

Compliance Report

10th November, 2017

**The General Manager,
BSE Limited**
Department of Corporate Services,
Rotunda Building,
P.J. Towers, Dalal Street,
Mumbai 400 001
India

National Stock Exchange of India
"Exchange Plaza"
Bandra-Kurla Complex,
Bandra (East)
Mumbai 400 051
India

Dear Sir,

Sub: Compliance Report to be submitted along with the Draft Scheme, as required under Paragraph I(A)(2)(h) of Annexure I of SEBI Circular No. CFD/DIL3/CIR/2017/21, dated March 10, 2017.

It is hereby certified that the Draft Composite Scheme of Arrangement, amongst HSIL Limited, Somany Home Innovation Limited, Brilloca Limited and their respective shareholders and creditors, in terms of the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Section 66 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 ("**Draft Scheme**"), does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**") and Circular No. CFD/DIL3/CIR/2017/21, dated March 10, 2017, on schemes of arrangement involving listed companies, issued by the Securities and Exchange Board of India ("**SEBI Circular**"), including the following:

Sl. No.	Reference	Particulars	Whether complied or not and how
1.	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Complied
2.	Regulation 11 of LODR Regulations	Compliance with securities laws	Complied
3.	The following requirements of the SEBI Circular:		
	(a) Para (I)(A)(2)	Submission of documents to Stock Exchanges	Submitted
	(b) Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Shall be complied with
	(c) Para (I)(A)(4)(a)	Submission of Valuation Report	Submitted Refer to Annexure III
	(d) Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Submitted Refer to Annexure VIII
	(e) Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	Shall be complied with

HSIL Limited

(An ISO 9001 14001 OHSAS 18001 Certified Company)

Corporate Office: 301-302, IIIrd Floor Park Centra, Sector-30, NH-8, Gurgaon, 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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CERTIFIED TRUE COPY

For HSIL LIMITED

Company Secretary



Payal M Puri



Payal M Puri

Company Secretary

Dr. Rajendra Kumar Somany



Dr. Rajendra Kumar Somany

Chairman and Managing Director

Certified that the transactions / accounting treatment provided in the Draft Composite Scheme of Arrangement, amongst HSIL Limited, Somany Home Innovation Limited, Brilloca Limited and their respective shareholders and creditors, are in compliance with all the Accounting Standards applicable to a listed entity.

Sandeep Sikka



Sandeep Sikka

Chief Financial Officer

Dr. Rajendra Kumar Somany



Dr. Rajendra Kumar Somany

Chairman and Managing Director