



HINDUSTHAN NATIONAL GLASS & INDUSTRIES LTD.

Registered Office : 2, Red Cross Place, Kolkata - 700 001

CIN – L26109WB1946PLC013294

Website : www.hngil.com, email : cosec@hngil.com

Tel : (033) 2254 3100, Fax : (033) 2254 3130

NOTICE OF THE 70TH ANNUAL GENERAL MEETING

Notice is hereby given that the 70th Annual General Meeting (AGM) of the Members of Hindusthan National Glass & Industries Limited will be held on Wednesday, September 28, 2016, at 10:00 a.m. at CII–Suresh Neotia Centre of Excellence for Leadership, DC-36, Sector - I, Salt Lake City, Kolkata - 700064, to transact, the following businesses:

Ordinary Business :

1. To consider and adopt :
 - a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2016, the Reports of the Board of Directors and the Auditors thereon and
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016.
2. To appoint a Director in place of Shri Sanjay Somany (DIN: 00124538), who retires by rotation and, being eligible, offers himself for re-appointment.
3. Ratification of Auditors Appointment :
 - a) To consider and if thought fit, to pass the following resolution as an ordinary resolution :

“RESOLVED THAT pursuant to Section 139,142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, pursuant to the recommendations of the Audit Committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on September 5, 2014, the appointment of M/s Lodha & Co., Chartered Accountants, (Registration No. 301051E) as the auditors of the Company to hold office till the conclusion of the AGM to be held in the calendar year 2017 be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2017 as may be determined by the Audit Committee in consultation with the auditors.
 - b) To consider and if thought fit, to pass the following resolution as an ordinary resolution :

“RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, pursuant to the recommendations of the Audit Committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on September 5, 2014, the appointment of M/s Singhi & Co., Chartered Accountants, as the Branch Auditors of the Company to hold office till the conclusion of the AGM to be held in the calendar year 2018 be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2017 as may be determined by the Audit Committee in consultation with the auditors.

By Order of the Board of Directors,
For **Hindusthan National Glass & Industries Limited**

Place : Kolkata
Date : May 27, 2016

(Ajay Kumar Rai)
Company Secretary & Legal Counsel

NOTES:

1. **A member entitled to attend and vote at the AGM (the “meeting”) may appoint a proxy to attend and vote instead of himself/herself in the meeting. The proxy need not be a member of the company.**
2. **A proxy form, duly completed and stamped, must reach the Registered Office of the Company not less than 48 hours before the commencement of the meeting. In case, several joint holders attend the meeting, only such joint holder who is higher in order of names will be entitled to vote at meeting.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate of not more than ten percent of the total share capital of the Company carrying voting rights.
3. Members/Proxies are advised to bring the enclosed Attendance Slip duly filled in for attending the meeting along with the Annual Report already circulated to them. Corporate members intending to send their authorized representatives to attend the meeting are requested to

send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting. Duplicate admission slips and or copies of the report and accounts will not be provided at the AGM venue.

4. The Register of Directors' and Key Managerial Personnel and their Shareholding maintained under section 170 and Register of Contracts or Arrangements in which Directors are interested maintained under section 189, respectively under the Companies Act, 2013, will be available for inspection by the members at the AGM Venue.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 21, 2016 to Wednesday, September 28, 2016 (both days inclusive) for the purpose of AGM.
6. Members are requested to note that all dividends remaining unclaimed for seven years from the date they become first due for payment are now required to be transferred to the "Investor Education and Protection Fund" (IEPF) established by the Central Government under the provisions of the Companies Act, 1956. Members shall not be able to claim any unpaid dividend neither from the fund nor from the Company once unclaimed dividends are transferred to IEPF. It may be noted that unpaid dividend for the financial year ended March 31, 2009 is due for transfer to the IEPF. Details of unclaimed dividend are available on the Company's website www.hngil.com under the section 'Investor'.
7. To support the "Green Initiative" measures undertaken by the Ministry of Corporate Affairs, wherein companies are allowed to send the documents in electronic mode to the shareholders, members are requested to register/update their email address, in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares in physical form with Company's RTA.
8. Members are requested to intimate immediately change of address, if any, to the Registrar & Share Transfer Agent of the Company, M/s. Maheshwari Datamatics Pvt. Ltd., 6, Mangoe Lane, (Surendra Mohan Ghosh Sarani), 2nd Floor, Kolkata - 700 001 and/or to the Company Secretary & Legal Counsel at the Registered Office of the Company at 2, Red Cross Place, Kolkata - 700 001, quoting their folio numbers. Shareholders holding shares in the electronic mode are requested to address all their correspondence to their respective Depository Participant.
9. The Securities & Exchange Board of India (SEBI) has mandated the requirement of having a Permanent Account Number (PAN) by every participant of the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their respective Depository Participants. Members holding shares in physical form can submit their PAN details to the Company's RTA.
10. Members holding shares in the same name or in the same order of names but in several folios are requested to consolidate them into one folio.
11. Brief resume of Shri Sanjay Somany as stipulated under Regulation 36 of the SEBI (Listing Obligations & Disclosures Requirement) Regulations, 2015 forms part of this Notice.
12. Members may note that Annual Report for the financial year 2015-16 and Notice of the AGM will also be available on the company's website www.hngil.com for their download.

Voting through electronic means

- I. In compliance with 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 is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The facility to vote by electronic voting system will not be provided at the AGM Venue.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The remote e-voting period commences on Sunday, September 25, 2016 (9.00 a.m.) and ends on Tuesday, September 27, 2016 (5.00 p.m.).

