



## HSIL LIMITED

Registered Office : 2, Red Cross Place, Kolkata - 700 001

Phone : 91-33-2248 7407 / 5668

E-mail : hsilinvestors@hindware.co.in

Website : www.hindwarehomes.com

CIN : L51433WB1960PLC024539

### POSTAL BALLOT FORM Secured Creditors

1. Name(s) & Address of Secured Creditors of HSIL Limited
2. Principal Amount due as on July 31, 2018 :

I/We hereby exercise my/our vote in respect of the following Resolutions to be passed through Postal Ballot, for the business stated in the Notice dated August 17, 2018 of the meetings of the Secured Creditors of HSIL Limited by conveying my/our assent or dissent to the said Resolution by placing tick ("") mark in the appropriate box below:

Description of Resolution	I / We assent to the Resolutions (FOR)	I/We Dissent to the Resolutions (AGAINST)
Approval for the proposed composite scheme of arrangement between HSIL Limited, the <b>Transferor Company</b> , Somany Home Innovation Limited, <b>Transferee 1</b> and Brilloca Limited, <b>Transferee 2</b> and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 and other matters incidental thereto.		

Place :

Date :

\_\_\_\_\_  
Signature of the Secured Creditors

#### Note :

1. Last date for receipt of Postal Ballot Forms by Scrutinizer is Friday, September 28, 2018 at 5:00 P.M (IST).
2. Please read the instructions printed overleaf carefully before exercising your vote.

## INSTRUCTIONS

1. The Kolkata Bench of the Hon'ble National Company Law Tribunal ('NCLT'), vide Order dated August 2, 2018 and as amended on August 16, 2018 has directed that a Meeting of the Secured Creditors of the Applicants Company be convened and held at Somany Conference Hall of, Merchants' Chamber of Commerce & Industry, 15-B, Hemanta Basu Sarani, Kolkata - 700 001, on Saturday, September 29, 2018 at 1-00 P.M. for the purpose of considering and if thought fit, approving, with or without modification(s), the Composite Scheme of Arrangement of **HSIL Limited, the Transferor Company, Somany Home Innovation Limited, Transferee 1 and Brilloca Limited, Transferee 2** and their respective shareholders and creditors under Section 230 to 232 and other applicable provisions of the Companies Act, 2013.
2. Pursuant to Sections 230 to 232 and Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, assent or dissent of the Secured Creditors in respect of the resolution detailed in the Notice dated August 17, 2018 is being additionally sought through Postal Ballot process.
3. The voting period for Postal Ballot shall commence on and from Thursday, August 30, 2018 at 9-00 a.m. and ends on Friday, September 28, 2018 at 5-00 p.m. IST.
4. A Secured Creditor desiring to exercise vote by Postal Ballot Form is requested to carefully read these instructions and return the duly completed form in the attached self-addressed postage pre-paid business reply envelope, so as to reach the Scrutinizer Ms. Arti Vyas, Practicing Company Secretary, on or before 5-00 p.m. on Friday, September 28, 2018. Secured creditors from whom no Postal Ballot Form is received or received after the aforesaid stipulated date shall not be counted for voting on the resolution.
5. Please convey your assent in column "FOR" or dissent in the column "AGAINST" by placing a tick (?) mark in the appropriate column in the Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.
6. The voting right will be in proportion to the principal amount due in the name of the respective Secured Creditor as on Tuesday, July 31, 2018, being the cut-off date.
7. Voting by Postal Ballot can be exercised only by the Secured Creditor or his/her duly constituted attorney or, in case of bodies corporate, the duly authorized person. Voting rights in a Postal Ballot cannot be exercised by a Proxy. Secured Creditors can opt only one mode for voting i.e., Postal Ballot Form or Poll exercised at the Meeting.
8. Secured Creditors who have cast their votes by Postal Ballot can also attend the Meeting.
9. The self-attested envelope bears the name and address of the Scrutinizer appointed by the Chairperson as per the directions of NCLT.
10. In case the Secured Creditor is an entity, the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/Authority and preferably with attested specimen signature(s) of the duly authorized signatory(ies) giving requisite authority to the person voting on the Postal Ballot Form.
11. Secured Creditors are requested not to send any paper (other than the resolution/authority/POA) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid business reply envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
12. An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, overwritten, wrongly signed Postal Ballot Form will be rejected.
13. The proposed Scheme of Arrangement, if assented by majority of Secured Creditors representing three-fourth in value of those Secured Creditors who have voted either by Postal Ballot or voting by Poll at the Meeting, shall be considered as passed on the date of the Meeting i.e., Saturday, September 29, 2018. The result of the voting on the resolution will be declared on or before Monday, October 01, 2018.
14. The Scrutiniser's decision on the validity of the Postal Ballot Form shall be final.
15. Any query in relation to the resolution may be sent to [hsilinvestors@hindware.co.in](mailto:hsilinvestors@hindware.co.in)