



## HINDUSTHAN NATIONAL GLASS & INDUSTRIES LTD.

Registered Office : 2, Red Cross Place, Post Box : 2722, Kolkata - 700 001, India

Tel. : 2254 3100, Fax : (91) (33) 2254 3130

E-mail : hngkol@hngil.com, Website : www.hngindia.com

CIN - L26109WB1946PLC013294



SEC/SE/317

September 29, 2016

1. The Dy. Manager (Listing)  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai 400 023.  
(Scrip Code: 515145)
2. The Manager, Listing Department  
**National Stock Exchange of India Limited**  
Exchange Plaza, Bandra Kurla Complex  
Bandra (E), Mumbai 400 051  
(Scrip Code: HINDNATGLS)
3. The Secretary,  
**The Calcutta Stock Exchange Ltd.,**  
7, Lyons Range,  
Kolkata-700 001  
(Scrip Code: 10018003)

Dear Sir/Madam,

Sub: Proceedings of the 70<sup>th</sup> Annual General Meeting - Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015


Please find enclosed the summary proceedings of the 70<sup>th</sup> Annual General Meeting of the Company held on Wednesday, September 28, 2016 at CII-Suresh Neotia Centre of Excellence for Leadership, DC-36, Sector-I, Salt Lake City, Kolkata-700 064.

We also enclose the Report of the Scrutinizer dated 28<sup>th</sup> September, 2016, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014.

The same is for information and records.

Thanking You,

Yours sincerely,  
For Hindustan National Glass & Industries Ltd.

  
(Ajay Kumar Rai)  
Company Secretary & Legal Counsel

Encl: As above.



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**Gist of the proceedings of the 70<sup>th</sup> Annual General Meeting of Hindusthan National Glass & Industries Limited held on Wednesday, 28<sup>th</sup> September, 2016 at CII- Suresh Neotia Centre of Excellence for Leadership, DC- 36, Salt Lake, Kolkata-700 064**

<b>Members present :</b>	179 Members were present (including Proxies)
<b>Directors Present :</b>	Mr. Sanjay Somany, (Vice Chairman & Managing Director)
	Mr. Ratna Kumar Daga, (Chairman of Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee)
	Mrs. Rita Bhimani

**1. Chairman**

Mr. Sanjay Somany chaired the Meeting.

**2. Quorum**

Requisite Quorum being present, the Chairman declared the meeting open.

**3. Notice**

Notice convening the meeting was taken as read, with the consent of the members present.

**4. Statutory Records**

The Chairman informed the members present that the Register of Directors and Key Managerial Personnel and their Shareholdings and other statutory registers/records along with the Auditors' Report dated 27<sup>th</sup> May, 2016 was available at the meeting venue and the same would remain open and accessible during the continuance of the meeting to the shareholders.

**5. Auditors' Report**

At the request of the Chairman and with the consent of the Shareholders, Mr. Ajay Kumar Rai, Company Secretary & Legal Counsel, read out the Auditors' Report dated 27<sup>th</sup> May 2016.

**6. Chairman's Speech**

Before taking up formal agenda of the meeting for consideration of the members, the Chairman shared the performance of the Company for the financial year 2015-16 with the members. In his speech, the Chairman summarized the overall performance of the Company and also drew a profile of the future outlook of the Company.



He informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended till date and Regulation 44 of the SEBI (Listing Obligations & Disclosures Requirement) Regulations, 2015, the Company had provided the facility of e-voting on all the resolutions as set out of the Annual General Meeting. E-voting commenced on 25<sup>th</sup> September, 2016 and ended on 27<sup>th</sup> September, 2016. Mrs. Kumkum Rathi (Membership No.6016), C/o. M. Rathi & Co., Practicing Company Secretaries has been appointed as scrutinizer by the Board of Directors.

He further informed the members that with a view to provide an opportunity to the shareholders who could not avail the above e-voting facility to vote, facilities have been provided and necessary ballot paper has already been distributed to the shareholders. He requested to the members that those members who have not cast their vote electronically may cast their vote and participate in the poll. He appointed Mrs. Kumkum Rathi of M/s. M. Rathi & Co., Practicing Company Secretaries and Mrs. Lalita Devi Saraf (shareholder) as scrutiners to scrutinize the voting from ballot paper in fair & transparent manner.

He informed the members that the combined result of e-voting and poll will be declared within 48 hours from the conclusion of the meeting at the Registered Office of the Company. He further informed that the combined result will be put on the Company's website and on the website of NSDL.

Before concluding his speech, the Chairman thanked the Company's Bankers, Shareholders, his fellow Board members, the employees and other stakeholders for their valuable support, co-operation and suggestions.