- IV. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 21, 2016 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- V. The process and manner for remote e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants] :
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (ii) Click on Shareholder - Login
 - (iii) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (iv) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (v) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vi) Select "EVEN" of "Hindusthan National Glass & Industries Limited".
 - (vii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (viii) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (ix) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (x) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xi) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to mrathico@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants or requesting physical copy] :
- (i) Initial password is provided as below in the Attendance Slip for the AGM

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
(ii) Please follow all steps from Sl. No. (i) to Sl. No. (xi) above, to cast vote.		
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 21, 2016.
- X. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 21, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or mdpldc@yahoo.com.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XII. The Board of Directors of the Company has appointed Mrs. Kumkum Rathi, (Membership No. 6016) C/o M/s. M. Rathi & Co., Practicing Company Secretaries, who is not in employment of the Company as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses who are not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XV. Every client ID No./Folio No. will have one vote irrespective of the number of joint holders.
- XVI. The results of voting will be declared within 48 hours from the conclusion of the meeting and the resolution proposed thereat will be deemed to be passed on the date of the meeting subject to receipt of requisite number of votes. The declared results, along with the Scrutinizer report will be available forthwith on the Company's website i.e. www.hngil.com and on the website of NSDL. Such results will also be forwarded to the Stock Exchanges where the Company's shares are listed.

Annexure to the Notice

Details of the Directors seeking appointment/ re-appointment at this Annual General Meeting
(In pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Particulars	Shri Sanjay Somany
DIN:	00124538
Date of Birth	28.07.1958
Date of first appointment on the Board	27.07.1993
Expertise in specific functional areas	A renowned technocrat having in-depth experience in glass technology having experience of more than three decades. He presently looks after the operation and management of the company.
Qualification	Commerce Graduate with diploma in Diesel Engineering.
Directorship held in other public companies (excluding Foreign Companies and Section 8 Companies)	HNG Float Glass Ltd. Amcl Machinery Ltd. Spotlight Vanijya Ltd. Mould Equipment Ltd.
Memberships/Chairmanships of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee)	HNG Float Glass Ltd. Chairman - Audit Committee
No of shares held in the Company	27,82,865
Relationship between directors inter-se	Related to Shri Chandra Kumar Somany & Shri Mukul Somany.

By Order of the Board of Directors,
For **Hindusthan National Glass & Industries Limited**

Place : Kolkata
Date : May 27, 2016

(Ajay Kumar Rai)
Company Secretary & Legal Counsel

Route Map for the AGM Venue
at CII - Suresh Neotia Centre of Excellence for Leadership, DC-36,
Sector - I, Salt Lake City, Kolkata - 700 064



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ATTENDANCE SLIP70th Annual General Meeting- September 28, 2016

Folio No/DP ID & Client ID	
No. of Shares held	
Serial No	
Name of the Member	
Name(s) of Joint Holder(s), if any	
Address	

I /We certify that I/we am/are member(s)/proxy/authorized representative for the members of the Company.

I/We hereby record my/our presence at the 70th Annual General Meeting of the Company, to be held on Wednesday, September 28, 2016 at 10.00 AM at CII-Suresh Neotia Centre of Excellence for Leadership, DC-36, Sector-I, Salt Lake City, Kolkata-700 064.

Member's/Proxy's Name in Block Letters

Member's/Proxy's Signature

Note : 1. Please bring this Attendance Slip to the meeting and hand over the same duly filled in at the entrance of the meeting venue.**2.** Only shareholders of the Company and /or their proxies will be allowed to attend the meeting.**ELECTRONIC VOTING PARTICULARS**

EVEN (Electronic Voting Event Number)	User ID	Password

Note: Please refer to the AGM Notice for e-voting instructions.**HINDUSTHAN NATIONAL GLASS & INDUSTRIES LTD.**

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PROXY FORM: MGT-11**[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

Name of the Member(s):

Registered Address :

E-mail ID :

Folio No/DP ID & Client ID :

I/We, being the Member(s) of Hindusthan National Glass & Industries Limited, holding..... Equity Shares of the above named Company, hereby appoint:

- Name : Address.....
E-mail ID : Signature : or failing him/her;
- Name : Address.....
E-mail ID : Signature : or failing him/her;
- Name : Address.....
E-mail ID : Signature :

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 70th Annual General Meeting of the Company, to be held on Wednesday, September 28, 2016 at 10.00 AM at CII-Suresh Neotia Centre of Excellence for Leadership, DC-36, Sector-I, Salt Lake City, Kolkata-700 064 and at any adjournment thereof in respect of such resolutions as are indicated below :

Sr. No.	Resolutions	Optional *	
		For	Against
Ordinary Business			
1.	a) To consider and adopt the Audited Standalone Financial Statements of the company for the financial year ended March 31, 2016, the Reports of the Board of Directors and the Auditors thereon.		
	b) To consider and adopt the Audited Consolidated Financial Statements of the company for the financial year ended March 31, 2016.		
2.	To appoint a Director in place of Shri Sanjay Somany (DIN: 00124538), who retires by rotation and being eligible offers himself for re-appointment.		
3.	a) To ratify the appointment of M/s. Lodha & Co., Chartered Accountants, as Statutory Auditors of the Company.		
	b) To ratify the appointment of M/s. Singhi & Co., Chartered Accountants, as Branch Auditors of the Company.		

Signed this day of2016

Signature of Shareholder.....

Signature of Proxyholder(s).....

Notes: 1. This form of proxy in order to be effective should be duly completed, signed and deposited at the Company's Registered Office not less than 48 hours before the commencement of the AGM.2. For the Resolutions and Notes, please refer to the Notice of 70th Annual General Meeting of the Company.

3. *It is optional to put a '✓' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Affix
Revenue
Stamp of
` 1/- here