

hindware

10th November, 2017

To,
General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai 400 001

Dear Sirs,

Re: Listing status of the resulting companies in connection with the application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in relation to the proposed Composite Scheme of Arrangement, under 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, amongst HSIL Limited, Somany Home Innovation Limited, Brilloca Limited and their respective Shareholders and Creditors.

1. The proposed Composite Scheme of Arrangement, amongst HSIL Limited, Somany Home Innovation Limited, Brilloca Limited and their respective Shareholders and Creditors under 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 and other applicable laws ("**Scheme**"), *inter alia* involves the following demergers:
 - (a) demerger of the Consumer Products Distribution and Marketing Undertaking or CPDM Undertaking and the Retail Undertaking of the Company to Resulting Company 1, being a wholly owned subsidiary of the Company; and
 - (b) demerger of the Building Products Manufacturing Undertaking or the BPDM Undertaking of the Company to Resulting Company 2, being a wholly owned subsidiary of Resulting Company 1,
1. In consideration for the demergers, the Resulting Company 1 shall issue and allot 1 equity share of Rs. 2 each of Resulting Company 1 for every 1 equity share of Rs. 2 each of the Demerged Company to the shareholders of the Company as on the Record Date. After the said allotment of shares of Resulting Company 1, the shareholders of the Company shall become the shareholders of Resulting Company 1 and Resulting Company 1 will be listed on BSE Limited and the National Stock Exchange of India Limited.
2. In relation to the Scheme, we hereby confirm that, on the Scheme becoming effective:
 - (a) The equity shares of Resulting Company 1 will be listed on BSE Limited and the National Stock Exchange of India Limited; and
 - (b) Resulting Company 2 will remain a wholly owned subsidiary of Resulting Company 1 and its equity shares shall remain unlisted.

For and on behalf of HSIL Limited



Name: Payal M Puri
Designation: Company Secretary

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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India's most awarded & certified bathroom products company

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10th November, 2017

To,
General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai 400 001

Dear Sirs,

Re: Details of Assets and Liabilities of the Demerged division that are being transferred in relation to the proposed Composite Scheme of Arrangement, under 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, amongst HSIL Limited, Somany Home Innovation Limited, Brilloca Limited and their respective Shareholders and Creditors.

1. The proposed Composite Scheme of Arrangement, amongst HSIL Limited, Somany Home Innovation Limited, Brilloca Limited and their respective Shareholders and Creditors under 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 and other applicable laws ("Scheme"), *inter alia* involves the following demergers:
 - (a) demerger of the Consumer Products Distribution and Marketing Undertaking or CPDM Undertaking and the Retail Undertaking of the Company to Resulting Company 1, being a wholly owned subsidiary of the Company w.e.f. Appointed Date (As defined in the proposed scheme); and
 - (b) demerger of the Building Products Manufacturing Undertaking or the BPDM Undertaking of the Company to Resulting Company 2, being a wholly owned subsidiary of Resulting Company 1 w.e.f. (As defined in the proposed scheme),
2. The appointed date is as defined in Scheme to mean "April 1, 2018 or such other date as the Hon'ble Tribunal may direct". Since the appointed date is prospective date, the determination of assets and liabilities for the demerged division as on appointed date will be done the management based on financials as of April 1, 2018.

For and on behalf of HSIL Limited


G.L. Sultana
Director

HSIL Limited

(An ISO 9001 14001 OHSAS 18001 Certified Company)
CIN : L51433WB1960PLC024539

Registered Office:

2, Red Cross Place,
Kolkata, West Bengal - 700 001 India.
T +91-33-2248 7406 / 07, Fax : +91-33-2248 7045

Corporate Office:

3(HSIL Limited) Park Centra, Sector-30, NH-8, Gurgaon - 122 001 India,
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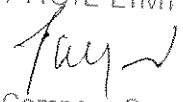
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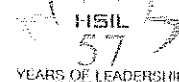
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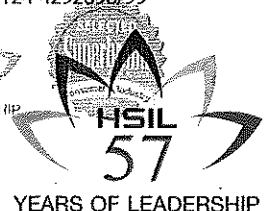


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For HSIL LIMITED


Company Secretary


HSIL
57
YEARS OF LEADERSHIP


HSIL
57
YEARS OF LEADERSHIP



hindware

10th November, 2017

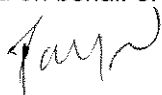
To,
General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001

Dear Sirs,

Re: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in relation o the proposed Composite Scheme of Arrangement, under 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, amongst HSIL Limited, Somany Home Innovation Limited, Brilloca Limited and their respective Shareholders and Creditors.

