



## HINDUSTHAN NATIONAL GLASS & INDUSTRIES LTD.

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

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CIN - L26109WB1946PLC013294



SEC/SE/100

March 20, 2019

1. The Dy. Manager (Listing)  
**BSE Limited**  
Phiorzee Jeejeebhoy Towers,  
Dalal Street, Mumbai 400023.  
(Scrip Code:515145)
2. The Manager, Listing Department  
**National Stock Exchange of India Limited**  
Exchange Plaza, Bandra Kurla Complex  
Bandra, Mumbai 400051  
(Scrip Code: HINDNATGLS)
3. The Secretary,  
**The Calcutta Stock Exchange Ltd.**  
7, Lyons Range,  
Kolkata-700001  
(Scrip Code:10018003)

Dear Sir(s)/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**

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed the summary proceedings of Extra Ordinary General Meeting of the Company held on Wednesday, March 20, 2019 at CII-Suresh Neotia Centre of Excellence for Leadership, DC-36, Sector-1, Salt Lake City, Kolkata-700 064.

The same is for information and records.

Thanking You,

Yours faithfully,

For **Hindusthan National Glass & Industries Limited**

(Lalit Lohia)  
**Company Secretary**

Encl: As above.



**Gist of Proceedings of the Extra Ordinary General Meeting (EGM) of Hindusthan National Glass & Industries Limited held on Wednesday, 20<sup>th</sup> March, 2019 at CII-Suresh Neotia Centre of Excellence for Leadership, DC- 36, Salt Lake, Kolkata - 700 064 at 10.30 a.m. and concluded at 11.00 a.m.**

Member Present:	410 Members were present (including Proxies)
Directors Present:	Mr. Sanjay Somany, (Chairman)
	Mr. Ratna Kumar Daga, (Chairman of Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee)
	Mr. Dipankar Chatterji
	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 shareholding and other statutory registers/records 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**

Before taking up formal agenda of the meeting for consideration of the members, the Chairman shared the performance of the Company. 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 Extra Ordinary General Meeting. e-voting commenced on Sunday 17<sup>th</sup> March, 2019 and ended on Tuesday 19<sup>th</sup> March, 2019. 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 the members that those members who have not cast their vote electronically may cast their vote and participate in the poll. He requested Mrs. Kumkum Rathi of M/s. M. Rathi & Co., Practicing Company Secretaries to scrutinize the voting from ballot paper in fair & transparent manner and ensure that the ballot box is under lock and key.

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.

The Chairman gave opportunity to the Members to ask questions or seek clarifications on the Agenda items. Thereafter, the Chairman responded to the queries raised/clarifications sought by the Members.

The following items of business, as per the Notice of Extra Ordinary General Meeting dated 20<sup>th</sup> February, 2019 were transacted at the meeting:

**Special Business: -**

1. Re-classification of Authorized Share Capital and Consequent amendment to memorandum of Association. **(Ordinary Resolution)**.
2. Issue of Compulsory Convertible Preference Shares on Private Placement basis – **(Special Resolution)**

The Company didn't take up this special resolution with the members of Company due to some pending requisite approvals by incoming investor from various Government Authorities. Due to non-availability of such approvals, Statutory Auditors were finding difficulty in issuing requisite



certificate. In the aforesaid circumstances, after discussion with the members, the Company decided to take up this matter in future date by issuing a fresh notice.

3. To approve the proposed Related Party Transaction. **(Ordinary Resolution)**
4. Re-appointment of Shri Ratna Kumar Daga (DIN: - 00227746) as an Independent Director for another Period of Five Years w.e.f. 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024. **(Special Resolution)**
5. Re-appointment of Shri Dipankar Chatterji (DIN: - 00031256) as an Independent Director for another Period of Five Years w.e.f. 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024. **(Special Resolution)**

The Chairman authorized Mr. Lalit Lohia, Company Secretary to declare the results of voting within aforesaid time at the Registered Office of the Company.

The Chairman advised the Members that the Voting Results, along with the Scrutinizer's Report, would be made available on the Company's website & also on the website of National Securities Depository Limited (NSDL) and the Results would also be forwarded to the Stock Exchanges.

All the resolutions for consideration except Resolution No. 2 at the Extra Ordinary General Meeting (EGM), as set out in the Notice dated 20<sup>th</sup> February, 2019, have been passed by the members by the requisite majority through remote e-voting and poll at the EGM venue.

This is for your information and records.

Yours faithfully

**For Hindusthan National Glass & Industries Limited**

  
**Lalit Lohia**  
**(Company Secretary)**

