

# hindware

National Stock Exchange of India Limited  
Exchange Plaza  
Plot No. C/1, G Block  
Bandra-Kurla Complex, Bandra (E)  
Mumbai – 400 051

**NSE Symbol: [HSIL]**

Kind Attention: Department of Corporate Services / Listing Compliance Department

**Sub: Application under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Composite Scheme of Arrangement between Hindware Home Retail Private Limited ("Transferor") and HSIL Limited ("Transferee") and their respective Shareholders and Creditors**

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

Sr. No.	Requirements as per SEBI circular CIR/CFD/CMD/16/2015 dated November 30, 2015	Compliance Status (Yes / No)
1.	Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.	Yes, National Stock Exchange of India Limited has been appointed as designated
<b>Compliance as per Para I (A) (3) of Annexure I to the Circular</b>		
2.	Documents to be submitted:	
2.a	Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc.	Yes (Refer annexure I)
2.b	Valuation Report as per Para 1(A)(4) of Annexure-I of SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015	Yes (Refer annexure II)
2.c	Report from the Audit Committee recommending the Draft Scheme	Yes (Refer annexure III)
2.d	Fairness opinion by merchant banker	Yes (Refer annexure IV)
2.e	Pre and post amalgamation shareholding pattern of unlisted company	Yes (Refer annexure V)
2.f	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Yes (Refer annexure VI)
2.g	Auditor's Certificate as per Para 1(A)(5) of Annexure-I of SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015	Yes (Refer annexure VII)

For HSIL LIMITED

*[Signature]*  
COMPANY SECRETARY

**HSIL Limited**

(AN ISO 9001:2008 CERTIFIED COMPANY)

**Corporate Office:** 301-302, III<sup>rd</sup> Floor Park Centre, Sector-30, N.P.S, Gurgaon, Haryana - 124001. 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

marketing@hindware.co.in | www.hindwarehomes.com | CIN No. L51433WB1960PLC024539



India's most awarded & certified bathroom products company

2.h	Compliance with requirements of Regulation 17 to 27 of Listing Regulations	Yes (Refer annexure VIII)
2.i	Complaints Report as per Annexure III of SEBI Circular CIR/CFD/CMD/16/2015 dated November 30, 2015	To be submitted later on
	<b>Compliance as per Para I (A) (1) of Annexure I to the Circular</b>	
3	The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956 or under Section 230-234 of the Companies Act, 2013	NA
4.	At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity.	NA
5.	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.	NA (The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.)
6.	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	NA (There are no outstanding warrants/ instruments/ agreements as on date, which allows the compulsory conversion into equity shares.)
7.	The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period.	NA

For HSIL Limited

  
Payal M Puri  
(Company Secretary)

Place: Gurgaon  
Date: 17<sup>th</sup> August, 2016