



## 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/416

August 23, 2017

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 Ltd.,**  
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,

### Notice of the 71<sup>st</sup> Annual General Meeting

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, please find enclosed a copy of the Notice dated 12<sup>th</sup> August, 2017 convening the 71<sup>st</sup> Annual General Meeting of the Company on Monday, 18<sup>th</sup> September, 2017 at CII-Suresh Neotia Centre of Excellence for Leadership, DC-36, Sector - I, Salt Lake City, Kolkata - 700 064.

Thanking you,

Yours faithfully,

For Hindusthan National Glass & Industries Limited

(Ajay Kumar Rai)

Company Secretary & Legal Counsel

Encl: as above.



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### NOTICE OF THE 71ST ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 71st Annual General Meeting (AGM) of the Members of Hindusthan National Glass & Industries Limited will be held on Monday, 18th September, 2017, 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 31st March, 2017, 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 31st March, 2017.
2. To appoint a Director in place of Shri Mukul Somany (DIN: 00124625), who retires by rotation and, being eligible, offers himself for re-appointment.

3. a) **Appointment of Statutory Auditors:**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. Doshi, Chatterjee, Bagri & Co LLP, Chartered Accountants (Firm Registration No. 325197E/E300020), be appointed as the Statutory Auditors of the Company, in place of retiring auditors M/s. Lodha & Co, Chartered Accountants (Firm Registration No. 301051E), to hold office from the conclusion of this 71st AGM until the conclusion of the 76th AGM, subject to ratification by members every year, as applicable, at such remuneration and out of pocket expenses, as may be determined by the Audit Committee in consultation with the auditors."

- b) **Ratification of appointment of Branch Auditors :**

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 5th September, 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 31st March, 2018 as may be determined by the Audit Committee in consultation with the auditors."

#### **SPECIAL BUSINESS:**

4. **Appointment of Shri Narayanaswami Sitaraman (DIN: 01114920) as an Independent Director of the Company**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Shri Narayanaswami Sitaraman (DIN: 01114920), be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term upto five consecutive years commencing from 13th April, 2017.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

## 5. Issuance of Equity Shares to Promoters on Preferential Basis

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 42, 62 (1) (c), and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (ICDR), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendments or re-enactment(s) thereof for the time being in force) and other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities (including but not limited to the SEBI, RBI, the Government of India, etc.), and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as "the Board" which expression shall include any Committee constituted for the time being, thereof) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, the consent and approval of the Shareholders be and is hereby accorded to the Board/Committee of Board of Directors to offer, issue and allot, in one or more tranches, upto a maximum of 22,15,000 Equity Shares of ₹ 2/- each on a preferential basis at an issue price of ₹ 207/- per Equity Share (including a premium of ₹ 205/- per Equity Share) aggregating up to ₹ 458,505,000/- (Forty five crores eighty five lakhs and five thousand only) to persons / entities falling under the Promoters / Promoters group, the list of which is provided in the explanatory statement, by way of preferential allotment."

**RESOLVED FURTHER THAT** the fully paid equity shares to be allotted in terms of this resolution shall rank pari passu with the existing equity shares of the Company in all respects and be listed on The BSE Limited, The National Stock Exchange of India Limited and The Calcutta Stock Exchange of India Limited where the Equity Shares of the Company are currently listed and the same shall be subject to lock-in as prescribed under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

**RESOLVED FURTHER THAT** the "Relevant Date" for determination of applicable offer price for issue of Equity Shares on preferential basis be fixed as 18th August, 2017, (19th August, 2017 being a weekend, the preceding date is considered as Relevant Date) being the date 30 days prior to the date on which the shareholders shall pass the special resolution to consider the proposed preferential issue (i.e. 18th September, 2017).

**RESOLVED FURTHER THAT** a Special Committee comprising of Shri Sanjay Somany, Shri Mukul Somany, Shri Dipankar Chatterji and Shri Ratna Kumar Daga be and is hereby constituted and empowered and authorised to determine, allot, vary, modify or alter any of the terms and conditions.

**RESOLVED FURTHER THAT** in accordance with the provisions of Regulation 74 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the issuance and allotment of Equity Shares shall be completed within 15 (fifteen) days from the date of passing of the special resolution by the shareholders, in case approval from any regulatory body is pending, then 15 days shall be counted from the date of approval."

