

Date: July 10, 2020

<b>To</b> The Department of Corporate Services – CRD Bombay Stock Exchange Ltd P.J.Towers, Dalal Street MUMBAI – 400 001	<b>To</b> National Stock Exchange of India Limited 5 <sup>th</sup> Floor, Exchange Plaza Bandra (E), MUMBAI – 400 051
<b>Scrip Code: 509675/HIL; Through Listing Centre</b>	<b>Scrip Symbol: HIL: Through NEAPS</b>

**Sub: Closure of Sale and transfer of the HYSIL brand (Calcium silicate insulation products division) to Calderys India Refractories Limited through Slump Sale.**

**Ref: Disclosure in terms of Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with SEBI circular dated 9th September 2015.**

This announcement is pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and in continuation of our earlier communication(s) dated January 16, 2020, April 13, 2020 and June 11, 2020 on "Sale and transfer of the Company's calcium silicate insulation products division operated under the brand "HYSIL" to Calderys India Refractories Limited through a slump sale arrangement on a going concern basis".

HIL Limited ("**Company**") and Calderys India Refractories Limited ("**Calderys**") had executed a: (i) business transfer agreement dated 16 January 2020 ("**BTA**"); and (ii) transition services agreement dated 16 January 2020 ("**TSA**") for the sale and transfer of Company's calcium silicate insulation products division operated under the brand "HYSIL" ("**Business**") to Calderys ("**Transaction**"). The BTA was further amended by the: (a) letter agreement dated April 13, 2020 amending the Long Stop Date and certain terms of the BTA ("**First Letter Agreement**"), (b) letter agreement dated June 11, 2020 amending the Long Stop Date ("**Second Letter Agreement**").

Now, based on further commercial discussion between the parties to the BTA, the parties have on 9 July 2020 executed: (i) amendment agreement to the BTA ("**BTA Amendment**"); and (ii) amendment agreement to TSA ("**TSA Amendment**") to further amend certain terms of the BTA and the TSA, respectively.

Subsequent to the BTA Amendment and the TSA Amendment, we also wish to inform you of the successful completion of the sale and transfer of the Business in terms of the BTA, as amended from time to time, effective from today i.e. 10 July 2020.

This Business has reported sales of Rs. 39.20 crore during FY19-20, contributing to 2.9% of the total standalone revenue of the Company. Pursuant to adjustments for working capital and employee related retirement benefits in accordance with the provisions of the BTA, as amended from time to time, Calderys has paid a total all-cash consideration of Rs. 78,40,00,747/- (Indian Rupees Seventy Eight Crores Forty Lakhs Seven Hundred Forty Seven only) through Demand Drafts for the Business. The said proceeds, net of taxes, will be used for prepayment of the existing debt of the Company in due course.

As shared earlier, the Business has been sold as a going concern on a 'slump sale' basis (as defined under Section 2 (42C) of the Income-tax Act, 1961), for a lump sum purchase consideration, without values being assigned to individual assets and liabilities of the Business. All other particulars of the sale and transfer along with the additional disclosures as required under SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9 September 2015, for sale or disposal of unit(s) or division(s) as provided along with January 16, 2020 remain unchanged.

The above disclosure is also available on the website of the Company @ [www.hil.in](http://www.hil.in)

Thanking You  
For **HIL LIMITED**

G Manikandan  
Company Secretary &  
Financial Controller