1. The proposed Composite Scheme of Arrangement, amongst HSIL Limited, Somany Home Innovation Limited, Brilloca Limited and their respective Shareholders and Creditors under 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 and other applicable laws ("Scheme"), *inter alia* involves the following demergers:
 - (a) demerger of the Consumer Products Distribution and Marketing Undertaking or CPDM Undertaking and the Retail Undertaking of the Company to Resulting Company 1, being a wholly owned subsidiary of the Company; and
 - (b) demerger of the Building Products Manufacturing Undertaking or the BPDM Undertaking of the Company to Resulting Company 2, being a wholly owned subsidiary of Resulting Company 1,
2. In consideration for the demergers, the Resulting Company 1 shall issue and allot 1 equity share of Rs. 2 each of Resulting Company 1 for every 1 equity share of Rs. 2 each of the Demerged Company to the shareholders of the Company as on the Record Date. After the said allotment of shares of Resulting Company 1, the shareholders of the Company shall become the shareholders of Resulting Company 1 and Resulting Company 1 will be listed on BSE Limited and the National Stock Exchange of India Limited.
3. In relation to the proposed Scheme, we hereby confirm that:
 - (a) There will be no change in share capital of Resulting Company 1 till the listing of the equity shares of Resulting Company 1 on BSE Limited; and
 - (b) The shares allotted by Resulting Company 1 pursuant to the Scheme shall remain frozen in the depositories system till listing/trading permission is given by the designated stock exchange.

For and on behalf of HSIL Limited



Name: Payal M Puri
Designation: Company Secretary

HSIL Limited

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India's most awarded & certified bathroom products company

SOMANY HOME INNOVATION LIMITED

Registered Office: 2, RED CROSS PLACE, KOLKATA - 700001

CIN: U74999WB2017PLC222970

T- +91-33-2248 7407/5668

Email: ngoenka@hindware.co.in

10th November, 2017

To,
 General Manager,
 Department of Corporate Services,
 BSE Limited,
 P.J. Towers, Dalal Street,
 Mumbai - 400 001

Dear Sirs,

Re: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in relation to the proposed Composite Scheme of Arrangement, under 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, amongst HSIL Limited, Somany Home Innovation Limited, Brilloca Limited and their respective Shareholders and Creditors.

In relation the proposed Composite Scheme of Arrangement, amongst HSIL Limited, Somany Home Innovation Limited, Brilloca Limited and their respective Shareholders and Creditors under 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 and other applicable laws ("Scheme"), we hereby confirm that:

- (a) Equity shares issued by Resulting Company 1 pursuant to the Scheme shall be listed on the BSE Limited ("Exchange"), subject to SEBI granting relaxation from applicability under Rule 19(2)(b) of the Securities Contract (Regulation) Rules, 1957;
- (b) Resulting Company 1 shall comply with all the provisions contained in SEBI Circular No. CFD/DIL3/CIR/2017/21, dated March 10, 2017; and
- (c) Resulting Company 1 shall also fulfill the Exchange's criteria for listing and shall also comply with rules, bye-laws, and regulations of the Exchange and other applicable statutory requirements.

For and on behalf of Somany Home Innovation Limited
 For Somany Home Innovation Limited.