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board/Special Committee be and is hereby authorized to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to any Director or Key Managerial Personnel (KMP) of the Company as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding the dates of allotment, allotment in consonance with the ICDR Regulations, listing of the equity shares to be issued and allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to SEBI, the RBI, etc. and such other approvals as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the equity shares and to execute all such deeds, documents, writings, agreements, applications, forms in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable."

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

(Ajay Kumar Rai)  
Company Secretary & Legal Counsel

Place : Kolkata

Date : 12th August, 2017

**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. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at this AGM, is annexed.
5. 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.
6. The Register of Members and Share Transfer Books of the Company will remain closed from **Monday, 11th September, 2017 to Monday, 18th September, 2017 (both days inclusive)** for the purpose of AGM.
7. 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 Section 124 of the Companies Act, 2013. 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 31st March, 2010 is due for transfer to the IEPF. Details of unclaimed dividend are available on the Company's website [www.hngil.com](http://www.hngil.com) under the section 'Investor'.
8. 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.
9. 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., 23, R.N Mukherjee Road, 5th Floor, Kolkata - 700001 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.
10. 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.
11. 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.
12. Brief resume of Shri Mukul Somany and Shri Narayanaswami Sitaraman as stipulated under Regulation 36 of the SEBI (Listing Obligations & Disclosures Requirement) Regulations, 2015 forms part of this Notice.
13. Members may note that Annual Report for the financial year 2016-17 and Notice of the AGM will also be available on the company's website [www.hngil.com](http://www.hngil.com) for their download.

**Voting through electronic means**

1. In compliance with provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (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 **Thursday, 14th September, 2017 (9:00 am)** and ends on **Sunday, 17th September, 2017 (5:00 pm)**.
- 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 **11th September, 2017**, 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 casted 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(s)] :
- (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.
  - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
  - (iii) Click on Shareholder – Login
  - (iv) Put your user ID and password noted in Step (i) above. Click Login.
  - (v) 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.
  - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - (vii) Select "EVEN" of "Hindusthan National Glass & Industries Limited".
  - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) 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](mailto:mrathico@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
  - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) 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.nsd.com](http://www.evoting.nsd.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 **Monday, 11th September, 2017**.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **11th September, 2017**, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [mdpldc@yahoo.com](mailto: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?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://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](http://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.

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## **Annexure to the Notice**

### **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:**

#### **Item No. 4**

Based on the recommendation of the Nomination & Remuneration Committee and subject to the approval of shareholders, the Board of Directors of the Company have appointed Shri Narayanaswami Sitaraman as an Additional Director (Independent) of the Company.

As an Additional Director, Shri Narayanaswami Sitaraman holds office till the date of the AGM and is eligible for being appointed as an Independent Director. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") together with the requisite amount of deposit from a Member signifying his intention to propose the appointment of Shri Narayanaswami Sitaraman as a Director of the Company. The Company has also received a declaration from Shri Narayanaswami Sitaraman confirming that he meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Shri Narayanaswami Sitaraman is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

Shri Narayanaswami Sitaraman, is a noted consultant having wide range of experience in handling Legal, Company Secretarial, Administration and Personnel matters and in the opinion of the Board is a person of integrity and possesses relevant expertise and experience for being appointed as Independent Director of the Company.

A copy of the draft letter of appointment for Independent Directors, setting out the terms and conditions for appointment of Independent Directors is available for inspection by the Members at the registered office of the Company during business hours on any working day and is also available on the website of the Company [www.hngil.com](http://www.hngil.com).

Shri Narayanaswami Sitaraman is not related to any other Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel and their relatives, except Shri Narayanaswami Sitaraman, is in any way, concerned or interested in the said resolution.

The resolution as set out in item No. 4 of this Notice is accordingly commended for your approval.

**Item No. 5**

The Board of Directors at its meeting held on 12th August, 2017 subject to the approvals from the shareholders and Statutory Authorities, has approved the proposal to offer 22,15,000 Equity Shares of ₹ 2/- each to the unsecured loan holders (as mentioned below) on a preferential basis at an issue price of ₹ 207 per Equity Share (including a premium of ₹ 205 per equity share) aggregating up to ₹ 458,505,000/- (Forty five crores eighty five lakhs and five thousand only), which is derived in terms of the ICDR Regulation 76A.

