



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/376

September 27, 2023

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 Sirs,

Sub: **Minutes of the Proceedings of 77th Annual General Meeting (AGM)**

Please find enclosed herewith a copy of minutes of the proceedings of the 77th AGM of the Company held on Tuesday, 12th September, 2023, through Video Conferencing or Other Audio Visual means for your information and records.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,

for **Hindusthan National Glass & Industries Limited**

PRITHA Digitally signed by
PRITHA BOSE
BOSE Date: 2023.09.28
11:42:09 +05'30'
(Pritha Bose)
Company Secretary



Encl: As above.



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Minutes of the Seventy-Seventh Annual General Meeting (AGM) of the Members of Hindusthan National Glass & Industries Limited held through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") on Tuesday, 12th September, 2023 at 11.30 a.m. and concluded at 12.12 p.m.

Present:	
Members	71 Members (including Authorized Representatives). Mr. Girish Siriram Juneja (Resolution Professional), Chairman of the Board and its Committees Mr. Sanjay Somany - Director (suspended) & Member
Present	Mr. Ratna Kumar Daga (Independent Director of the erstwhile Board) Mr. Amal Chandra Saha (Independent Director of the erstwhile Board)
Auditors	Mr. Babulal Patni, Secretarial Auditor Mr. Abhishek Mohta, on behalf of M/s Lodha & Co., Chartered Accountants, Joint Statutory Auditors. Mr. Ajay Kumar on behalf of M/s. JKVS & Co., Chartered Accountants, Joint Statutory Auditors.
Scrutinizer	Mrs. Kumkum Rathi, c/o M. Rathi & Co., Company Secretaries
In Attendance	Mr. Bimal Kumar Garodia, President & CFO) Mr. Alok Taparia, Vice President (Finance) Ms. Pritha Bose, Company Secretary Representatives of EY Restructuring LLP (Advisors to RP)

1. **Chairman**

Mr. Girish Siriram Juneja took the chair.

2. **Quorum**

In accordance with Section 103 of the Companies Act, 2013, requisite Quorum was present, the Chairman declared the meeting open. Quorum was present throughout the meeting.

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 Shareholding maintained under Section 170 of the Companies Act, 2013 read with Rule 17 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and other statutory



register/ records along with the Auditors' Report dated 8th August, 2023 and the Secretarial Audit Report was available at the meeting venue and the same would remain open and accessible during the continuance of the meeting to any person having the right to attend the Meeting.

5. **Auditors' Report**

At the request of the Chairman and with the consent of the Shareholders, Mrs. Pritha Bose, Company Secretary, read out the Statutory Auditors 'Report and Secretarial Audit Report for the financial year ended 31st March, 2023.

6. **Chairman's Speech**

Before taking up formal Agenda of the meeting for consideration of the members, the Chairman shared the performance of the Company for the Financial Year 2022-23 with the members. In his speech, the Chairman summarized the overall performance of the Company and drew a profile of the outlook of the Company.

The Chairman informed the shareholders that the overall financial position of the Company continues to be under severe stress. However, there is betterment in operations of the Company since December, 2022 due to decrease in the price of Power & Fuel and raw materials. Due to the ongoing CIRP, the company was unable to do routine/maintenance capex as well as rebuilt of furnaces.

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) and Regulation 44 of the SEBI (Listing Obligations & Disclosures Requirement) Regulations, 2015, (as amended), read with the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 and SEBI the Company had provided facility of remote e-voting or e-voting on the day of AGM to its Members, in respect of the business to be transacted at the 77th AGM. Such e-voting facility was provided through services provided by NSDL. E-voting commenced on Saturday 9th September, 2023 at 9:00 a.m. and ended on Monday 11th September, 2023 at 5:00 p.m. Mrs. Kumkum Rathi (Membership No. 6016), C/o. M. Rathi & Co., Practicing Company Secretaries has been appointed as scrutiner by the Resolution Professional and the Directors in its meeting held on 8th August, 2023.

The Chairman further informed that any Member who was unable to vote during remote e-voting period should avail the option to vote during the AGM. Such Members were requested to e-vote immediately as the voting would be remain opened till 15 minutes' post conclusion of the AGM.

He further informed the members that the combined result of remote e-voting and e-voting on the day of AGM would be declared within 48 hours from the conclusion of the 77th AGM and will be hosted on the Company's website and on the website of NSDL, NSE, BSE and CSE. The Chairman authorized Mrs. Pritha Bose, Company Secretary to declare the results of voting within stipulated time

Before concluding his speech, the Chairman thanked the Company's Bankers, Shareholders, and the employees for their valuable support, cooperation and suggestions.