Clarifications were provided to the queries raised by the Members on the following items of business, as per the Notice of AGM dated May 27, 2016, were transacted at the meeting.

**Ordinary Business:**

1. (a) Adoption of the audited Standalone Financial Statements for the financial year ended 31<sup>st</sup> March, 2016, Reports of the Board of Directors and Auditors thereon (**Ordinary Resolution**).
- (b) Adoption of the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2016 and Report of Auditors' thereon (**Ordinary Resolution**).
2. Re-appointment of Mr. Sanjay Somany (DIN: 00124538), as a director liable to retire by rotation (**Ordinary Resolution**).
3. (a) Ratification of re-appointment of Statutory Auditors (M/s. Lodha & Co) and fixed their remuneration (**Ordinary Resolution**).
- (b) Ratification of re-appointment of Branch Auditors (M/s. Singhi & Co) and fixed their remuneration (**Ordinary Resolution**).



**HINDUSTHAN NATIONAL GLASS  
& INDUSTRIES LTD.**

The Chairman authorized Mr. Ajay Kumar Rai, Company Secretary & Legal Counsel to declare the results of voting within aforesaid time at the Registered Office of the Company. The Scrutinizers' Report was received and accordingly all the resolutions as set out in the notice were declared as passed.

This is for your information and records.

The combined results were notified to the stock exchanges in the format prescribed under Regulation 47(1) of SEBI (Listing Obligations and Disclosure Requirements, 2015 and the details of the said results were also uploaded on the Company's website.

Certified true copy  
For Hindusthan National Glass & Industries Ltd.



(Ajay Kumar Rai)  
Company Secretary & Legal Counsel



**SCRUTINIZER'S REPORT FOR E-VOTING AND VOTING THROUGH BALLOT PAPERS**

**[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 and Companies (Management and Administration) Amendments Rules, 2016]**

To,  
The Chairman  
Of 70<sup>th</sup> Annual General Meeting of Hindusthan National Glass & Industries Limited,  
2, Red Cross Place  
Kolkata- 700 001

**70<sup>th</sup> Annual General Meeting of Equity Shareholders of Hindusthan National Glass & Industries Limited held on Wednesday, September 28, 2016 at CII - Suresh Neotia Centre of Excellence for leadership, DC-36, Sector-I, Salt lake City, Kolkata- 700 064**

Dear Sir,

I, Kumkum Rathi, c/o M. Rathi & Co., Practicing Company Secretary, appointed as a Scrutinizer by the Board of Directors of Hindusthan National Glass & Industries Limited. ("the company") for the purpose of scrutinizing the remote e-voting and voting through ballot papers in a fair and transparent manner and ascertaining the requisite majority of e-voting and voting through ballot papers, carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Amended Rules, 2016 on the below mentioned resolution(s), at the 70<sup>th</sup> Annual General Meeting of the Equity Shareholders of Hindusthan National Glass & Industries Limited, held on Wednesday, 28<sup>th</sup> September, 2016 at 10 a.m. at CII, Suresh Neotia Centre of Excellence for leadership, DC-36, Sector-I, Salt lake City, Kolkata- 700 064.


The Management of the Company is responsible to ensure the Compliance of the requirement of the Companies Act, 2013 and the rules relating to voting through electronic means (by remote e-voting) and ballot paper on the resolutions contained in the notice of the 70<sup>th</sup> Annual General Meeting of the Company. My responsibility as a scrutinizer is to ensure that the voting process both through electronic means and by use of ballots by poll at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast "**in favour**" or




**“against”** in the resolutions stated in the notice to the Chairman, based on the report generated from the e-voting system provided by The National Securities depository Ltd.(NSDL).

**Further to the above, I submit my report as under:**

1. The Company has availed the services of NSDL for the purpose of remote e-voting.
2. The e-voting period remained open from 25.09.2016 (9.00 a.m.) to 27.09.2016 (5.00 p.m.). Remote e-voting was blocked by NSDL at 5.00 p.m. on 27<sup>th</sup>September, 2016.
3. The shareholders holding shares as on the “cut off” date i.e. 21.09.2016 were entitled to vote on the proposed resolutions (item no. 1 to 3) as set out in the notice of the 70<sup>th</sup> Annual General Meeting of Equity Shareholders of Hindustan National Glass & Industries Limited.
4. The votes were unblocked on 28.09.2016 around 12:00 noon in the presence of two witnesses, Mr. Mukesh Rathi and Mr. Manoj Karmakar not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
Name: Mukesh Rathi

  
Name: Manoj Karmakar

5. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted “FOR” or “AGAINST” as set out in the notice of the 70<sup>th</sup> AGM of the Company that were put to vote, were generated from the e-voting website of The NSDL.(<https://evoting.nsdl.com>) and based on such reports generated, the results of the e-voting is given hereunder in the report.
6. After the time fixed for closing of the voting through ballot by the Chairman of the meeting, empty ballot box kept for polling was locked in my presence with due identification mark placed by me.
7. The locked ballot box was subsequently opened in my presence and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.



