

# hindware

Date: 23<sup>rd</sup> November, 2017

The General Manager  
Department of Corporate Services  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort, Mumbai 400 001

Scrip Code: 500187

**Sub: Application under Regulation 37 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the 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.**

Dear Sir/ Madam,

We refer to our letter dated 10th November, 2017 informing you about the decision of the Board of Directors of the Company approving the 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 continuation of the aforesaid, we are now applying under Regulation 37 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Enclosed is the checklist duly filed in together with the enclosures required thereto.

We would like to inform you that, National Stock Exchange of India Ltd. has been appointed as designated stock exchange.

Please find enclosed herewith the demand draft bearing number 930433 dated 23 November 2017 amounting to Rs. 216,000 (processing fee plus GST as applicable) after deducting TDS drawn on Standard Chartered Bank favoring the BSE Limited.

We will be pleased to provide any clarification as you may require in this regard. We request you to kindly grant your approval to the Scheme at your earliest convenience.

Thanking you,

**For HSIL Limited**

  
Payal M Puri  
(Company Secretary)

## HSIL Limited

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

**Corporate Office:** 301-302, III<sup>rd</sup> 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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**COMPOSITE SCHEME OF ARRANGEMENT  
BETWEEN  
HSIL LIMITED,  
SOMANY HOME INNOVATION LIMITED, BRILLOCA LIMITED AND  
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS ("SCHEME")**

Documents required to be submitted for approval under Regulation 37 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the 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.

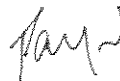
Sr. No.	Documents to be submitted along with application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Annexures	Page Nos.
1.	Certified true copy of the resolution passed by the Board of Directors of the company.	I	1-17
2.	Certified copy of the draft Scheme of Amalgamation / Arrangement, etc. proposed to be filed before the NCLT.	II	18-65
3.	Valuation report from Independent Chartered Accountant as applicable as per Para I(A)(4) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017.	III	66-84
4.	Report from the Audit Committee recommending the draft scheme taking into consideration, inter alia, the valuation report at sr. no. 3 above	IV	85-87
5.	Fairness opinion by Merchant Banker	V	88-94
6.	Shareholding pattern of all the companies' pre (03.11.2017) and post (10.11.2017) Arrangement as per the format provided under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.	VI	95-108
7.	Audited financials of the transferee/resulting and transferor/demerged companies for the last 3 financial years (financials not being more than 6 months old) as per Annexure I. Please note that for existing Listed Company, provide the last Annual Report and the audited / unaudited financials of the latest quarter (were it is due) accompanied mandatorily by the Limited Review Report of the auditor.	VII	109-111

For HSIL LIMITED

  
Company Secretary

8.	Statutory Auditor's Certificate confirming the compliance of the accounting treatment etc. as specified in Para (I)(A) (5)(a) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as per the format given in Annexure II of aforesaid SEBI circular.	VIII	112-117
9.	Detailed Compliance Report as per the format specified in Annexure IV of SEBI circular dated March 10, 2017 duly certified by the Company Secretary, Chief Financial Officer and the Managing Director, confirming compliance with various regulatory requirements specified for schemes of arrangement and all accounting standards.	IX	118-119
10.	Complaint report as per Annexure III of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (To be submitted within 7 days of expiry of 21 days from the date of uploading of Draft Scheme and related documents on Exchange's website).	To be submitted within 7 days of expiry of 21 days from the date of filing of Draft Scheme	
11.	If as per the company, approval from the Public shareholders through postal ballot and e-voting, as required under Para (I)(A)(9)(a) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, is not applicable then as required under Para (I)(A)(9)(c) of said SEBI circular, submit the following: a) An undertaking certified by the auditor clearly stating the reasons for non applicability of Sub Para 9(a) b) Certified copy of Board of Director's resolution approving the aforesaid auditor certificate.	a) X b) Same as attached in Annexure-I	120-171
12.	If pursuant to scheme the allotment of shares is proposed to be made to a selected group of shareholders or to the shareholders of unlisted companies, pricing certificate from the Statutory Auditor of the listed company as per Proviso of Regulation 70(1) (ii) (b) of ICDR.	Not Applicable	
13.	a) In case of scheme of arrangement between listed and unlisted entities, information pertaining to the unlisted entity/ies involved in the scheme as per the format specified for abridged prospectus as provided in Part D of Schedule VIII of the ICDR Regulations. b) A Certificate from the Merchant Banker confirming the adequacy and accuracy of the information contained in above document on unlisted company in terms of Para 3(a) of Part I (A) of the SEBI circular dated March 10, 2017. This is also to be uploaded on the BSE's website	XI  XII	172-191