The Chairman gave opportunity to 7 (Seven) Registered Speakers from members who applied for registration as speakers, to ask questions or seek clarifications on the Agenda items. Thereafter, the Chairman responded to the queries raised/clarifications sought by the said 7 Registered Speakers and all queries were satisfactorily replied.



The following items of business, as per the 77th AGM Notice dated August 8, 2023, were transacted at this meeting.

ORDINARY BUSINESS

Item No.1: To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023, together with Reports of the Directors and the Auditors thereon.

Item No. 2: To appoint a Director in place of Shri Mukul Somany (DIN: 0012462), who retires by rotation and being eligible, offers himself for re-appointment.

Item No. 3: To appoint Auditors and fix their remuneration and in this regard, to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Audit Committee, M/s. JKVS & Co., Chartered Accountants (Firm Registration No. 318086E) be and is hereby appointed as Joint Statutory Auditors of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 82nd Annual General Meeting of the Company, at such remuneration as may be mutually agreed between the RP & Directors and the Statutory Auditors of the Company.”

ORDINARY BUSINESS

Item No.1: Ordinary Resolution

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023, together with Reports of the Board of Directors and the Auditors thereon.

Category	Mode of Voting	No.of shares held (1)	No.of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No.of votes in favour (4)	No.of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote Evoting	63338840	62534090	98.72945	62534090	0	100.00000	0.00000
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		62534090	98.72945	62534090	0	100.00000	0.00000
Public-Institutional holders	Remote Evoting	910	0	0.00000	0	0		
	Evoting at AGM		0	0.00000	0	0		
	Postal		N.A.		N.A.	N.A.	N.A.	N.A.



	Ballot (if applicable)							
	Total		0	0.00000	0	0		
Public-Non Institution holders	Remote Evoting	26213815	1066023	4.06665	1065972	51	99.99522	0.00478
	Evoting at AGM		820000	3.12812	820000	0	100.00000	0.00000
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		1886023	7.19477	1885972	51	99.99730	0.00270
Total		89553565	64420113	71.93473	64420062	51	99.99992	0.00008

Promoter of Promoter group are not interested in the Resolution.

Item No. 2: Ordinary Resolution

To appoint a Director in place of Shri Mukul Somany (DIN: 00124625), who retires by rotation and being eligible, offers himself for re-appointment.

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote Evoting	63338840	56957795	89.92554	56957795	0	100.00000	0.00000
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total			56957795	89.92554	56957795	0	100.00000
Public-Institutional holders	Remote Evoting	910	0	0.00000	0	0		
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total			0	0.00000	0	0	
Public-Non Institution holders	Remote Evoting	26213815	1065973	4.06646	1065923	50	99.99531	0.00469
	Evoting at AGM		820000	3.12812	820000	0	100.00000	0.00000
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total							



	ble)							
	Total		1885973	7.19458	1885923	50	99.99735	0.00265
	Total	89553565	58843768	65.70790	58843718	50	99.99992	0.00008

Shri Mukul Somany, Mukul Somany HUF and Rashmi Somany being interested in the said resolution did not cast their vote on this resolution.

SPECIAL BUSINESS:

Item No. 3: Ordinary Resolution

To appoint M/s JKVS & Co., Chartered Accountants as the Statutory Joint Auditors and fix their remuneration

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	Remote Evoting	63338840	62534090	98.72945	62534090	0	100.00000	0.00000
	Evoting at AGM		0		0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		62534090	98.72945	62534090	0	100.00000	0.00000
Public-Institutional holders	Remote Evoting	910	0	0.00000	0	0		
	Evoting at AGM		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		0	0.00000	0	0		
Public-Non Institution holders	Remote Evoting	26213815	1065973	4.06646	1065923	50	99.99531	0.00469
	Evoting at AGM		820000	3.12812	820000	0	100.00000	0.00000
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.
	Total		1885973	7.19458	1885923	50	99.99735	0.00265
	Total	89553565	64420063	71.93467	64420013	50	99.99992	0.00008

Hence, all resolutions were passed with requisite majority.

The minutes were entered on 25.09.2023

Place: Kolkata
Date : 27.09.2023

Sd/-
CHAIRMAN