8. The Company had received 8 proxy forms who had attended the meeting.
9. The combined results of the e-voting and voting through ballot form are as under:

**I(a). Ordinary Resolution: Adoption of Standalone Financial Statements, Directors reports and Auditors reports thereon for the year ended 31<sup>st</sup>March, 2016.**

I. Votes **in favour** of the resolution:

Mode of Voting	Number of members voted through electronic voting system	Number of votes cast	% of total number of valid votes cast
E-Voting	23	75915945	
Ballot	82	310	
Total	105	75916255	100.00

II. Votes **against** the resolution:

Mode of Voting	Number of members voted through electronic voting system	Number of votes cast	% of total number of valid votes cast
E-Voting	1	1	
Ballot	1	15	
Total	2	16	

III. **Invalid/Abstained** votes:

Mode of Voting	Number of members voted through electronic voting system	Number of votes cast	% of total number of valid votes cast
E-Voting	0	0	
Ballot	29	39	
Total	29	39	



Based on the aforesaid result, Ordinary Resolution as contained in item No. I(a) has been passed with requisite majority.

I(b). Ordinary Resolution: Adoption of Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2016

I. Votes **in favour** of the resolution:

Mode of Voting	Number of members voted through electronic voting system	Number of votes cast	% of total number of valid votes cast
E-Voting	23	75915945	
Ballot	82	310	
Total	105	75916255	100.00

II. Votes **against** the resolution:

Mode of Voting	Number of members voted through electronic voting system	Number of votes cast	% of total number of valid votes cast
E-Voting	1	1	
Ballot	1	15	
Total	2	16	

III. **Invalid/Abstained** votes:

Mode of Voting	Number of members voted through electronic voting system	Number of votes cast	% of total number of valid votes cast
E-Voting	0	0	
Ballot	29	39	
Total	29	39	





**Based on the aforesaid result, Ordinary Resolution as contained in item no. I (b) has been passed with requisite majority.**

**2.) Ordinary Resolution -**

**Appointment of a Director in place of Shri Sanjay Somany, who retires by rotation and being eligible offers himself for re-appointment.**

**I. Votes in favour of the resolution:**

Mode of Voting	Number of members voted through electronic voting system	Number of votes cast	% of total number of valid votes cast
E-Voting	16	62351910	
Ballot	82	310	
Total	98	62352220	100.00

**II. Votes against the resolution:**

Mode of Voting	Number of members voted through electronic voting system	Number of votes cast	% of total number of valid votes cast
E-Voting	1	1	
Ballot	1	15	
Total	2	16	

**III. Invalid/Abstained votes:**

Mode of Voting	Number of members voted through electronic voting system	Number of votes cast	% of total number of valid votes cast
E-Voting	2	2331705	
Ballot	29	39	
Total	31	2331744	



**Based on the aforesaid result, Ordinary Resolution as contained in item No. 3 (a) has been passed with requisite majority.**

**3(b) Ratification of Appointment of Branch Auditors (M/s Singhi & Co)**

I. Votes **in favour** of the resolution:

Mode of Voting	Number of members voted through electronic voting system	Number of votes cast	% of total number of valid votes cast
E-Voting	23	75915945	
Ballot	82	310	
Total	105	75916255	100.00

II. Votes **against** the resolution:

Mode of Voting	Number of members voted through electronic voting system	Number of votes cast	% of total number of valid votes cast
E-Voting	1	1	
Ballot	1	15	
Total	2	16	00.00

III. **Invalid/Abstained** votes:

Mode of Voting	Number of members voted through electronic voting system	Number of votes cast	% of total number of valid votes cast
E-Voting	0	0	
Ballot	29	39	
Total	29	39	00.00

**Based on the aforesaid result, Ordinary Resolution as contained in item No. 3 (b) has been passed with requisite majority.**



10. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and the same are handed over to the Compliance Officer for safe keeping.

Thanking you,

Yours faithfully,

  
**(Kumkum Rathie)**  
**Practising Company Secretary**  
**Membership Number: FCS-6016,**  
**CP No: 6209**

Place: KOLKATA

Dated: 28.09.2016