The detail of unsecured loans proposed to be converted into equity shares is as under:

Name	Amount	Category
Sudha Somany	66,240,000	Promoter
Sanjay Somany	68,310,000	Promoter
Mukul Somany	68,310,000	Promoter
Brabourne Commerce Private Limited	69,345,000	Promoter
Khazana Marketing Private Limited	57,960,000	Promoter
Spotme Tracon Private Limited	35,190,000	Promoter
Rungamattee Trexim Private Limited	35,190,000	Promoter
Saurav Contractors Private Limited	57,960,000	Promoter

SI No.	Category	Pre Issue		Preferential Issue	Post Issue	
		No of Shares Held	% of holding		No of Shares Held	% of holding
A.	Shareholding of Promoter and Promoter Group					
1	Indian					
a	Individual/HUF	14,668,285	16.79	980,000	15,648,285	17.47
b	Bodies Corporate	46,455,555	53.19	1,235,000	47,690,555	53.25
c	Any Other Specify	--	--	--	--	--
	<b>Sub Total (A1)</b>	<b>61,123,840</b>	<b>69.98</b>	<b>2,215,000</b>	<b>63,338,840</b>	<b>70.73</b>
2	Foreign Promoters					
	<b>Sub Total (A2)</b>	--	--	--	--	--
	<b>Total Shareholding of Promoter and Promoter Group</b>	<b>61,123,840</b>	<b>69.98</b>	<b>2,215,000</b>	<b>63,338,840</b>	<b>70.73</b>
B	Non-Promoter Holding					
1	Institutional Investors	63,48,025	7.27	--	63,48,025	7.09
2	Non Institutional	19,866,700	22.75	--	19,866,700	22.18
	<b>Sub Total (B2)</b>	<b>26,214,725</b>	<b>30.02</b>	<b>--</b>	<b>26,214,725</b>	<b>29.27</b>
	<b>TOTAL</b>	<b>87,338,565</b>	<b>100</b>	<b>2,215,000</b>	<b>89,553,565</b>	<b>100.00</b>

**a. The time within which the preferential issue shall be completed:**

As required under Chapter VII of the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue at the Annual General Meeting or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 (fifteen) days from the date of such approval(s), as the case may be.

**b. No. of persons to whom allotment on Preferential Basis has already been made during the year, in terms of Number of Securities as well as Price:**

The Company has not made any preferential allotments during the year.

**c. The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control proposed allottee, the percentage of post preferential issue capital that may be held by it and change in control, if any, in the issuer consequent to the preferential issue:**

SI No	Name of the Proposed Allottee	Category	Ultimate Beneficial Owner	Pre Allotment Holding		No of equity shares to be allotted	Post Allotment Holding	
				No of Shares Held	% of shareholding		No of Shares Held	% of shareholding
1	Sudha Somany	Promoter	Sudha Somany	1,509,070	1.73%	320,000	1,829,070	2.04%
2	Sanjay Somany	Promoter	Sanjay Somany	2,782,865	3.19%	330,000	3,112,865	3.48%
3	Mukul Somany	Promoter	Mukul Somany	3,691,370	4.23%	330,000	4,021,370	4.49%

Sl No	Name of the Proposed Allottee	Category	Ultimate Beneficial Owner	Pre Allotment Holding		No of equity shares to be allotted	Post Allotment Holding	
				No of Shares Held	% of shareholding		No of Shares Held	% of shareholding
4	Brabourne Commerce Private Limited	Promoter	Brabourne Commerce Private Limited	21,414,485	24.52%	335,000	21,749,485	24.29%
5	Khazana Marketing Private Limited	Promoter	Khazana Marketing Private Limited	--	--	280,000	280,000	0.31%
6	Spotme Tracon Private Limited	Promoter	Spotme Tracon Private Limited	4,420,545	5.06%	170,000	4,590,545	5.13%
7	Rungamattee Trexim Private Limited	Promoter	Mukul Somany	4,420,550	5.06%	170,000	4,590,550	5.13%
8	Saurav Contractors Private Limited	Promoter	Saurav Contractors Private Limited	--	--	280,000	280,000	0.31%

**d. Change in the control or composition of the Board:**

There shall be no change in the Board composition or control of the Company pursuant to the issue of equity shares under the preferential issue. The members may also note that after the proposed issue of shares to the promoters and others through preferential allotment, the increase of promoter shareholder shall be 0.75%, which therefore does not encompass the requirement of open offer in compliance of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time till date.

