, 62 and its related and applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendment(s) thereto or statutory modification(s) or re-enactment(s) thereof for the time being in force and as may be enacted from time to time), the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("**SEBI Regulations**") and the provisions of the Foreign Exchange Management Act, 1999 ("**FEMA**"), and the rules and regulations made thereunder, as amended from time to time, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended, and such other statutes, notifications, clarifications, circulars, rules and regulations as may be applicable and relevant, as amended from time to time and issued by the Government of India ("**GOI**"), the Reserve Bank of India ("**RBI**"), the Foreign Investment Promotion Board ("**FIPB**"), the Securities and Exchange Board of India ("**SEBI**") including regulation for QIP contained in Chapter VIII of SEBI Regulations, the Stock Exchanges ("**Stock Exchanges**") where the equity shares of the Company ("**Equity Shares**") are listed and any other appropriate authorities, institutions or bodies, as may be applicable in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and the listing agreements entered into by the Company with each of the Stock Exchanges where the equity shares of the Company are listed ("**Listing Agreements**"), and subject to such approvals, consents, permissions and sanctions, if any, of the GOI, RBI, FIPB, SEBI, Stock Exchanges and any other appropriate authorities, institutions or bodies, as may be necessary and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction, the consent of the shareholders be and is hereby accorded to permit the Board of Directors (hereinafter referred to as the "**Board**") which shall deemed to include Corporate Affairs Committee ("**the Committee**"), in its absolute discretion, to create, offer, issue and allot from time to time, in one or more tranches, in the course of one or more domestic and/or international offerings in one or more foreign markets or domestic markets to one or more eligible investors, whether or not they are members of the Company or are residents or non-residents of India, including but not limited to Qualified Institutional Buyers ("**QIBs**") as defined under the SEBI Regulations through a Qualified Institutional Placement ("**QIP**") within the meaning of Chapter VIII of the SEBI Regulations or otherwise, foreign / resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), foreign institutional investors, Indian and / or multilateral financial institutions, mutual funds, pension funds, and / or any other categories of investors; Equity Shares, non-convertible debt instruments along with warrants and convertible securities other than warrants, or by way of an issuance of equity shares or Global Depository Receipts ("**GDRs**") or Foreign Currency Convertible Bonds ("**FCCBs**"), whether or not to be listed on any Stock Exchange in India or overseas, to eligible investors including Foreign Institutions, Corporate Bodies, Mutual Funds, Banks, Insurance Companies, Pension Funds or individuals, whether Rupee denominated or denominated in any foreign currency (such securities, "**Specified Securities**"), up to such number of equity shares of face value of Rs. 2/- each for an aggregate amount not exceeding Rs.250 Crores (including premium) at such price or prices, at market price(s) or at a permissible discount or premium to market price(s) in terms of applicable regulations to be determined by the Board at the time of issue, at its absolute discretion without requiring any further approval or consent from the shareholders of the Company and subject to the applicable regulations/guidelines in force,

**RESOLVED FURTHER THAT** in the event of a QIP or issuance of GDRs/FCCBs as abovementioned, the relevant date ("**Relevant Date**") for the purpose of the pricing of the Specified Securities to be allotted, if any, shall mean, in case of allotment of equity shares, the date of the meeting in which the Board or the Committee decides to open the proposed issue and in case of allotment of convertible securities, either the date of the meeting in which the Board or the Committee decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as provided under applicable law, or such other time as may be prescribed by applicable law from time to time.

**RESOLVED FURTHER THAT** in the event of a QIP, in accordance with Regulations 86(1)(a) of the SEBI Regulations, a minimum of 10% of the Specified Securities shall be allotted to Mutual Funds and if the Mutual Funds do not subscribe to the said minimum percentage or part thereof, such minimum portion or part thereof, may be allotted to other QIBs, and that no allotment shall be made directly or indirectly to any QIB who is a promoter or any person related to promoters of the Company.

**RESOLVED FURTHER THAT** in case of a QIP, in terms of the provisions of the SEBI Regulations, the Board may at its absolute discretion issue Equity Shares (including upon conversion of the Securities) at a discount of not more than five percent or such other discount as may be permitted under the applicable Regulations to the floor price as determined in terms of the SEBI Regulations and as may be amended from time to time.

