



CONSOLIDATED SCRUTINIZER'S REPORT

[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 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, March 20, 2019 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 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 Extra Ordinary General Meeting of the Equity Shareholders of Hindusthan National Glass & Industries Limited, held on Wednesday, 20th March, 2019 at 10.30 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 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).

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KOLKATA

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 17.03.2019 (9.00 a.m.) to 19.03.2019 (5.00 p.m.). Remote e-voting was blocked by NSDL at 5.00 p.m. on 19.03.2019.
 3. The shareholders holding shares as on the "cut off" date i.e. 13.03.2019 were entitled to vote on the proposed resolutions (item no. 1 to 5) as set out in the notice of the Extra Ordinary General Meeting of Equity Shareholders of Hindusthan National Glass & Industries Limited.
 4. The votes were unblocked on 20.03.2019 10:49 a.m. in the presence of two witnesses, Ms. Reeti Dave and Ms. Chanchal Asopa not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.
- Dave

Name: Reeti Dave

Asopa

Name: Chanchal Asopa
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.nsdl.com>) and based on such reports generated, the results of the e-voting are given hereunder in the report.
 6. The Company has also distributed the physical ballot forms at the venue of the Extra Ordinary General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting.
 7. 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.



8. 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.
9. The Company had received 20 proxy forms and out of which 8 persons had attended the meeting.
10. The combined results of the e-voting and voting through ballot form are as under:

SPECIAL BUSINESS

I. Ordinary Resolution: Reclassification of Authorised Share Capital and consequent amendment to Memorandum of Association

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

Mode of Voting	Number of members voted	Number of votes cast	% of total number of valid votes cast
E-Voting	33	75662464	99.99
Ballot	122	260	00.01
Total	155	75662724	100.00

II. Votes **against** the resolution:

Mode of Voting	Number of members voted	Number of votes cast	% of total number of valid votes cast
E-Voting	0	0	0
Ballot	0	0	0
Total	0	0	0



III. **Invalid/Abstained** votes:

Mode of Voting	Number of members voted	Number of votes cast	% of total number of valid votes cast
E-Voting	0	0	0.00
Ballot	36	106	0.00
Total	36	106	0.00

Based on the aforesaid result, Ordinary Resolution as contained in Item No. 1 has been passed with requisite majority.

2.) **Special Resolution -**

Issue of Compulsorily Convertible Preference Shares on Private Placement basis*

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

Mode of Voting	Number of members voted	Number of votes cast	% of total number of valid votes cast
E-Voting			
Ballot			
Total			

II. Votes **against** the resolution: N.A

Mode of Voting	Number of members voted	Number of votes cast	% of total number of valid votes cast
E-Voting			
Ballot			
Total			



(5)

III. **Invalid/Abstained** votes: N.A

Mode of Voting	Number of members voted	Number of votes cast	% of total number of valid votes cast
E-Voting			
Ballot			
Total			

* The Company could not take up the Special Resolution as contained in Item No. 2, for some pending requisite approval(s) by incoming investor from various Government Authorities. Therefore voting on the same remains uncounted even though voted for.

3.) **Ordinary Resolution -**

Approval to the proposed Related Party Transaction.

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

Mode of Voting	Number of members voted	Number of votes cast	% of total number of valid votes cast
E-Voting	17	13128374	99.99
Ballot	122	260	00.01
Total	139	13128634	100.00

II. Votes **against** the resolution:

Mode of Voting	Number of members voted	Number of votes cast	% of total number of valid votes cast
E-Voting	0	0	0
Ballot	0	0	0
Total	0	0	0



III. **Invalid/Abstained** votes:

Mode of Voting	Number of members voted	Number of votes cast	% of total number of valid votes cast
E-Voting	0	0	0.00
Ballot	36	106	0.00
Total	36	106	0.00

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

4.) **Special Resolution – Re-Appointment of Shri Ratna Kumar Daga (DIN: 00227746) as an Independent Director for another period of five years w.e.f. 1st April, 2019 to 31st March, 2024.**

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

Mode of Voting	Number of members voted	Number of votes cast	% of total number of valid votes cast
E-Voting	33	75662464	99.99
Ballot	122	260	00.01
Total	155	75662724	100.00

II. Votes **against** the resolution:

Mode of Voting	Number of members voted	Number of votes cast	% of total number of valid votes cast
E-Voting	0	0	0
Ballot	0	0	0
Total	0	0	0



III. **Invalid/Abstained** votes:

Mode of Voting	Number of members voted	Number of votes cast	% of total number of valid votes cast
E-Voting	0	0	0.00
Ballot	36	106	0.00
Total	36	106	0.00

Based on the aforesaid result, Special Resolution as contained in item No. 4 has been passed with requisite majority.

5. Special Resolution – Re-Appointment of Shri Dipankar Chatterji (DIN: 00031256) as an Independent Director for another period of five years w.e.f. 1st April, 2019 to 31st March, 2024

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	31	75662419	99.99
Ballot	122	260	00.01
Total	153	75662679	100.00

II. Votes **against** the resolution:

Mode of Voting	Number of members voted	Number of votes cast	% of total number of valid votes cast
E-Voting	1	30	0.0004
Ballot	0	0	0
Total	0	0	0



III. Invalid/**Abstained** votes:

Mode of Voting	Number of members voted	Number of votes cast	% of total number of valid votes cast
E Voting	0	0	0.00
Ballot	36	106	0.00
Total	36	106	0.00

Based on the aforesaid result, Special Resolution as contained in item No. 5 has been passed with requisite majority.

11. 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 Extra Ordinary 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: 20/03/2019

Received the Report of the Scrutinizer

For **Hindusthan National Glass & Industries Limited**



(Lalit Lohia)
Company Secretary