

To,

The Vice President
Listing Department
The National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai 400 051]

NSE Symbol: HSIL

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 930432 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 National Stock Exchange of India 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 14001 OHSAS 18001 Certified Company)

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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.	List of Documents/ details to be submitted	Yes/No/Not Applicable	Annexure
1.	Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc	Yes	I
2.	Valuation Report as per Para I(A)(4) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017	Yes	II
3	Report from the Audit Committee recommending the Draft Scheme, taking into consideration, inter alia, the Valuation Report.	Yes	III
4.	Fairness opinion by merchant banker on valuation of assets / shares done by the valuer for the listed entity and unlisted company	Yes	IV
5.	Shareholding pattern in accordance with Regulation 31 (1) of the SEBI (LODR) Regulations, 2015 - for pre and post scheme of arrangement of the Companies.	Yes	V
6.	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company as per Annexure I of the NSE checklist.	Yes	VI
7.	Auditor's Certificate as per Para 1(A)(5) of Annexure-I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017	Yes	VII
8.	Detailed Compliance Report as per the format specified in Annexure IV of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 duly certified by the Company Secretary, Chief Financial	Yes	VIII

For HSIL LIMITED



Company Secretary

	Officer and the Managing Director, confirming compliance with various regulatory requirements specified for schemes of arrangement and all accounting standards		
9.	Document required to submit wherein approval of shareholders to Scheme through postal ballot and e-voting (Para 1(A)(9)(a) of Annexure-I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017) is not applicable:		
	a) An undertaking certified by the auditor clearly stating the reasons for non-applicability of Para 9 (a).	Yes	IX
	b) Certified copy of Board of Director's resolution approving the aforesaid auditor certificate.	Yes	X
10.	Pricing certificate from the Statutory Auditor/ PCA / PCS of the listed company as per Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, if the allotment of shares is proposed to be made to a selected group of shareholders or to the shareholders of unlisted companies pursuant to scheme of arrangement.	Not Applicable	
11.	Pre & Post Scheme Networth of the Companies involved in the Scheme. Companies are required to submit Certificate from Statutory Auditors / Practicing Chartered Accountants / Practicing Company Secretary. (Networth = Equity Share Capital + Free Reserves** - Miscellaneous Expenditure written off, along with the detailed working)	Yes	XI
12.	Board resolution approving the scheme of arrangement.	Same as Annexure X	
13.	Brief details of the transferee/resulting and transferor/demerged companies as per format enclosed at Annexure II of the NSE checklist.	Yes	XII
14.	Confirmation from all the companies involved in the scheme regarding the following:		

For HSIL LIMITED

[Signature]
Company Secretary

	<p>a. The Company, its promoters or Directors have never been declared as wilful defaulter as per RBI Circular Ref. No. RBI/2015-16/100 DBR.No.CID.BC.22/20.16.003/2015-16 dated July 1, 2015 by the Banks.</p> <p>b. The Company, its promoters or Directors have not been directly or indirectly, debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.</p> <p>c. The Company, its promoters or Directors do not have direct or indirect relation with the companies, its promoters and whole-time directors, which are compulsorily delisted by any recognised stock exchange</p>	Yes	XIII
15	Confirmation by the Company Secretary as per format enclosed as Annexure III of the NSE checklist	Yes	XIV
16	In case of scheme of demerger of a listed company a Certificate from Statutory Auditors / Practising Chartered Accountants / Practicing Company Secretary certifying Percentage turnover and profitability of the division, being hived off vis-à-vis the other divisions of the company.	Yes	XV
17	Name of the Designated Stock Exchange (DSE) for the purpose of co-ordinating with SEBI	NSE	
18	Complaints Report as per Para 1(A)(6) of Annexure-I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as per format enclosed at Annexure IV of the checklist.	To be submitted within 7 days of expiry of 21 days from the date of filing of Draft Scheme	

For HSIL LIMITED


Company Secretary

19	<p>Documents to be submitted by Resulting / Transferee Company proposed to be listed pursuant to the scheme:</p> <p>a. Certified true copy of the certificate from Statutory Auditor/ Practising Chartered Accountant/ Practising Company Secretary about Networth of the company - Pre & Post Scheme of Arrangement. The certificate should expressly specify reserves forming part of networth.</p> <p>b. Confirmation / Details by company secretary as per Annexure V of the NSE checklist.</p>	Yes	XVI
20	<p>Processing Fees (Non-Refundable):</p> <p>a) Payable to Exchange = Rs. 2 Lac plus applicable service tax.</p> <p>b) Payable 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. (No Service Tax / No TDS)</p>	Yes	XVII

Date

23 November 2017

Authorised Signatory and Stamp of the company

For HSIL LIMITED


 Company Secretary

Name

Payal M Puri

Designation

Company Secretary