

Date: 12th July, 2018

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

Dear Sir/Madam,

Sub: Clarifications sought by NSE (Received through Email on 11th July, 2018 at IST 20:29)
Ref: Outcome of Board meeting dated 11th July, 2018

With reference to the above, we would like to inform you that, the Board of Directors of HIL Limited at their meeting held on 11th July 2018 (Commenced at IST 13:45 and concluded IST 14:55), has accorded its approval for acquisition of 100% stake in M/s. Parador Holdings GmbH, Germany and the Company has submitted the outcome of the Board meeting on 11th July 2018 at IST 15:18.

Pursuant to the above approval of the Board, the Company (i.e HIL Limited) and HIL International GmbH have entered and executed the Sale and Purchase Agreement to acquire 100% stake in M/s. Parador Holdings GmbH, Germany with the shareholders of M/s. Parador Holdings GmbH on 11th July 2018 at Germany (German Time 16:22 i.e IST 20:00).

In compliance with the requirements of Regulation 30 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”) read with SEBI Circular dated 9th September 2015, the clarifications sought by NSE (through email on 11th July, 2018 at IST 20:29) were submitted on the website of the National Stock Exchange at IST 21: 45 on 11th July 2018. (Find attached the Corporate Announcement submitted to Stock Exchanges).

Under Regulation 30(6) read with Paragraph A(1) of Part A of Schedule III to the LODR Regulations, the Company is required to disclose details sought in the Part A as soon as reasonably possible and in any event within twenty four hours of execution of the agreement to acquire. In compliance with this requirement, the disclosures were submitted by the Company within reasonable time from execution of the Sale and Purchase Agreement (i.e. the agreement to acquire in our case).

You are requested to take note of above.

Thanking you
For HIL LIMITED


G Manikandan
Company Secretary
& Financial Controller



Date: 11th July, 2018

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

Dear Sir/Madam,

Sub: 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 is with reference to the announcement dated 11th July, 2018 regarding the approval accorded by the Board of Directors of the Company ("Board") at their meeting held on 11th July, 2018 to acquire 100% stake in M/s. Parador Holdings GmbH, Germany from its existing shareholders through Company's Wholly Owned Subsidiary (i.e HIL International GmbH, Germany).

Pursuant to the said approval of the Board, the Company and M/s. HIL International GmbH, Germany have entered into a "Sale and Purchase Agreement" ("SPA") with the shareholders of M/s. Parador Holdings GmbH, Germany i.e. M/s. NORD Holding Unternehmensbeteiligungsgesellschaft mbH, M/s. Deutsche Mittelstandsholding für Industriebeteiligungen GmbH & Co.KG, Mr. Lubert Winnecken and Mr. Hendrik Voß to acquire 100% equity capital of M/s. Parador Holdings GmbH, Germany subject to Regulatory approvals.

The particulars of the acquisition are provided in Annexure A hereto.

You are requested to take note of above and arrange to bring the same to the notice of all concerned.

Thanking you
For HIL LIMITED

G Manikandan
Company Secretary
& Financial Controller



Encl: As above.

HIL Limited

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CIN No: L74999TG1955PLC000656

Annexure A
Disclosure under Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

Sr. No.	Particulars	
1.	Name of the target entity, details in brief such as size, turnover, etc.	Target Entity: Parador Holding GmbH ("Parador") The details as on December 31, 2017 are as under: Net Revenue: €142.2mm Net worth: €10.3mm
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/promoter group/group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length"	No
3.	Industry to which the entity being acquired belong	Building Material industry – manufactures resilient flooring, laminate and engineered wood floors, wall & ceiling panels, skirting and related accessories
4.	Objects and effects of acquisition (including but not limited to, disclosure of acquisition of target entity, if its business is outside the main line of business of the listed entity)	Parador's products are highly complementary to HIL's product portfolio and the purpose of acquisition is to both expand the product portfolio as also gain entry to the European and other markets including India, South East Asia and USA
5.	Brief details of any governmental or regulatory approvals required for the acquisition	Anti-Trust approvals are required in certain jurisdictions which will be obtained prior to closing of the proposed transaction
6.	Indicative time period for the completion of the acquisition	Subject to obtaining regulatory and other applicable approvals, the transaction is expected to be closed within an estimated time-period of two (2) months
7.	Nature of consideration – whether cash consideration or share swap	Cash consideration



	and details of the same	
8.	Cost of acquisition or the price at which the shares are acquired	<p>The enterprise value of target entity is EUR 82.8 million and the total cash consideration payable is Euro 72.3 million divided as follows:</p> <p>(a) Consideration against shares held by shareholders of target entity: EUR 53 million</p> <p>(b) Payment towards repayment of Shareholder Loan availed by the target entity's group including accrued interest upto 31st December 2017: EUR 9.7 million</p> <p>(c) Payment towards repayment of loan availed by target entity's group under silent partnership agreement with a shareholder including accrued interest upto 31st December 2017: EUR 9.6 million</p>
9.	Percentage of shareholding/ control acquired and/or number of share acquired	100% acquisition, through its wholly owned subsidiary M/s. "HIL International GmbH"
10.	Brief background about the entity acquired in terms of the products / line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	<ul style="list-style-type: none"> • Parador is a vertically integrated supplier of premium quality flooring solutions • It was founded in 1977 and is based in Coesfeld, Germany • The company has 2 manufacturing facilities: Coesfeld, Germany and Gussing, Austria • Last 3 years (Calendar Year) Net Revenue: <ul style="list-style-type: none"> ➤ 2015: €124.0mm ➤ 2016: €134.8mm ➤ 2017: €142.2mm

