



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.hngil.com

CIN - L26109WB1946PLC013294



SEC/SE/161

14th April, 2021

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(s)/Madam,

Sub: **Submission of Compliance Report on Corporate Governance for the quarter ended 31st March, 2021 under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 with till date amendments**

Please find enclosed herewith the Compliance Report on Corporate Governance for the quarter ended 31st March, 2021 under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 with till date amendments for your information and records.

Kindly acknowledge the receipt.

Thanking You,

Yours truly,

For HINDUSTHAN NATIONAL GLASS & INDUSTRIES LIMITED

(Lalit Lohia)

Company Secretary

Encl: As above



[Home](#)[Validate](#)[Import XML](#)**General information about company**

Scrip code	515145	
NSE Symbol	HINDNATGLS	
MSEI Symbol	NOTLISTED	
ISIN	INE952A01022	
Name of the entity	HINDUSTHAN NATIONAL GLASS & INDUSTRIES LIMITED	
Date of start of financial year	01-04-2020	
Date of end of financial year	31-03-2021	
Reporting Quarter	Yearly	
Date of Report	31-03-2021	Enter the quarter ended date only
Risk management committee	Not Applicable	
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities	

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Annexure I													
Appointments to be submitted by listed entity quarterly/semi													
I. Composition of Board of Directors													
Sl. No./ Sr. No./ (1)	Name of the Director	PAN	DIN	Whether Chairperson is related to MD or CEO		Whether special resolution (Per. Reg. 173A) of Listing Regulations	Date of passing special resolution	Term of the appointment	Date of the appointment	Class of appointment	Term of office in months	No. of Directorships in listed entities (including Directorships in listed entities holding shares in listed entities) (including Directorships in listed entities holding shares in listed entities) (including Directorships in listed entities holding shares in listed entities)	No. of Directorships in listed entities (including Directorships in listed entities holding shares in listed entities) (including Directorships in listed entities holding shares in listed entities) (including Directorships in listed entities holding shares in listed entities)
				Category 1 of directors	Category 2 of directors								
Whether the listed entity has a Nippon (Singapore)													
Yes													
Whether Chairperson is related to MD or CEO													
Yes													
Whether the listed entity has a Nippon (Singapore)													
Yes													
Whether Chairperson is related to MD or CEO													
Yes													
Whether special resolution (Per. Reg. 173A) of Listing Regulations													
Yes													
Date of passing special resolution													
27-05-2019													
Term of the appointment													
24-03-2022													
Date of the appointment													
20-02-2021													
Class of appointment													
Independent Director													
Term of office in months													
12													
No. of Directorships in listed entities (including Directorships in listed entities holding shares in listed entities) (including Directorships in listed entities holding shares in listed entities) (including Directorships in listed entities holding shares in listed entities)													
0													
No. of Directorships in listed entities (including Directorships in listed entities holding shares in listed entities) (including Directorships in listed entities holding shares in listed entities) (including Directorships in listed entities holding shares in listed entities)													
0													
1	Mr. SANJAY SOMANI	00244338	00244338	Executive Director	Chairperson	MD	18-07-2018	27-05-2019	20-02-2021	Independent Director	12	0	0
2	Mr. RAJESH SOMANI	00244339	00244339	Executive Director	Not Applicable	MD	15-10-2006	24-03-2022	04-04-2022	Independent Director	12	0	0
3	Mr. KATIA RAMESH DAGA	00227746	00227746	Non-Executive Independent Director	Not Applicable	Yes	18-09-2019	25-12-2019	01-04-2020	Independent Director	12	0	0
4	Mr. DEEPAK CHATTERJI	00031256	00031256	Non-Executive Independent Director	Not Applicable	Yes	18-09-2019	25-09-2020	01-04-2020	Independent Director	12	0	0
5	Mr. RITA BHIMANI	07709009	07709009	Non-Executive Independent Director	Not Applicable	Yes	02-10-2015	04-03-2020	04-03-2020	Independent Director	12	0	0
6	Mr. ANIL CHANDRA SHAN	00443345	00443345	Non-Executive Independent Director	Not Applicable	Yes	02-03-2010	28-04-2019	18-09-2021	Independent Director	12	0	0




Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Add Notes

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically.

Audit Committee Details

Sr	DIN Number	Name of Committee members	Category 1 of directors	Whether the Audit Committee has a Regular Chairperson		Date of Appointment	Date of Cessation	Remarks
				Category 2 of directors	Yes			
1	00124625	MUKUL SHIMANY	Executive Director	Member	Yes	04-05-2018		
2	00031256	DIPANKAR CHATTERJI	Non-Executive - Independent Director	Member	Yes	10-06-2002		
3	00227746	RATNA KUMAR DAGA	Non-Executive - Independent Director	Chairperson	Yes	27-01-2001		
4	00443348	AMAL CHANDRA SHAH	Non-Executive - Independent Director	Member	Yes	13-08-2019		
5								
6								
7								
8								
9								
10								

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically.

