

Brief particulars of the Demerged and Resulting Companies

Particulars	Demerged Company	Resulting Company 1 (RC-1)	Resulting Company 2 (RC-2)
Name of the company	HSIL Limited	Somany Home Innovation Limited	Brilloca Limited
Date of Incorporation & details of name changes, if any	The Company was originally incorporated on the 8th February, 1960 under the name Hindusthan Twyford's Limited. Subsequently the name was changed to Hindustan Sanitaryware & Industries Limited with effect from 3rd May, 1969. The name Hindustan Sanitaryware & Industries Limited was further changed to HSIL LIMITED on 24th March, 2009.	The Company was incorporated on 28 th September, 2017 as Public Limited.	The Company was incorporated on 2 nd November, 2017 as Public Limited.
Registered Office	2, Red Cross Place, Kolkata - 700001	2, Red Cross Place, Kolkata - 700001	2, Red Cross Place, Kolkata - 700001
Brief particulars of the scheme	<p>(i) Demerger of the CPDM Undertaking (defined in the Scheme) and the Retail Undertaking (defined in the Scheme) from the Demerged Company and transfer and vesting of each of them, as a going concern, to Resulting Company 1; and</p> <p>(ii) Demerger of the BPDM Undertaking (defined in the Scheme) from the Demerged Company and transfer and vesting of the same, as a going concern, to Resulting Company 2.</p>		
Rationale for the scheme	<ul style="list-style-type: none"> The segregation of businesses as envisaged in the Scheme will enable sharper focus and better alignment of the businesses to its customers. It shall also enable the respective businesses to improve competitiveness, operational efficiencies and strengthen its position in the relevant marketplace. The Scheme shall enable each of the respective Demerged Undertakings and 		

CERTIFIED TRUE COPY:

For HSIL LIMITED

[Signature]
Company Secretary

HSIL Limited

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

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	<p>the Remaining Undertaking (defined in the Scheme) to attract interest of such investors and strategic partners having the necessary ability, experience and interests and shall provide an opportunity to the investors to select investments which best suit their investment strategies and risk profiles.</p> <ul style="list-style-type: none"> • The implementation of this Scheme will result in: <ul style="list-style-type: none"> (a) creation of separate and distinct entities housing the Demerged Undertakings and the Remaining Undertaking (defined hereinafter); (b) optimal monetisation and development of each of the respective businesses, including by attracting focussed investors and strategic partners having the necessary ability, experience and interests in the relevant sectors; (c) dedicated and specialised management focus on the specific needs of the respective businesses; and (d) benefit to all stakeholders, leading to growth and value creation in long run and maximising the value and return to the shareholders, unlocking intrinsic value of assets, achieving cost efficiencies and operational efficiencies. 		
Date of resolution passed by the Board of Director of the company approving the scheme	10 th November 2017	10 th November 2017	10 th November 2017
Date of meeting of the Audit Committee in which the draft scheme has been approved	10 th November 2017	Not Applicable	Not Applicable
Appointed Date	1 st April, 2018	1 st April, 2018	1 st April, 2018

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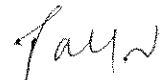
Name of Exchanges where securities of the company are listed	BSE Limited and National Stock Exchange of India Limited	N.A	N.A
Nature of Business	<p>Pre Demerger :</p> <p>(a) branding, marketing, sales, distribution, trading, service, etc. of various building products like sanitaryware, faucets, other lifestyle products, UPVC and CPVC pipes, fittings, tiles, etc., more particularly defined hereinafter (hereinafter referred to as "Building Products Distribution and Marketing Undertaking" or "BPDM Undertaking");</p> <p>(b) branding, marketing, sales, distribution, trading, service, etc. of various consumer products like air purifiers, air coolers, kitchen appliances, water heaters, exhaust fans, water purifiers etc., more particularly defined hereinafter (hereinafter referred to as "Consumer Products Distribution and Marketing Undertaking" or "CPDM Undertaking");</p>	<p>Pre Demerger:</p> <p>Since RC -1 has been incorporated on 28th September 2017 therefore, there is no business as of 10 November 2017</p> <p>Post Demerger:</p> <ul style="list-style-type: none"> • Branding, marketing, sales, distribution, trading, service, etc. of various consumer products like air purifiers, air coolers, kitchen appliances, water heaters, exhaust fans, water purifiers etc., more particularly defined hereinafter (hereinafter referred to as "Consumer Products Distribution and Marketing Undertaking" or "CPDM Undertaking"); • Retail business, consisting of branding, marketing, sales, distribution, trading, service, etc. of furniture, furnishings, home décor, etc., more particularly defined hereinafter (hereinafter 	<p>Pre Demerger:</p> <p>Since RC - 2 has been incorporated on 2nd November 2017 therefore, there is no business as of 10 November 2017.</p> <p>Post Demerger:</p> <ul style="list-style-type: none"> • Branding, marketing, sales, distribution, trading, service, etc. of various building products like sanitaryware, faucets, other lifestyle products, UPVC and CPVC pipes, fittings, tiles, etc., more particularly defined hereinafter (hereinafter referred to as "Building Products Distribution and Marketing Undertaking" or "BPDM Undertaking");

