

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

Date: 10th November, 2017

To,
 Manager - Listing Compliance
 National Stock Exchange of India Limited
 'Exchange Plaza', C-1, Block G,
 Bandra Kurla Complex, Bandra (E),
 Mumbai - 400 051

Dear Sir,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed 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

In connection with the above application, I Director of Somany Home Innovation Limited (The Company) hereby confirm that:

1. There shall be no change in the shareholding pattern or control in the company between the record date and the listing which may affect the status of this approval.
2. The equity shares sought to be listed are proposed to be allotted by the company to the holders of securities of a listed entity (transferor entity) pursuant to a composite scheme of arrangement (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956 or under Section 230-232 of the Companies Act, 2013 read with Section 66 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013.
3. At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity.
4. The Company will not issue/reissue any shares, not covered under the Draft scheme.
5. As on date of this confirmation there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the company at any future date.

[If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (3) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.

For Somany Home Innovation Limited.



Director

For HSIL LIMITED



Company Secretary

CERTIFIED TRUE COPY

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6. The draft scheme of arrangement together with all documents mentioned in SEBI circular has been disseminated on company's website as per the link given hereunder: www.hindwarehomes.com.

7. The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period.

8. Names and PAN of the following along with the details of disciplinary action taken if any by any regulatory authorities against:

a. Company: Somany Home Innovation Limited - PAN - AAZCS2853D

b. Companies under same management:

HSIL Limited (Holding Company) PAN - AAACH7564H

Brilloca Limited (Wholly Owned Subsidiary of Somany Home Innovation Limited), PAN- AAHCB5089L.

c. Promoters and promoting companies: HSIL Limited - PAN - AAACH7564H

d. Directors of the Company:

Mr. Sandip Somany, PAN - AIYPS6270N

Mr. G.L.Sultania PAN- AOTPS8376L and

Mr. N.K.Goenka PAN- ADPPG9043F

e. Companies promoted by the promoters of the company: Hindware Home Retail Private Limited, PAN- AAKCS0434P

f. Subsidiaries and Associate companies: Brilloca Limited (Wholly Owned Subsidiary of Somany Home Innovation Limited) and PAN- AAHCB5089L

For and on behalf of

Somany Home Innovation Limited
For Somany Home Innovation Limited:



Director

Name: G.L.Sultania

Designation: Director

Names and PAN of the following along with the details of disciplinary action taken if any by any regulatory authorities against

a. Company		PAN
	Somany Home Innovation Limited	AAZCS2853D
b. Companies under same management.		
	HSIL Limited (Holding Company)	AAACH7564H
	Brilloca Limited (Wholly Owned Subsidiary of Somany Home Innovation Limited)	AAHCB5089L
c. Promoters and promoting companies		
	HSIL Limited	AAACH7564H
d. Directors of the Company		
	Mr. Sandip Somany	AIYPS6270N
	Mr. G.L.Sultani	AOTPS8376L
	Mr. N.K.Goenka	ADPPG9043F
e. Companies promoted by the promoters of the company:		
	Hindware Home Retail Private Limited	AAKCS0434P
f. Subsidiaries and Associate companies:		
	Brilloca Limited (Wholly Owned Subsidiary of Somany Home Innovation Limited)	AAHCB5089L