Nomination and remuneration committee

Sr	DIN Number	Name of Committee members	Category 1 of directors	Whether the Nomination and remuneration committee has a Regular Chairperson		Date of Appointment	Date of Cessation	Remarks
				Category 2 of directors	Yes			
1	07106069	RTA BHIMANI	Non-Executive - Independent Director	Member	Yes	04-05-2018		
2	00031256	DIPANKAR CHATTERJI	Non-Executive - Independent Director	Member	Yes	13-05-2003		
3	00227746	RATNA KUMAR DAGA	Non-Executive - Independent Director	Chairperson	Yes	14-06-2000		
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Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically.

Stakeholders Relationship Committee

Sr	DIN Number	Name of Committee members	Category 1 of directors	Whether the Stakeholders Relationship Committee has a Regular Chairperson		Date of Appointment	Date of Cessation	Remarks
				Category 2 of directors	Yes			
1	00227746	RATNA KUMAR DAGA	Non-Executive - Independent Director	Chairperson	Yes	27-01-2001		
2	00124625	MUKUL SHIMANY	Executive Director	Member	Yes	28-05-2015		
3	00124538	SANJAY SHIMANY	Executive Director	Member	Yes	28-05-2015		
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For this quarter kindly note the following points:
 1. Date of Appointment and Date of Cessation (if applicable) must be mandatorily filled for every Committee.
 2. Date of Appointment can be any day upto September 30, 2020.
 3. Date of Cessation must be for the current quarter only, i.e. July 1, 2020 to September 30, 2020

Risk Management Committee							
		Whether the Risk Management Committee has a Regular Chairperson					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1							
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Note: Please enter DIN, After entering DIN, Name of Committee members and Category 1 of Directors shall be pre-filled automatically

Corporate Social Responsibility Committee							
		Whether the Corporate Social Responsibility Committee has a Regular Chairperson		Yes			
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07106069	RITA BHIMANI	Non-Executive - Independent Director	Member	28-05-2015		
2	00124538	SAMAN SOVIANY	Executive Director	Chairperson	20-05-2014		
3	00124625	MUKUL SOVIANY	Executive Director	Member	20-05-2014		
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Other Committee			
Sr	DIN Number	Name of Committee members	Remarks
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Annexure 1

III. Meeting of Board of Directors

Add Notes

Disclosure of notes on meeting of board of directors explanatory

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	12-11-2020			Yes	6	4
2	12-02-2021	91		Yes	6	4

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* to be filled in only for the current quarter meetings



Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory									
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*	Add Notes
1	Audit Committee	01-10-2020				Yes	4	3	
2	Audit Committee	12-11-2020	41			Yes	4	3	
3	Audit Committee	29-12-2020	46			Yes	3	3	
4	Stakeholders Relationship Committee	12-11-2020				Yes	3	1	
5	Audit Committee	12-02-2021				Yes	4	3	
6	Audit Committee	02-03-2021	17			Yes	3	3	
7	Nomination and remuneration committee	12-02-2021				Yes	3	3	
8	Stakeholders Relationship Committee	12-02-2021				Yes	3	1	

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* to be filled in only for the current quarter meetings



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V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
		Disclosure of notes on related party transactions	Add Notes
		Disclosure of notes of material transaction with related party	Add Notes

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Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.hngil.com
2	Terms and conditions of appointment of independent directors	Yes		www.hngil.com
3	Composition of various committees of board of directors	Yes		www.hngil.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.hngil.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.hngil.com
6	Criteria of making payments to non-executive directors	Yes		www.hngil.com
7	Policy on dealing with related party transactions	Yes		www.hngil.com
8	Policy for determining 'material' subsidiaries	Yes		www.hngil.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.hngil.com
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.hngil.com
11	email address for grievance redressal and other relevant details	Yes		www.hngil.com
12	Financial results	Yes		www.hngil.com
13	Shareholding pattern	Yes		www.hngil.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.hngil.com
18	Credit rating or revision in credit rating obtained	Yes		www.hngil.com
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.hngil.com
21	Materiality Policy as per Regulation 30	Yes		www.hngil.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.hngil.com
24	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]			

Add Notes



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Annexure 1.

VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advlce of Board of Directors may be mentioned here:	<input type="button" value="Add Notes"/>



Annexure II

H. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'Independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	NA	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of Independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Any other information to be provided				Add Notes

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III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
Any other information to be provided		Add Notes

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1	Name of signatory	Lalit Lohia
2	Designation	Company Secretary and Compliance Officer




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Signatory Details	
Name of signatory	Lalit Lohia
Designation of person	Company Secretary and Compliance Officer
Place	Kolkata
Date	08-04-2021

