

7<sup>th</sup> September, 2018

The Corporate Relationship Department  
BSE Limited  
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, 5<sup>th</sup> Floor  
Plot No. C/1, Bandra Kurla Complex, Bandra (East)  
Mumbai - 400 051

Dear Sirs,

**Sub: Proceedings of the 58<sup>th</sup> Annual General Meeting of the Company held on 6<sup>th</sup> September, 2018, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [Listing Regulations]**

Pursuant to Regulation 30(6) of the Listing Regulations read with Para A of Part A of Schedule III to the said Listing Regulations, we are submitting herewith proceedings of the 58<sup>th</sup> Annual General Meeting of the Company, marked as '**Annexure A**', duly convened on Thursday, the 6<sup>th</sup> September, 2018, at Sripati Singhania Hall, Rotary Sadan, 94/2, Chowringhee Road, Kolkata- 700 020 at 11.00 A.M.

It is hereby informed that the voting results in the format prescribed under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is being filed with NSE & BSE separately.

Please take the above on your record.

Kindly acknowledge receipt.

For **HSIL Limited**

  
(Payal M Puri)

Company Secretary

Address : 301-302, 3<sup>rd</sup> Floor, Park Centra, Sector-30, NH-8, Gurugram-122001  
Membership No. 16068

Encl: a.a

**HSIL Limited**

(An ISO 9001:2015 / OHSAS 18001 Certified Company)

**Corporate Office:** 301-302, 3<sup>rd</sup> Floor Park Centra, Sector-30, NH-8, Gurugram, Haryana - 122 001. T+91-124-4779200, F +91-124-4292898/99

**Registered Office:** 2, Red Cross Place, Kolkata, West Bengal - 700 001. T +91-33-22487406/07, F +91-33-22487045

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India's most awarded & certified bathroom products company

## Annexure A

**Proceedings of the 58<sup>th</sup> Annual General Meeting of HSIL Limited held on Thursday, the 6<sup>th</sup> September, 2018 at Sripati Singhania Hall, Rotary Sadan, 94/2, Chowringhee Road, Kolkata – 700 020 at 11.00 A.M.**

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Dr. R K Somany, Chairman and Managing Director of the Company took the Chair in accordance with Article 68 of the Articles of Association of the Company and the requisite quorum being present, the meeting was called to order. Necessary registers and reports were placed before the meeting and made accessible to the Members present at the meeting.

With the permission of the Shareholders present at the meeting, the Chairman had taken the Notice dated 30 May, 2018 as read. He further informed the Members that there were no qualification remarks reported by the Statutory Auditors and Secretarial Auditors of the Company in their respective Reports.

Mr. Sandeep Sikka, Chief Financial Officer of the Company at the request of the Chairman briefed the Members on the workings of the Company. He also provided an overview of the financial performance of the Company for the financial year ended 31 March, 2018 and future prospects of the Company. Thereafter, Members present in person were invited to make observations and comments, if any on performance of the Company. Observations and comments made by the Members and the queries put forth and clarifications sought for by them were answered by Mr. Sikka, suitably.

Thereafter, Members were explained the procedure of voting on the resolutions as mentioned in the Notice dated 30 May, 2018. They were informed that the remote e-voting facilities had been arranged by the Company through a platform provided by Central Depository Services (India) Limited (CDSL), pursuant to Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which commenced from **Monday, the 3 September, 2018** from **9.00 a.m.** (IST) and ended on **Wednesday, the 5 September, 2018** at **5.00 p.m.** (IST). He further informed the Members present, that the facility to vote by means of Physical Ballot Papers at the Annual General Meeting (AGM) of the Company was also made available for those members who had not casted their vote by means of remote e-voting facility made available for them.

It was also informed the Members that Mr. Pravin Kumar Drolia, Practicing Company Secretary (FCS: 2366, CP: 1362) was appointed as the Scrutinizer for scrutinizing the remote e-voting process and physical ballot process at the meeting in fair and transparent manner.

**For HSIL LIMITED**  
  
**Company Secretary**

Thereafter, the following items of business as per the Notice of the AGM dated 30 May, 2018, were transacted at the meeting:

1. Adoption of the audited financial statements of the Company for the financial year ended 31 March 2018, the Reports of the Board of Directors and Auditors thereon and the audited consolidated financial statements of the Company for the financial year ended 31 March 2018 and Auditors Report thereon.
2. Declaration of Dividend of Rs.4/- on each Equity Share of Rs.2/- for the year ended 31 March, 2018.
3. Re-appointment of Ms. Sumita Somany (DIN: 00133612) who retires by rotation and, being eligible, offered herself for re-appointment.
4. Payment of remuneration by way of Commission to Non-Executive Directors @1% of the net profit for a period of 5 consecutive years i.e., from 1 April, 2018 to 31 March, 2023.
5. Increase in borrowing powers of the Board of Directors from Rs.2000 Crore to Rs.3000 Crore.
6. Approval for continuation of Directorship of Mr. Vijay Kumar Bhandari as an Independent Director of the Company.

The Members were also informed that the results on the resolutions deemed to be passed on the date of the AGM, shall be declared by Mr. G. L. Sultania authorized by the Chairman, after receipt of the Scrutinizer's Report from the Scrutinizer, on 7<sup>th</sup> September, 2018 and the same along with the Scrutinizer's Report shall be placed on the website of the Company and CDSL, will be displayed on the Notice Boards at Registered Office and Corporate office of the Company and shall also simultaneously be forwarded to BSE Limited (BSE) and National Stock Exchange of India Ltd. (NSE), where the shares of the Company are presently listed.

The Meeting concluded with a vote of thanks to the Chair at 12.30 P.M.

**For HSIL LIMITED**

  
Company Secretary