For HSIL LIMITED



Company Secretary

14.	Name of the Designated Stock Exchange (DSE) for the purpose of coordinating with SEBI. Certified true copy of the resolution passed by the Board of Directors, in case BSE is DSE.	NSE	
15.	Brief details of the transferee/resulting and transferor/demerged companies as per format enclosed at <b>Annexure V as per the BSE checklist.</b>	XIII	192-199
16.	Net-worth certificate (excluding Revaluation Reserve) together with related workings pre and post scheme for the transferee and / or resulting company.	XIV	200-207
17.	Capital evolution details of the transferee/resulting and transferor/demerged companies as per format enclosed at <b>Annexure VI as per BSE checklist.</b>	XV	208-211
18.	Confirmation by the Company Secretary as per format enclosed as <b>Annexure VII as per BSE checklist.</b>	XVI	212-213
19.	Annual Reports of all the listed transferee/resulting/demerged/etc. companies involved and audited financial of all the unlisted transferor/demerged/resulting/etc. companies for the last financial year.	XVII	214-493
20.	<p>a) Processing fee (non-refundable) payable to BSE will be as below, through RTGS- Details given in <b>Annexure VIII</b> or through Cheque/DD <b>favoring 'BSE Limited'</b> Rs. 2,00,000/- plus GST as applicable, where more than one entity/company is Merged or more than one new company formed due to De-merger.</p> <p>b) Processing fee (non-refundable) payable to SEBI will be as below, through RTGS/NEFT/IMPS or through DD <b>favoring 'Securities and Exchange Board of India' payable at Mumbai'</b></p> <p>As per amendment in Regulation 37, the listed entity shall pay a fee to SEBI at the rate of 0.1% of the paid-up share capital of the listed / transferee / resulting company, whichever is higher, post sanction of the proposed scheme, subject to a cap of Rs.5,00,000.</p>		494
21.	In case NCRPS / NCDs are proposed to be issued to the shareholders of the listed entity and are to be listed, the company shall submit an undertaking signed by CS / MD of the company as per format attached in <b>Annexure IX</b> confirming compliance with the requirements of SEBI circular dated May 26, 2017	Not Applicable	

For HSIL LIMITED

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Company Secretary

22.	Name & Designation of the Contact Person Telephone Nos. (landline & mobile) Email ID.	Payal M Puri, Company Secretary. Mob. No. 8800212003 Landline no. 0124 4779380 Email ID. payal@hindwar e.co.in	
23.	Following additional documents are required to be submitted for Demerger cases wherein a division of a listed company is hived off into an unlisted company or where listed company is getting merged with an unlisted company.	XVIII A To XVIII E	495-502

**Kindly also submit one additional set of the documents at sr. nos. 2 to 11 separately (hard copy as well as soft copy emailed to "bse.schemes@bseindia.com" mentioning company name as subject, for uploading on the Exchange website).**

The Exchange reserves the right to modify and ask for additional documents / clarifications depending on a case to case basis. Approval for the proposed scheme will be subject to compliance with the Statutory/ Regulatory requirements, norms of the Board of Directors of the Exchange and other Exchange requirements.

For HSIL LIMITED

  
Company Secretary