Name: G.L. Sultania
 Designation: Director

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For HSIL LIMITED


 Company Secretary

**LODHA
& CO**

Chartered Accountants

12, Bhagat Singh Marg, New Delhi - 110 001, India
 Telephone : 91 11 23710176 / 23710177 / 23364671 / 2414
 Fax : 91 11 23345168 / 23314309
 E-mail : delhi@lodhaco.com

Certificate on Net Worth, Turnover and profitability of the Demerged Undertakings and as percentage to the total Net Worth, total turnover and total profitability of HSIL Limited in the immediately preceding two financial years

The Board of Directors
 HSIL Limited
 2, Red Cross Place,
 Kolkata 700 001,
 West Bengal, India

1. This Certificate is issued in accordance with the terms of engagement vide letter dated 10th November 2017 with, HSIL Limited (hereinafter "**the Company**").
2. At the request of the Company, we have examined the accompanying statement of computation of Net Worth, Turnover and profitability of the Demerged Undertakings and as percentage to the total Net Worth, total turnover and total profitability of HSIL Limited in the immediately preceding two financial years i.e March 31, 2017 and March 31 2016, (hereinafter referred together as "**the Statement**"), which we have initialed for identification purposes only, in connection with the proposed composite scheme of arrangement proposed amongst the Company, 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 and other applicable provisions of the Companies Act, 2013 ("**Draft Scheme**"). The Statement is required in connection with the requirements of the stock exchanges for the onward submission of the Scheme proposed to be filed under Sections 230-232 and other applicable provisions of the Companies Act, 2013.
3. The Draft Scheme provides for the demerger of the Consumer Products Distribution and Marketing Undertaking or CPDM Undertaking (as more particularly described in the Scheme) and the Retail Undertaking (as more particularly described in the Scheme) of the Company to Somany Home Innovation Limited and demerger of the Building Products Manufacturing Undertaking or the BPDM Undertaking of the Company (as more particularly described in the Scheme) to Brilloca Limited, each with effect from the Appointed Date, i.e., April 1, 2018, in accordance with the terms and conditions as stated in the Scheme. The CPDM Undertaking, Retail Undertaking and BPDM Undertaking of the Company shall be collectively referred to as the "**Demerged Undertakings**". The assets, businesses and liabilities of the Company, other than the Demerged Undertakings, shall be referred to as the "**Remaining Undertaking**".
4. For this purpose we have carried out arithmetical accuracy only and above data/information are based on certain assumptions/assessment/estimation as considered necessary by the management

Management's Responsibility for the Statement

5. The preparation of the Statement is the responsibility of the Management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
6. The management is also responsible for ensuring that the Company complies with the requirements of the applicable SEBI Circulars and the Companies Act, 2013, in relation to the Scheme and for providing all the information to SEBI and the Stock Exchanges.

Auditor's Responsibility

7. Our responsibility to provide a reasonable assurance whether:
 - (a) the amounts in the Statement that **Net Worth, Turnover and profitability of the**

For HSIL LIMITED


 Company Secretary

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Kolkata Mumbai New Delhi Chennai Hyderabad Jaipur
 499



Demerged Undertakings and as percentage to the total Net Worth , total turnover and total profitability of HSIL Limited in the immediately preceding two financial years have been accurately extracted from the audited financial statements of the Company as at, and for the year ended, March 31, 2017 and March 31 2016 (as mentioned in Paragraph 2 above) and the computation of net worth , profitability and turnover is arithmetically correct(to be read with the Annexure); and

