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.hngindia.com
CIN - L26109WB1946PLC013294

ISO 9001 : 2000 DNV REGISTERED FIRM

SEC/SE/332 October 20, 2016

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: **Proceedings of Annual General Meeting (AGM)**

Please find enclosed herewith a copy of proceedings of the AGM of the Company held at CII – Suresh Neotia Centre of Excellence for Leadership, DC-36, Sector-1, Salt Lake City, Kolkata 700 064, on Wednesday, the 28th September, 2016 for your information and records.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,
for **Hindusthan National Glass & Industries Ltd.**

(Ajay Kumar Rai)
Company Secretary & Legal Counsel

Encl: As above.

MINUTE BOOK

Minutes of the Seventieth Annual General Meeting of the Members of Hindusthan National Glass & Industries Ltd. held at CII – Suresh Neotia Centre of Excellence for Leadership, DC-36, Sector-1, Salt Lake City, Kolkata 700 064, on Wednesday, the 28th September, 2016 at 10.00 a.m. and concluded at 11.20 a.m.

Present:	
Members	171 Members in person, including Authorised Representatives holding 64703483 equity shares.
	8 Members through proxies deposited with the Company holding 11062785 equity shares.
Directors Present	Mr. Sanjay Somany (Member)
	Mr. Ratna Kumar Daga (Chairman of Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee)
	Mrs. Rita Bhimani (Woman Independent Director)

Statutory Auditor	Represented by Mr. H. K. Verma, Senior Partner M/s. Lodha & Co., Chartered Accountants
Secretarial Auditor	Mr. Babulal Patni, Practising Company Secretary
Scrutinizer	Mrs. Kumkum Rathi, c/o M. Rathi & Co., Company Secretaries
Company Secretary & Legal Counsel	Mr. Ajay Kumar Rai

1. **Chairman**

Mr. Ratna Kumar Daga, welcomed all those present to the 70th AGM of the Company. He informed to shareholders that due to illness, Mr. Chandra Kumar Somany, Chairman of the Company, could not able to attend the meeting and therefore, in accordance with the Articles of Association of the Company, Mr. Sanjay Somany, Vice Chairman & Managing Director, was appointed as Chairman of the meeting.

Mr. Sanjay Somany 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

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CHAIRMAN'S INITILS

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For Hindusthan National Glass & Industries Limited

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27th May, 2016 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, Shri Ajay Kumar Rai, Company Secretary & Legal Counsel, read out the Qualification, Observation and Emphasis of Matter as set out in the Auditors 'Report dated 27th May, 2016 for the financial year ended 31st March, 2016.

The Chairman further informed the members that the Secretarial Auditors' Report dated 11th April, 2016, does not contain any qualification.

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 2015-16 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 the Companies Act, 2013 and the Listing Agreements with the Stock Exchanges, the Companies have provided the facility of remote e-voting on all the resolutions as set out in the notice of the Annual General Meeting. Remote e-voting commenced on 25th September, 2016 at 9.00 a.m. and ended on 27th September, 2016 at 5.00 p.m..

He further informed the members that with a view to provide an opportunity to the shareholders who could not avail the remote e-voting facility to vote, facilities have been provided and necessary ballot paper has been distributed to the shareholders. He requested to the members that those members who have not cast their vote electronically may cast their vote in accordance with the provisions of the Companies Act, 2013 and rules made thereunder.

He further informed that Smt. Kumkum Rathi (Membership no. FCS-6016), C/o. M. Rathi & Co, Company Secretaries, has been appointed as scrutinizer by the Board of Directors to scrutinize the remote e-voting process and voting through ballot in fair and transparent manner. Mrs. Lalita Devi Saraf was also appointed as the Scrutinizer along with Mrs. Kumkum Rathi to scrutinize the voting by Ballot paper.

The Chairman then invited the Shareholders to ask any question and/or otherwise offer their comments. All the shareholders who wanted to speak were given an opportunity. Some of the members present raised their queries in the meeting and commented on financial performance of the Company, its future plans and prospects.

After all the queries, appropriate replies and information were given by the Chairman to such queries/Comments and suggestions.

Before concluding his speech, the Chairman thanked the Company's Lenders, financial institution, Stakeholders, his fellow Board members, and the employees of the Company for their valuable support, co-operation and suggestions.

The Chairman, thereafter read the Resolutions in respect of the items on the Agenda of the Meeting.

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For Hindusthan National Glass & Industries Limited

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MINUTE BOOK

ORDINARY BUSINESS

Item no.1 (a): Adoption of Audited Standalone Financial Statements for the year ended 31st March, 2016, the Reports of the Board of Directors and the Auditors' thereon

Mr. M. S. Dey proposed and Mr. Goutam Nandi seconded the following Resolution as an Ordinary Resolution: -

"RESOLVED THAT the audited Standalone Financial Statements of the Company for the financial year ended 31st March 2016, together with the Boards Report and the Auditors' Report thereon as circulated to all the shareholders and now laid before this meeting, be and each one of the same is hereby considered and adopted."