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	<p>(c) retail business, consisting of branding, marketing, sales, distribution, trading, service, etc. of furniture, furnishings, home décor, etc., more particularly defined hereinafter (hereinafter referred to as "Retail Undertaking");</p> <p>(d) manufacturing of building products like sanitaryware, faucets, UPVC and CPVC pipes, fittings, etc. (hereinafter referred to as "Building Products Manufacturing Undertaking" or "BPM Undertaking");</p> <p>(e) manufacturing of certain specified consumer products like water heaters (hereinafter referred to as "Consumer Products Manufacturing Undertaking" or "CPM Undertaking");</p> <p>(f) manufacturing and supply of packaging products like glass bottles, PET bottles, security caps and closures (hereinafter referred to as "Packaging Products Manufacturing Undertaking" or "PPM</p>	<p>referred to as "Retail Undertaking");</p>	
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	<p>Undertaking"); and</p> <p>(g) wind power generation (hereinafter referred to as "Power Undertaking")).</p> <p>Post Demerger :</p> <p>(a) manufacturing of building products like sanitaryware, faucets, UPVC and CPVC pipes, fittings, etc. (hereinafter referred to as "Building Products Manufacturing Undertaking" or "BPM Undertaking");</p> <p>(b) manufacturing of certain specified consumer products like water heaters (hereinafter referred to as "Consumer Products Manufacturing Undertaking" or "CPM Undertaking");</p> <p>(c) manufacturing and supply of packaging products like glass bottles, PET bottles, security caps and closures (hereinafter referred to as "Packaging Products Manufacturing Undertaking" or "PPM Undertaking"); and</p> <p>(d) wind power generation (hereinafter referred to as "Power Undertaking")).</p>		
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Capital before the scheme	As on Appointed date: Rs. 1445.97 Lacs As on Date of approval of Board :Rs. 1445.97 Lacs	As on Appointed date: Rs. 10 Lacs As on Date of approval of Board: Rs. 10 lacs	As on Appointed date: Rs. 10 Lacs As on Date of approval of Board: Rs. 10 lacs
No. of shares to be issued	NIL	722,96,395 equity share of Rs. 2 each to be issued to the shareholders of the HSIL Limited as on Record Date	NIL
Cancellation of shares on account of cross holding, if any	As on 10 th November 2017, the Demerged Company holds 500,000 equity share of Rs. 2 each in the Resulting Company – 1, Subsequent to composite scheme of arrangement investments held by Demerged Company in the Resulting Company – 1 shall be cancelled.		
Capital after the scheme	Share Capital Rs. 1445.97 Lacs (as	Share Capital Rs. 10 Lacs (as on appointed date)	Share Capital Rs. 1445.93 Lacs
Net Worth Pre Post	(Rs. in crores) 1134.02 894.70 (As per certificate enclosed)	(Rs. in crores) 0.10 85.06 (As per certificate enclosed)	(Rs. in crores) 0.10 154.35 (As per certificate enclosed)
Valuation by independent Chartered Accountant - Name of the valuer/valuer firm and Regn no.	Santosh K Singh & Co., Firm's Registration No. 019877N	N.A	N.A
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	Refer valuation report dated 8 th November 2017.		

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Fair value per shares	Refer valuation report dated 8 th November 2017				
Exchange ratio	Refer valuation report dated 8 th November 2017				
Name of Merchant Banker giving fairness opinion	Finshore Management Services Limited				
Shareholding pattern (HSIL Limited) (the Demerged Company)	Pre		Post		
	No. of Shares	% of holding	No. of Shares	% of holding	
Promoter	35012819	48.43	35012819	48.43	
Public	37283576	51.57	37283576	51.57	
Custodian	-	-	-	-	
TOTAL	72296395	100	72296395	100	
Shareholding pattern (RC 1)	Pre		Post*		
	No. of Shares	% of holding	No. of Shares	% of holding	
Promoter	500000	100	35012819	48.43	
Public	-	-	37283576	51.57	
TOTAL	500000	100	72296395	100	
* Shareholding pattern (Post demerger) is based on post issue of shares by the RC -1 and cancellation of shares					

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Shareholding pattern (RC 2)	Pre		Post		
	No. of Shares	% of holding	No. of Shares	% of holding	
Promoter	500000	100	500000	100	
Public	-		-		
TOTAL	500000	100	500000	100	
No of shareholders					
Names of the Promoters	M/s Paco Exports Limited M/s Soma Investments Ltd M/s New Delhi Industrial Promoters And Investors Ltd Mr. R.K.Somany Mr. Sandip Somany Mrs. Sumita Somany Ms. Divya Somany Mr. Shashvat Somany M/s. Matterhorn trust		M/s HSIL Limited		M/s Somany Home Innovation Limited
Names of the Board of Directors	Dr. Rajendra Kumar Somany Mr. Sandip Somany Mrs. Sumita Somany Mr. Ashok Jaipuria Mr. G.L.Sultania Mr. V.K.Bhandari Mr. Salil Bhandari Mr. N.G.Khaitan Dr. Rainer S. Simon		Mr. Sandip Somany Mr. G.L.Sultania Mr. N.K.Goenka		Mr. Sandip Somany Mr. G.L.Sultania Mr. N.K.Goenka
Details regarding change in management control if any	NA				

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