



# 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/446

September 18, 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 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: Proceedings of the 71<sup>st</sup> Annual General Meeting - Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015


Please find enclosed the summary proceedings of the 71<sup>st</sup> Annual General Meeting of the Company held on Monday, September 18, 2017 at CII-Suresh Neotia Centre of Excellence for Leadership, DC-36, Sector-I, Salt Lake City, Kolkata-700 064.

We also enclose the Report of the Scrutinizer dated 18<sup>th</sup> September, 2017, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014.

The same is for information and records.

Thanking You,

Yours sincerely,  
For Hindusthan National Glass & Industries Ltd.

  
(Ajay Kumar Rai)  
Company Secretary & Legal Counsel

Encl: As above.



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Gist of the proceedings of the 71<sup>st</sup> Annual General Meeting of Hindusthan National Glass & Industries Limited commenced at 10.00 a.m. on Monday, 18<sup>th</sup> September, 2017 at CII-Suresh Neotia Centre of Excellence for Leadership, DC- 36, Salt Lake, Kolkata - 700 064 and concluded at 10.50 a.m.

<u>Members present :</u>	298 Members were present (including Proxies)
<u>Directors Present :</u>	Mr. Sanjay Somany, (Chairman)
	Mr. Ratna Kumar Daga, (Chairman of Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee)
	Mr. Dipankar Chatterji
	Mr. Narayanaswami Sitaraman

### 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 Shareholdings and other statutory registers/records along with the Auditors' Report dated 15<sup>th</sup> May, 2017 was available at the meeting venue and the same would remain open and accessible during the continuance of the meeting to the shareholders.

### 5. Auditors' Report

At the request of the Chairman and with the consent of the Shareholders, Mr. Ajay Kumar Rai, Company Secretary & Legal Counsel, read out the Auditors' Report dated 15<sup>th</sup> May 2017.

### 6. Chairman's Speech

The members paid their rich homage to Late C. K. Somanyji, by observing one-minute silence as a mark of respect to the departed soul.

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 2016-17 with the members. 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 Annual General Meeting. E-voting commenced on 14<sup>th</sup> September, 2017 and ended on 17<sup>th</sup> September, 2017. 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 to the members that those members who have not cast their vote electronically may cast their vote and participate in the poll. He appointed Mrs. Kumkum Rathi of M/s. M. Rathi & Co., Practicing Company Secretaries and Mr Sumit Saraf (shareholder) as scrutinizers to scrutinize the voting from ballot paper in fair & transparent manner.

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 AGM dated August 12, 2017, were transacted at the meeting.

**ORDINARY BUSINESS:**

1. (a) Adoption of the audited Standalone Financial Statements for the financial year ended 31<sup>st</sup> March, 2017, Reports of the Board of Directors and Auditors thereon (**Ordinary Resolution**).
- (b) Adoption of the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2017 and Report of Auditors' thereon (**Ordinary Resolution**).
2. Re-appointment of Mr. Mukul Somany (DIN: 00124625), as a director liable to retire by rotation (**Ordinary Resolution**).
3. (a) Appointed M/s. Doshi Chatterjee Bagri & Co LLP, Chartered Accountants (Firm Registration No.325197E/E300020) as Statutory Auditors of the Company and fixed their remuneration (**Ordinary Resolution**).
- (b) Ratification of re-appointment of Branch Auditors (M/s. Singhi & Co) and fixed their remuneration (**Ordinary Resolution**).



**SPECIAL BUSINESS**

4. Appointed Mr. Narayanaswami Sitaraman (DIN: 01114920) as an Independent Director of the Company.
5. Approved for issuance of 22,15,000 Equity Shares of Rs.2/- each to Promoters on Preferential Basis at an issue price of of Rs.207/- per share.

The Chairman authorized Mr. Ajay Kumar Rai, Company Secretary & Legal Counsel to declare the results of voting within aforesaid time at the Registered Office of the Company. The Scrutinizers' Report was received and accordingly all the resolutions as set out in the notice were declared as passed.

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 and the Results would also be forwarded to the Stock Exchanges.

All the resolutions for consideration at the 71<sup>st</sup> AGM, as set out in the Notice dated 12<sup>th</sup> August, 2017, have been passed by the Members by the requisite majority through remote e-voting and poll at the AGM venue.

This is for your information and records.

Certified true copy  
For Hindusthan National Glass & Industries Ltd.