Item no. 1(b): Adoption of Audited Consolidated Financial Statements for the financial year ended 31st March, 2016

Mr. M. S. Dey proposed and Mr. Goutam Nandi seconded the following Resolution as an Ordinary Resolution:-

"RESOLVED THAT the audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2016, as circulated to all the shareholders and now laid before this meeting, be and is hereby considered and adopted."

Mr. Sanjay Somany, being interested in Item No.2, he is going to take up the Item No.3 of the Agenda first and then will proceed with the Item no. 2.

Item no. 3(a): Ratification of Appointment of M/s Lodha & Co., (Reg. no. 301051E), Chartered Accountants, as a Statutory Auditors

Mr. M. S. Dey proposed and Mr. K. Das seconded 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 September 5, 2014, the appointment of M/s. Lodha & Co., Chartered Accountants, (Registration No. 301051E) as the auditors of the Company to hold office till the conclusion of the AGM to be held in the calendar year 2017 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 March 31, 2017 as may be determined by the Audit Committee in consultation with the auditors."

Item no. 3(b): Ratification of Appointment of M/s Singhi & Co., (Reg. no. 302049E), Chartered Accountants, as a Branch Auditor

Mr. K. Das proposed and Mr. P. M. Bothra seconded 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 September 5, 2014, the appointment of M/s. Singhi & Co., Chartered Accountants, (Registration No. 302049E) 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 March 31, 2017 as may be determined by the Audit Committee in consultation with the auditors."

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Mr. Sanjay Somany, being interested, he requested Mr. Ratna Kumar Daga to take the chair for Item No.2.

Item no. 2: Re-appointment of Mr. Sanjay Somany (DIN: 00124538), as Director of the Company, who retires by rotation and being eligible offers himself for re-appointment

Mr. P. K. Purkait proposed and Mr. S. K. Singhania seconded the following Resolution as an Ordinary Resolution: -

"RESOLVED THAT Mr. Sanjay Somany (DIN: 00124538) a Director who retires by rotation at this Annual General Meeting and who being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

Mr. Ratna Kumar Daga, handed over the chair to Mr. Sanjay Somany.

7. The Chairman, thereafter announced commencement of voting through ballot paper on all the resolutions set forth in the notice convening the AGM. The Scrutinizer was provided with the Register of Members, specimen signatures of the members, Attendance Register, Proxy register and all other documents received by the Company pursuant to Sections 105 and 113 of the Companies Act, 2013. Empty ballot box was shown to the members and were then locked and sealed by the Scrutinizer before the Commencement of the voting by the ballot paper.

   The meeting concluded at 11:20 a.m. when the last ballot was cast with a vote of thanks to the chair.

8. The Consolidated Scrutinizers Report dated 28th September, 2016, inter-alia, containing the combined results of remote e-voting and voting through ballot paper at the AGM venue was presented to the Chairman.

   On the basis of the Scrutinizers Report for remote e-voting and voting through ballot paper the Chairman declared the result, which are as under:

Item no.1 (a): Adoption of audited Standalone Financial Statements, Boards Report & Auditors' Report for the year ended 31st March, 2016 – Ordinary Resolution

Particulars	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against votes polled	Invalid votes
e-Voting	75915945	1	100.00	0.00	0
Poll	310	15	100.00	0.00	39
Total	75916255	16	100.00	0.00	39

Item no. 1(b): Adoption of audited Consolidated Financial Statements for the financial year ended 31st March, 2016– Ordinary Resolution

Particulars	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against votes polled	Invalid votes
e-Voting	75915945	1	100.00	0.00	0
Poll	310	15	100.00	0.00	39
Total	75916255	16	100.00	0.00	39

CHAIRMAN'S INITILS



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Item no. 2: Re-appointment of Shri Sanjay Somany, as Director of the Company, who retires by rotation and being eligible offers himself for re-appointment – Ordinary Resolution

Particulars	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against votes polled	Invalid votes
e-Voting	62351910	1	100.00	0.00	331705
Poll	310	15	100.00	0.00	39
Total	62352220	16	100.00	0.00	2331744

Item no. 3(a): Ratification of Appointment of M/s Lodha & Co., (Reg. no. 301051E), Chartered Accountants, as a Statutory Auditors – Ordinary Resolution

Particulars	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against votes polled	Invalid votes
e-Voting	75915945	1	100.00	0.00	0
Ballot	310	15	100.00	0.00	39
Total	75916255	16	100.00	0.00	39

Item no. 3(b): Ratification of Appointment of M/s Singh & Co., (Reg. no. 302049E), Chartered Accountants, as a Branch Auditor – Ordinary Resolution

Particulars	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against votes polled	Invalid votes
e-Voting	75915945	1	100.00	0.00	0
Ballot	310	15	100.00	0.00	39
Total	75916255	16	100.00	0.00	39

The Chairman declared that all the resolutions were passed by requisite majority.

CHAIRMAN

Dated: 04.10.2016

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Company Secretary & Legal Counsel