**RESOLVED FURTHER THAT** the issue of Specified Securities shall be subject to the following terms and conditions:

- (i) The Equity Shares that may be issued and allotted directly or on conversion of other convertible or exchangeable securities that may be issued as aforesaid shall rank pari-passu with the then existing Equity Shares in all respects including dividend;
- (ii) The number and/or conversion price in relation to Equity Shares that may be issued and allotted on conversion of other convertible securities that may be issued as aforesaid shall be appropriately adjusted for corporate actions such as Bonus Issue, Rights Issue, Stock Split and Consolidation of Share Capital, Merger, De-merger, Transfer of Undertaking, Sale of Division or any such Capital or Corporate Restructuring;

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For HSIL LIMITED

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Company Secretary

- (iii) The allotment of the Specified Securities, or any combination of Specified Securities as may be decided by the Board shall be completed within twelve months from the date of this resolution or such other time as may be allowed under the SEBI Regulations from time to time at such price being not less than the price determined in accordance with the provisions under Chapter VIII of the SEBI Regulations and as may be amended from time to time and the Securities shall not be eligible to be sold for a period of twelve months from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI Regulations.
- (iv) In case Specified Securities other than Equity Shares are issued pursuant to a QIP as aforesaid, such securities shall be converted into Equity Shares within sixty months from the date of allotment; and
- (v) In the event of a QIP as aforesaid, no subsequent QIP shall be made until the expiry of six months from the date of the prior QIP approved by way of this Special Resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Specified Securities as described above, the Board, where required in consultation with the lead managers and/or other advisors, be and is hereby authorised on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including but not limited to the selection of QIBs to whom the Specified Securities are to be offered, issued and allotted, and matters related thereto, and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotment(s) as it may, in its absolute discretion, deem fit.

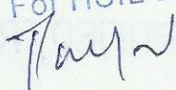
**RESOLVED FURTHER THAT** subject to the applicable laws, for the purpose of giving effect to the issuance of Securities, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds and things thereof in its absolute discretion as it deems necessary or desirable in connection with the issue of the Securities, including, without limitation to the following:

- (a) decide the date for the opening and closing of the issue of Securities, including determining the form and manner of the issue, issue structure, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price (including the premium or discount to the floor price, as the case may be), face value, delivery and execution of all contracts, agreements and all other documents, deeds and instruments as may be required or desirable in connection with the issue of Securities by the Company;
- (b) finalisation of the allotment of the Securities on the basis of the subscriptions received;
- (c) finalisation of and arrangement for the submission of the preliminary and final offering circulars/prospectus(es)/offer document(s), and any amendments and supplements thereto, with any applicable government and regulatory authorities, institutions or bodies, as may be required;
- (d) approval of the preliminary and final offering circulars/placement document/prospectus/Offer document (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalised in consultation with the Lead Manager(s)/Underwriter(s)/Advisor(s), in accordance with all applicable rules, regulations and guidelines;
- (e) appoint, in its absolute discretion, managers (including lead managers), investment bankers, merchant bankers, underwriters, guarantors, financial and/or legal advisors, depositories, custodians, principal paying/transfer/conversion agents, listing agents, registrars, trustees and all other agencies, whether in India or abroad, entering into or execution of all such agreements/arrangements/ MoUs/ documents with any such agencies, in connection with the proposed offering of the Securities;
- (f) approval of the Deposit Agreement(s), the Purchase/Underwriting Agreement(s), the Trust Deed(s), the Indenture(s), the Master/Global GDRs/FCCBs/other Securities, letters of allotment, listing application, engagement letter(s), memoranda of understanding and any other agreements or documents, as may be necessary in connection with the issue/offering (including amending, varying or modifying the same, as may be considered desirable or expedient), in accordance with all applicable laws, rules, regulations and guidelines;
- (g) finalisation of the basis of allotment in the event of over-subscription;
- (h) authorisation to any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorneys, to do such acts, deeds and things as the authorised person in its absolute discretion may deem necessary or desirable in connection with the issue and allotment of the Securities;
- (i) seeking, if required, the consent of the Company's lenders, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consent that may be required in connection with the issue and allotment of the Securities;
- (j) seeking the listing of the Securities on any Indian or international stock exchange, submitting the listing application to such stock exchange and taking all actions that may be necessary in connection with obtaining such listing;
- (k) deciding the pricing and terms of the Securities, and all other related matters, including taking any action on two-way fungibility for conversion of underlying equity shares into FCCBs/GDRs, as per applicable laws, regulations or guidelines;
- (l) open one or more bank accounts in the name of the Company in Indian currency or foreign currency(ies) with such bank or banks in India and/or such foreign countries or demat accounts as may be required in connection with the aforesaid issue;
- (m) all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, proper, expedient, desirable or appropriate for making the said issue as aforesaid and to settle any question, query, doubt or difficulty that may arise in this regard including the power to allot under subscribed portion, if any, in such manner and to such person(s) as the Board of Directors, may deem fit and proper in its absolute discretion to be most beneficial to the Company; and
- (n) To affix the Common Seal of the Company on any agreement(s)/ document(s) as may be required to be executed in connection with the above, in the presence of any Director of the Company, who shall sign the same in token thereof.