(Ajay Kumar Rai)  
Company Secretary & Legal Counsel





**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 71<sup>st</sup> Annual General Meeting of  
Hindusthan National Glass & Industries Limited,  
2, Red Cross Place  
Kolkata- 700 001

**71<sup>st</sup> Annual General Meeting of Equity Shareholders of Hindusthan National Glass & Industries Limited held on Monday, September 18, 2017 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 71<sup>st</sup> Annual General Meeting of the Equity Shareholders of Hindusthan National Glass & Industries Limited, held on Monday, 18<sup>th</sup> September, 2017 at 10 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 71<sup>st</sup> Annual 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).






**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 14.09.2017 (9.00 a.m.) to 17.09.2017 (5.00 p.m.). Remote e-voting was blocked by NSDL at 5.00 p.m. on 17<sup>th</sup> September, 2017.
3. The shareholders holding shares as on the “cut off” date i.e. 11.09.2017 were entitled to vote on the proposed resolutions (item no. 1 to 5) as set out in the notice of the 71<sup>st</sup> Annual General Meeting of Equity Shareholders of Hindusthan National Glass & Industries Limited.
4. The votes were unblocked on 18.09.2017 around 10:52 a.m. in the presence of two witnesses, Mr. Mukesh Rathi and Ms. Jyoti Sinha not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
Name: Mukesh Rathi

  
Name: Jyoti Sinha

5. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted “FOR” or “AGAINST” as set out in the notice of the 71<sup>st</sup> AGM 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 is given hereunder in the report.
6. The Company has also distributed the physical ballot forms at the venue of the Annual 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 18 proxy forms and out of which 15 persons had attended the meeting.
10. The combined results of the e-voting and voting through ballot form are as under:

### **ORDINARY BUSINESS**

#### **I(a). Ordinary Resolution: Adoption of Standalone Financial Statements, Boards reports and Auditors reports thereon for the year ended 31<sup>st</sup>March, 2017.**

##### 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	28	73099799	
Ballot	127	379	
Total	155	73100178	100

##### 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	1	
Ballot	0	0	
Total	1	1	



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	
Ballot	26	83	
Total	26	83	

**Based on the aforesaid result, Ordinary Resolution as contained in item No. I(a) has been passed with requisite majority.**

**I(b). Ordinary Resolution: Adoption of Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2017**

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	28	73099799	
Ballot	127	379	
Total	155	73100178	100

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	1	
Ballot	0	0	
Total	1	1	





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	
Ballot	26	83	
Total	26	83	

**Based on the aforesaid result, Ordinary Resolution as contained in item no. I (b) has been passed with requisite majority.**

**2.) Ordinary Resolution -**

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

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	21	62738919	
Ballot	127	379	
Total	148	62739298	100

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	2	16	
Ballot	0	0	
Total	2	16	



**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	
Ballot	26	83	
Total	26	83	

**Based on the aforesaid result, Ordinary Resolution as contained in Item No. 2 has been passed with requisite majority.**

**3.) Ordinary Resolution -**

**(a) Appointment of Statutory Auditors (M/s Doshi , Chatterjee, Bagri & Co LLP)**

**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	27	73099784	
Ballot	127	379	
Total	154	73100163	100

**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	2	16	
Ballot	0	0	
Total	2	16	



**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	
Ballot	26	83	
Total	26	83	

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

**3(b) Ratification of Appointment of Branch Auditors (M/s Singhi & Co)**

**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	27	73099784	
Ballot	127	379	
Total	154	73100163	100

**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	2	16	
Ballot	0	0	
Total	2	16	

**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	
Ballot	26	83	
Total	26	83	



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

**SPECIAL BUSINESS**

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

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	27	73099784	
Ballot	127	379	
Total	154	73100163	100

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	2	16	
Ballot	0	0	
Total	2	16	

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	
Ballot	26	83	
Total	26	83	

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



**5. Special Resolution: Issuance of Equity Shares to Promoters on Preferential Basis**

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	14	30841667	
Ballot	127	379	
Total	141	30842046	100

II. Votes **against** 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	4	888	
Ballot	0	0	
Total	4	888	

III. **Invalid/Abstained** votes:

Mode of Voting	Number of members voted through electronic voting system	Number of votes cast	% of total number of valid votes cast
E-Voting	0	0	
Ballot	26	83	
Total	26	83	

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



2.) 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 Annual 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: 18.09.2017

Received the Report of the Scrutinizer

For **Hindusthan National Glass & Industries Limited**



(Ajay Kumar Rai)

Company Secretary & Legal Counsel

