

To,
The Board of Directors,
Hindusthan National Glass & Industries Limited
2, Red Cross Road
Kolkata-700 001

Statutory auditors' certificate

This certificate issued at the specific request of Hindusthan National Glass & Industries Limited ('the Company') is solely for the purpose of enabling the Company to submit it with the National Stock Exchange of India Limited, Bombay Stock Exchange Limited and The Calcutta Stock Exchange Limited.

Pursuant to the Scheme of Amalgamation ('the Scheme') approved by the Board of Directors on May 20, 2014, the Company is in the process of amalgamating its wholly owned subsidiaries, i.e. Glass Equipment (India) Limited and Quality Minerals Limited (collectively referred to as Transferor companies) with itself.

In accordance with the requirements of SEBI Circular no. CIR/CFD/DIL/5/2013 dated February 4, 2013 (as modified by SEBI Circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013), a listed company is required to ensure that the Scheme submitted with the Honorable High Court, contemplate obtaining shareholders' approval through special resolution which is passed through postal ballot and e-voting. Further, the explanatory statement sent to the shareholders must also provide disclosures of all material facts in relation to such resolution.

Based on the representation received from the Company, with respect to the requirement of Paragraph 5.16 (a) of SEBI Circular no. CIR/CFD/DIL/5/2013 dated 4th February, 2013 (as replaced by paragraph 7 of SEBI Circular no. CIR/CFD/DIL/8/2013 dated 21st May, 2013) regarding non applicability of approval of the proposed scheme through Postal ballot and e-voting by the Shareholders of the Company and on the basis of our examination and according to the information and explanation given to us by the Management of the Company, we certify that the approval of the proposed scheme through Postal ballot and e-voting by the Shareholders of the Company are not applicable in relation to the proposed scheme.

This certificate is issued for the purpose mentioned above and should not be used for any other purpose or be distributed to any other parties without our prior written consent.

For Lodha & Co.
Chartered Accountants
Firm's ICAI Registration no: 301051E

Place: Kolkata

Date: 20 May, 2014



H K Verma
Partner
Membership No: 055104



HINDUSTHAN NATIONAL GLASS & INDUSTRIES LTD.

Registered Office : 2, Red Cross Place, Post Box : 2722, Kolkata - 700 001, India
Tel. : 2254 3100, Gram : "GLASSAGE", Fax : (91) (33) 2254 3130
E-mail : hngkol@hngil.com, Website : www.hngindia.com

ANNEXURE - '2'

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Extracts from the Minutes of the Meeting of the Board of Directors of Hindusthan National Glass & Industries Ltd. held at its Registered Office at 2, Red Cross Place, Kolkata - 700 001 on Monday, 20th May, 2014.

"RESOLVED THAT the undertaking and Statutory Auditors' Certificate stating the reasons for non-applicability of requirements prescribed in Para 5.16 of SEBI Circular No. CIR/CFD/ DIL/5/2013 dated 4 February, 2013 as replaced vide SEBI Circular No. CIR/CFD/DIL18/2013 dated 21 May, 2013 (referred to as "Replaced Para 5.16") in respect of the Scheme of Amalgamation of Glass Equipment (India) Ltd and Quality Minerals Ltd with the Company and their respective shareholders ("the Scheme") under Sections 391-394 of the Companies Act, 1956, be and is hereby approved and that the Company Secretary and/or Chief Financial Officer of the company be and is hereby severally authorized to furnish and submit the same to the Stock Exchanges, SEBI and other regulatory authorities as may be required and further to do such acts, deed and things as may be necessary in this regard."

Certified True Copy

For Hindusthan National Glass & Industries Limited

Ajay Kumar Rai
Company Secretary

CIN - L26109WB1946PLC013295

Works : Bahadurgarh (Haryana) ★ Nasik (Maharashtra) ★ Neemrana (Rajasthan) ★ Pudukcherry
Rishikesh (Uttaranchal) ★ Rishra (West Bengal)