



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/318

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 Extra-ordinary 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 Extra-ordinary 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 28th 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.



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



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

Members present : 180 Members were present (including Proxies)

Directors Present : 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 27th 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. Chairman's Speech

The Chairman informed the members that as per the Audited Annual Accounts of the Company for the financial year ended March 31, 2016, which were approved by the shareholders of the Company at the Annual General Meeting held earlier during the day, the accumulated losses amounting to Rs. 646.75 crores have resulted in erosion of more than 50% of its peak net worth during the four financial years immediately preceding the financial year ended on March 31, 2016. Hence, the Company will be defined as 'Potential Sick Company' under the Act.

He also informed the shareholders that the Board of Directors in their meeting held on May 27, 2016, had also approved the Report of such erosion and revival measures being taken.

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 scrutinizers 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.

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

Ordinary Business:

Erosion of net worth of the Company as per Section 23 of the Sick Industrial Companies (Special Provisions) Act, 1985 as an Ordinary Resolution:

"RESOLVED THAT the Report of the Board of Directors of the Company to the Shareholders on erosion of more than fifty percent of the Company's peak net worth during the immediately preceding four financial years by its accumulated losses as on March 31, 2016 and the causes for such erosion, as required under Section 23 of the Sick Industrial Companies (Special Provisions) Act, 1985, ("SICA") be and is hereby considered and approved."

"RESOLVED FURTHER THAT in accordance with the requirement of Section 23 of the SICA, the Company do report to the Board of Industrial and Financial Reconstruction ("BIFR") of the fact that the accumulated losses of the Company as on March 31, 2016 have resulted in erosion of more than fifty percent of its peak net worth during the immediately preceding four financial years."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to report the aforesaid erosion to the BIFR and to do all such acts, deeds, matters and things as it may deem necessary, desirable or expedient in relation thereto."


"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director(s) or to any Officer(s) of the Company."

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 the Extra ordinary General Meeting of
Hindusthan National Glass & Industries Limited,
2, Red Cross Place
Kolkata- 700 001

Extra Ordinary 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, at the Extra Ordinary General Meeting of the Equity Shareholders of Hindusthan National Glass & Industries Limited, held on Wednesday, 28th September, 2016 at 11 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 papers on the resolutions contained in the notice of the Extra Ordinary 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 27thSeptember, 2016.
3. The shareholders holding shares as on the "cut off" date i.e. 21.09.2016 were entitled to vote on the proposed resolution as set out in the notice of the Extra Ordinary General Meeting of Equity Shareholders of Hindustan National Glass & Industries Limited.
4. The votes were unblocked on 28.09.2016 around 12.30 p.m. 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 EGM of the Company that were put to vote, were generated from the e-voting website of The NSDL.(<https://evoting.nsd.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 results of the e-voting and voting at the meeting are as under:

a) **Ordinary Resolution 1 (a) : Erosion of Net worth of the Company as per Section 23 of the Sick Industrial Companies (Special Provisions) Act, 1985**

Votes in favour of the resolution:

Mode of Voting	Number of members voted through electronic voting system	Number of votes cast	% of number of valid cast votes
E-Voting	23	75915945	
Ballot	82	262	
Total	105	75916207	100.00

I. Votes against the resolution:

Mode of Voting	Number of members voted through electronic voting system	Number of votes cast	% of number of valid cast votes
E-Voting	1	1	
Ballot	4	8	
Total	5	9	

II. Invalid/Abstained votes:

Mode of Voting	Number of members voted through electronic voting system	Number of votes cast	% of number of valid cast votes
E-Voting	0	0	
Ballot	20	43	
Total	20	43	

Based on the aforesaid result, Ordinary Resolution as contained in item No. I 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 Rathi)

Practicing Company Secretary
Membership Number: FCS-6016,
CP No: 6209

Place: KOLKATA

Dated: 28.09.2016