**RESOLVED FURTHER THAT** the Company may enter into any arrangement with any agency or body authorized by the Company for the issue of depository receipts representing the underlying equity shares issued by the Company in registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability or free transferability thereof as per international practices and regulations (including listing on one or more stock exchange(s) inside or outside India) and under the forms and practices prevalent in the international markets.

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For HSIL LIMITED  
  
 Company Secretary

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the aforesaid issue of Securities may have all or any of the terms or combinations of the terms in accordance with the prevalent market practice including but not limited to terms and conditions relating to payment of interest, dividend, premium or the redemption at the option of the Company and /or holders of any Securities including terms or issue of additional equity shares or variations of the price or period of conversion of Securities into equity shares or issue of equity shares during the period of the Securities or terms pertaining to voting rights or option(s) for early redemption of Securities.

Provided that the issue of all equity shares referred to above shall rank pari-passu with the existing equity shares of the Company in all respects.

**RESOLVED FURTHER THAT** the Company and /or any agencies or the Board of the Company may issue depository receipts representing the underlying Equity Shares in the capital of the Company or such other Securities in bearer, negotiable or registered form with such features or attributes as may be required and to provide for the tradability thereof as per market practices and regulation (including listing on one or more stock exchange(s) in or outside India).

**RESOLVED FURTHER THAT** for the purpose of giving effect to any creation, issue, offer or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorized on behalf of the Company, to do all such acts, deeds, matters, and things as it may, in its absolute discretion, deem necessary or desirable for such purposes, including without limitation, the entering into arrangement for managing, underwriting, marketing, listing, trading, acting as depository, custodian, registrar, paying and conversion agent, trustee and to issue any offer document and sign all applications, filings, deeds, documents and writings, and to pay any fees, commissions, remunerations, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotments and utilization of the issue proceeds as it may, in its absolute discretion deem fit without being required to seek any further consent or approval of the member or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, and accordingly any such action, decision or direction of the Board shall be binding on all the members of the Company."

## **2. To appoint Dr. Rainer Siegfried Simon as an Independent Director**

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

"**RESOLVED THAT** pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Dr. Rainer Siegfried Simon (holding DIN 03543040) Director of the Company, whose period of office is liable to determination by retirement of directors by rotation, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Dr. Rainer Siegfried Simon as a candidate for the office of a director of the Company, be and is hereby appointed as an Independent Director of the Company for a term upto five consecutive years commencing from 17 December, 2014, not liable to retire by rotation."