- (b) the computation of net worth is in accordance with the method of computation set out in Section 2(57) of the Companies Act, 2013, except that, pending approval of the Scheme, the Company has considered the book values of the Company as per its audited financial statements as at March 31, 2017 in arriving at the post demerger net worth of the Company.
8. The audited financial statements as at, and for the year ended, March 31, 2017 and March 31 2016 of the Company, referred to in Paragraph 2 above, have not been audited by us. We have relied upon the audited financial statements, for the year ended March 31, 2017, as audited by the previous statutory auditors of the Company. We have only carried upon the procedures as decided in our terms of engagement on the audited financial statements for year ended March 31, 2017.
9. We conducted our examination of the Statement in accordance with the revised Guidance Note on Reports or Certificates for Special Purposes (Revised) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
10. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
11. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the Reporting criteria mention in Paragraph 7 above. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the Reporting Criteria. We have performed the following procedures in relation to the Statement:
- (a) Traced and agreed the account balances (Equity Share Capital, Other Equity, Turnover and Profitability) used in the computation of net worth, profitability and turnover in the attached Statement, to the audited financial statement of Company as at and for the year ended March 31, 2017 and March 31 2016 prepared under Indian Accounting Standards (IND AS), which has been audited by another firm of Chartered Accountants.
- (b) Traced and agreed the amounts for the net worth, profitability and turnover in attached Statement, to the audited financial statements of the Company, in relation to the Demerged Undertakings and the Remaining Undertaking, as at and for the year ended March 31, 2017 and March 31 2016 prepared under Ind AS or applicable accounting standards , which has been audited by another firm of Chartered Accountants. We have solely relied on the book values as per the financial statements audited by another firm of Chartered Accountants, and not performed any procedures for determining completeness and appropriateness of book values extracted in the statement of post demerger net worth, relating to the Company.
- (c) Read the certified copy of the Scheme, as approved by the Board of Directors of the Company, at its meeting held on 10th November, 2017.
- (d) Have obtained management representation from the Company, including relating to the book values of certain assets, measurement of profitability and turnover of undertaking which as represented to us by the management of the Company, and are not proposed to be demerged in Somany Home Innovation Limited and Brilloca Limited. In this regard, we have solely relied on management representation of the Company and have not performed any additional procedures.
- (e) Tested the arithmetical and clerical accuracy of the Statement.



Opinion

12. Based on our examination, as above, and the information and explanations given to us and read with the matter stated in Paragraphs 11(d) above, we are of the opinion that the amounts that form part of the computation of the pre demerger net worth as at March 31, 2017/2016 of and post-demerger net worth as at March 31, 2017/2016 of million, the profitability and turnover as per the statement prepared by the management, have been accurately extracted from the respective audited financial statements of the Company for the year ended March 31, 2017 and March 31 2016; and that the computation of net worth, turnover and profitability in the Statement is mathematically accurate and is in all material respects, in accordance with the method of computation set out in Section 2(57) of the Companies Act, 2013.

Restriction on Use

13. This certificate is issued at the request of the Company for onward submission to the BSE Limited and the National Stock Exchange of India Limited and any other regulatory authority as required under applicable law. This certificate should not be used for any other purpose without our prior written consent.

For LODHA & CO
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO. 301051E



(GAURAV LODHA)
PARTNER
MEMBERSHIP NO. 507462



PLACE : New Delhi
DATE : 10th November 2017

Statement of Net worth, Turnover and profitability of the demerged undertaking and as percentage to the total Net worth, total turnover and Total profitability of the HSIL Limited in the immediately preceding two financial years:

S.No.	Particulars	For the financial year 2016-17@		For the financial year 2015-16@	
		Amount in crore	% to total	Amount in crore	% to total
1.	Net Worth				
	-Demerger Undertaking -1	84.96	7.49	39.04	3.66
	-Demerger Undertaking -2	154.25	13.60	165.81	15.57
	-Remaining Undertaking	894.81	78.91	860.43	80.77
	Total Network	1134.02	100.00	1065.28	100.00
2	Turnover				
	-Demerger Undertaking -1	222.38	8.79	149.34	6.25
	-Demerger Undertaking -2	1037.28	40.99	955.84	40.01
	-Remaining Undertaking*	1271.07	50.22	1284.05	53.74
	Total Turnover (including inter undertaking turnover)	2530.73	100.00	2389.23	100.00
	Less: Inter undertaking turnover	300.83		280.14	
	Total Turnover	2229.90		2109.09	
2.	Profit after tax				
	-Demerger Undertaking -1	(31.23)	(30.32)	(23.22)	(19.97)
	-Demerger Undertaking -2	82.08	79.68	74.04	63.67
	-Remaining Undertaking	52.16	50.64	65.46	56.30
	Total Profit after tax	103.01	100.00	116.28	100.00

*Including inter undertaking turnover

@ The figures stated above have been arrived at based on the figures extracted by the management from the audited financial statements prepared under Indian Accounting Standards (Ind AS) of the Company as at March 31, 2017 and are based on certain assumptions/assessments/ estimation as considered necessary by the management.

For HSIL Limited


Authorised Signatory



HSIL Limited

(An ISO 9001 14001 OHSAS 18001 Certified Company)
CIN : L51433WB1960PLC024539

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