**e. Relevant Date:**

The relevant date for the preferential issue, as per the SEBI (ICDR Regulation), as amended from time to time, for the determination of price for the issue of the above mentioned Equity Shares shall be 18th August, 2017, (19th August, 2017 being a weekend, the preceding date is considered as Relevant Date) being the date 30 days prior to the date of Annual General Meeting (i.e. 18th September, 2017) at which the matter shall be placed before the Shareholders for their approval.

**f. Pricing and undertaking to re-compute the price:**

The equity shares will be allotted at a price of ₹ 207 per Share (including a premium of ₹ 205 per equity share) which is in accordance with the provisions of Regulation 76 A of the ICDR Regulations. Further, the Company undertakes to re-compute the price of the equity shares being issued under preferential issue, if at all required, in terms of the provisions of the ICDR Regulations.

**g. Undertaking to put under lock-in till the recomputed price is paid:**

The Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in ICDR Regulations, the specified equity shares shall continue to be locked-in till the time such amount is paid by the allottee(s).

**h. Lock-in requirement:**

The equity shares to be allotted on preferential issue shall be subject to the lock-in period as applicable in accordance with the Chapter VII of the ICDR Regulations.

**i. Auditor's Certificate:**

A certificate from the Auditors of the Company certifying that the proposed preferential issue of shares is being made in accordance with the requirements of Chapter VII of the ICDR Regulations shall be placed before the shareholders at the General Meeting.

**j. Justification for the allotment proposed to be made for consideration other than cash together with the Valuation Report of the Registered Valuer:**

It is proposed that the unsecured loans shall be discharged by the issuance of 22,15,000 Equity Shares of ₹ 2/- each on a preferential basis at an issue price of ₹ 207 per Equity Share (including a premium of ₹ 205 equity share) aggregating up to ₹ 458,505,000/- (Forty five crores eighty five lakhs and five thousand only). The valuation report received from M/s Bansi S Mehta & Co, Chartered Accountant will also be placed at the General Meeting.

The Board of Directors of the Company believes that the proposed Preferential Issue is in the best interest of the Company and its Members. The Board, therefore, recommend the Special Resolution set out at item no. 5 for the approval of the members.

Shri. Sanjay Somany, Chairman and Shri. Mukul Somany, Vice Chairman & Managing Directors and their relatives being part of the promoter/ promoter group are concerned or interested in the above referred resolution to the extent of their shareholding in the Company.



None of the Directors except those mentioned above, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise in the said resolution, except to the extent of their individual shareholding in the Company.

The resolution as set out in item No. 5 of this Notice is accordingly commended for your approval.

**Disclosure relating to Directors pursuant to Regulation 36 of Listing Regulations and Secretarial Standards on General Meetings:**

Particulars	Shri Mukul Somany	Shri Narayanaswami Sitaraman
DIN:	00124625	01114920
Date of Birth	15/10/1965	08/11/1939
Date of first appointment on the Board	23/07/1992	13/04/2017
Expertise in specific functional areas	A second generation entrepreneur having more than 25 years of experience in the glass industry. He has been the driving force behind Company's acquisition, marketing, branding strategies over the years and also oversees the administrative function in the Company.	A noted consultant having wide range of experience in handling Legal, Company Secretarial, Administration and Personnel matters
Qualification	B.Com (Hons)	Barrister –at –Law, FCIS, FCS, FBIM.
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	HNG Float Glass Ltd
Memberships/Chairmanships of other public companies(includes only Audit Committee and Stakeholders' Relationship Committee)	Spotlight Vanijya Ltd Audit Committee Nomination and Remuneration Committee.	HNG Float Glass Ltd Audit Committee
No of shares held in the Company	36,91,370	Nil
Relationship between directors inter-se	Related to Shri Sanjay Somany.	Nil

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

Place : Kolkata  
Date : 12th August, 2017

(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



**CERTIFIED TRUE COPY**