By order of the Board  
For HSIL Limited

(Payal M. Puri)  
Company Secretary

Place : Gurgaon  
Date : 29 October, 2014

### **NOTES:**

1. The statement pursuant to Section 102(1) of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, in respect of the special business under item nos. 1 and 2 set out above is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS / HER BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A proxy should be sent in the form enclosed and in order to be effective must reach the registered office of the Company at least FORTY EIGHT HOURS before the scheduled time of the meeting. Proxies submitted on behalf of companies, societies etc. must be supported by appropriate resolution / authority as applicable.
3. A person can act as proxy on behalf of members not exceeding Fifty in number and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
4. Members are requested to bring their copy/ printout of notice along with the attendance slip to the meeting and hand over the attendance slip at the entrance duly signed by them.
5. Members who hold shares in dematerialised form are requested to bring their Depository ID Number and Client ID Number for easy identification of attendance at the meeting.
6. In accordance with section 20 of the Companies Act, 2013, service of documents on members by a Company is allowed through electronic mode. Accordingly, as a part of Green Initiative, soft copy of this Extra-ordinary General Meeting notice has been sent to all the members whose email address(es) are registered with the Company/Depository Participant(s). Such notice is also available on the Company's Website [www.hindwarehomes.com](http://www.hindwarehomes.com)

In order to enable the Company to continue to send the documents in the electronic form, the members holding shares in physical form are requested to register their e-mail ID with us and those holding shares in electronic mode are requested to register / update their e-mail ID with their Depository Participant (DP), with whom they are maintaining their demat account.

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For HSIL LIMITED  
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Company Secretary

**7. Voting through electronic means:**

- i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, a member may exercise his right to vote by electronic means (e-voting) in respect of the resolutions contained in this notice.
- ii) The Company is providing e-voting facility to its members to enable them to cast their votes electronically. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the Authorised Agency to provide e-voting facilities.
- iii) The Board of Directors have appointed Mr. Pravin Kumar Drolia, Company Secretary in Practice as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.
- iv) Members are requested to carefully read the instructions for e-voting before casting their vote.
- v) The 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:

|                                 |                                                                 |
|---------------------------------|-----------------------------------------------------------------|
| <b>Commencement of e-voting</b> | <b>From 09.00 a.m. (IST) on Thursday, the 11 December, 2014</b> |
| <b>End of e-voting</b>          | <b>Upto 06.00 p.m. (IST) on Friday, the 12 December, 2014</b>   |

- vi) The cut-off date (i.e. the record date) for the purpose of e-voting is 7 November, 2014.
- The procedure and instructions for e-voting are as under:
  - (a) Shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
  - (b) Click on "Shareholders" tab.
  - (c) Now, select the "HSIL Limited" from the drop down menu and click on "SUBMIT".
  - (d) Now Enter your User ID.
    - (i) For CDSL: 16 digits beneficiary ID,
    - (ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - (iii) For Physical Form : Member should enter Folio Number registered with the Company.
  - (e) Next enter the Image Verification as displayed and Click on Login.
  - (f) 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 voting of any Company, then your existing password is to be used.
  - (g) If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PAN                                                        | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul> |
| DOB                                                        | Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Dividend Bank Details                                      | Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the Depository Participant or Company please enter the member id/ folio number in the Dividend Bank details field.</li> </ul>                                                                                                                                                                                                                                                                             |

- (h) After entering these details appropriately, click on "SUBMIT" tab.
- (i) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (k) Click on the EVSN for the relevant "HSIL Limited" on which you choose to vote.
- (l) 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.
- (m) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (n) 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.
- (o) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (p) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (q) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(r) Note for Institutional Shareholders

- Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- 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)
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts 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 vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(s) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

(t) The voting rights of shareholders shall be in proportion to their share in the paid up equity share capital of the Company.

**GENERAL**

- a) Members who have casted their vote electronically shall not be allowed to vote again at the Meeting.
- b) The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date (i.e. the record date), being Friday, 7 November, 2014.
- c) The Scrutinizer shall after the conclusion of e-voting period and before the closing of working hours on 16 December, 2014 unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman and Managing Director of the Company.
- d) The Scrutinizer's decision on the validity of the vote shall be final and binding.
- e) The Results on resolutions shall be declared on or after the EOGM of the Company and the resolutions will be deemed to be passed on the EOGM date subject to receipt of the requisite number of votes in favour of the resolutions.
- f) The result declared along with the Scrutinizer's report shall be placed on the website of the Company ([www.hindwarehomes.com](http://www.hindwarehomes.com)) and on the website of CDSL within 2 (two) days of passing of the resolutions at the EOGM and communicated to the Stock Exchanges where the Company shares are listed.

**STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 1**

The Company intends to strengthen its financial position by prepayment of its long term/short term debts and subject to applicable laws, also intends to use the proceeds from the issue of Securities to meet its long term working capital and capital expenditure requirements, in connection with the Company's business ventures/projects, general corporate purposes and for such other purposes as may be permitted by applicable laws and thus, the Board of Directors of the Company at its meeting held on 29 October, 2014, proposed to raise funds not exceeding Rs. 250 Crores (including premium) by issue of equity shares and/or any other financial instruments convertible into equity, or through Qualified Institutions Placement under SEBI (ICDR) Regulations, 2009 and/or through issuance of securities in the Domestic/International markets by way of FCCBs/GDRs etc as set out in the resolution under item no. 1 of the accompanying notice.

As per the provisions of Regulation 85 of Chapter VIII of the SEBI (ICDR) Regulations, 2009, issue of specified securities shall be made at a price not less than the average of the weekly high and low of the closing prices of the related shares quoted on a stock exchange during the two weeks preceding the relevant date. The Board or the Committee may offer a discount of not more than 5% (Five percent) on the Floor price calculated for the QIP or such other discount as may be permitted under the SEBI Regulations. The "Relevant Date" for the purpose of Regulation 85 means the date of meeting in which the Board or any Committee of Directors duly authorised by the Board of the Company decides to open the proposed issue.

Pursuant to the provisions of Chapter VIII of the SEBI Regulations, the aggregate of the proposed Qualified Institutions Placements, if any, made by the Company in the same financial year shall not exceed 5 times, the net worth of the Company as per the audited balance sheet of the previous financial year.

The detailed terms and conditions for the abovementioned issue will be determined by the Board or a committee thereof, in consultation with the advisers, lead managers and such other authority(ies) as may be required to be consulted by the Company considering the prevailing market conditions/practices from time to time and in accordance with the applicable provisions of law, rules and regulations and other relevant factors.

The Board recommends for consent of the shareholders by passing an enabling Special Resolution pursuant to the provisions of Section 23, 42, 62 and other applicable provisions of the Companies Act, 2013 including any rules made thereunder, and in terms of the provisions of the listing agreements executed by the Company with the Stock Exchanges where the equity shares of the Company are listed. The Special Resolution as set out, in item no 1, if passed, will have the effect of permitting the Board or a committee thereof, to issue and allot Securities to any investor, who may or may not be existing members of the Company.

The Board believes that the proposed offering, if made, will be in the interest of the Company and therefore recommends Special Resolution contained in the accompanying notice under item No. 1 of the Notice, for members' approval.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution except to the extent of their shareholding in the Company, if any.

**ITEM NO. 2**

Dr. Rainer Siegfried Simon is a Non-Executive (Independent) Director of the Company. He joined the Board of Directors in May 2011. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Dr. Simon, is proposed to be appointed as an Independent Director for a term of five years.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 1,00,000/- proposing the candidature of Dr. Simon for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Dr. Simon (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Dr. Simon as an Independent Director of the Company for a term upto five consecutive years commencing from 17 December, 2014, pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. His office is not liable to retire by rotation.

In the opinion of the Board of Directors, Dr. Simon, proposed to be appointed as Independent Director, fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of Dr. Simon as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the general meeting. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Dr. Simon as an Independent Director.

No Director, Key Managerial Personnel or their relatives, except Dr. Simon, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the ordinary resolution set forth in Item no. 2 of the notice for members' approval.

By order of the Board  
For HSIL Limited

(Payal M. Puri)  
Company Secretary

Place : Gurgaon  
Date : 29 October, 2014

**Information pursuant to clause 49 of the Listing Agreement regarding Directors seeking appointment / re-appointment****Dr. Rainer Siegfried Simon**

|                                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                              |
|-----------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Age                                                             | 64                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Qualification                                                   | Doctorate and Degree in Business Administration from University of St. Gallen, Switzerland                                                                                                                                                                                                                                                                                                                                   |
| Brief Resume and Area of Expertise                              | He has more than 20 years of experience with significant expertise in restructuring activities. He is Owner of BirchCourt GmbH since 2005. He was President and CEO Sanitec AG between 2002 and 2005. He also held senior management positions at Friedrich Grohe AG, Continental AG and Keiper-Recaro GmbH etc. Dr. Simon holds vast experience and expertise in the bathroom industry, both in Europe and internationally. |
| Other Directorship                                              | - Uponor OY Helsinki, Finland<br>- SARA Holding, Beirut<br>- Lecico Egypt, S.A.E.<br>- Haikui AG Hamburg/ Dongshan, China                                                                                                                                                                                                                                                                                                    |
| Chairman/ Member of the Committees of Boards of other companies | Chairman of the Supervisory Board of Joyou AG Hamburg/ Nan'an China                                                                                                                                                                                                                                                                                                                                                          |
| No. of share held                                               | Nil                                                                                                                                                                                                                                                                                                                                                                                                                          |

CERTIFIED TRUE COPY

For HSIL LIMITED

Payal  
Company Secretary

**HSIL LIMITED**

Registered Office: 2, Red Cross Place, Kolkata - 700 001  
 Phone: 91-33-2248 7406/07, Fax: 91-33-2248 7045  
 E-mail: [hsilinvestors@hindware.co.in](mailto:hsilinvestors@hindware.co.in)  
 CIN: L51433WB1960PLC024539

**HSIL**

Form No. MGT-11

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

|                       |  |
|-----------------------|--|
| Name of the member(s) |  |
| Registered Address    |  |
| E-Mail ID             |  |
| Folio No/ Client Id   |  |
| DP ID                 |  |

I/We, being the member (s) of ..... shares of the above named Company, hereby appoint:

1. Name: ..... Address: .....  
 E-mail Id: ..... Signature: ..... or failing him
2. Name: ..... Address: .....  
 E-mail Id: ..... Signature: ..... or failing him
3. Name: ..... Address: .....  
 E-mail Id: ..... Signature: ..... as my/our

Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting of the Company, to be held on Wednesday, the 17 December, 2014 at Somany Conference Hall of MCC Chamber of Commerce and Industry, 15B, Hemanta Basu Sarani, Kolkata - 700 001 at 12.00 noon and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No.          | Resolution                                                       | Number of shares held | For | Against |
|-------------------------|------------------------------------------------------------------|-----------------------|-----|---------|
| <b>Special Business</b> |                                                                  |                       |     |         |
| 1                       | To consider and approve Issue of Further Securities              |                       |     |         |
| 2                       | To appoint Dr. Rainer Siegfried Simon as an Independent Director |                       |     |         |

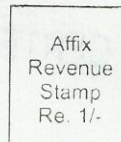
Signed this ..... day of ..... 2014

Signature of shareholder .....

Signature of Proxy holder(s): .....

**Note:**

1. The Proxy to be effective should be deposited at the Registered office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
4. The form of Proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
6. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns "For" or "Against" as appropriate.

**CERTIFIED TRUE COPY**

For HSIL LIMITED  
 [Signature]  
 Company Secretary

# HSIL LIMITED

HSIL

Registered Office: 2, Red Cross Place, Kolkata - 700 001  
Phone: 91-33-2248 7406/07, Fax: 91-33-2248 7045  
E-mail: [hsilinvestors@hindware.co.in](mailto:hsilinvestors@hindware.co.in)  
CIN: L51433WB1960PLC024539

## ATTENDANCE SLIP

The Folio No. and Name(s) of the Member(s) is / are to be furnished below in block letters

Folio No. .... No. of Shares held .....

Client ID ..... DP ID .....

Full Name(s) of Member / Joint Members

1..... 2.....

3..... 4.....

Full Name of the Proxy if attending the meeting .....

I hereby record my presence at the Extra-ordinary General Meeting of the Company held on Wednesday, the 17 December, 2014 at Somany Conference Hall of MCC Chamber of Commerce and Industry, 15B, Hemanta Basu Sarani, Kolkata - 700 001 at 12.00 noon

.....  
Signature of the Member / Joint Members / Proxy attending the Meeting

Please complete this attendance slip and hand it over at the entrance of the Meeting hall.

CERTIFIED TRUE COPY

For HSIL LIMITED  
*[Signature]*  
Company Secretary