HINDUSTHAN NATIONAL GLASS & INDUSTRIES LIMITED
Registered Office: 2, Red Cross Place, Post Box: 2722, Kolkata – 700 001, India
Tel: (91) (33) 2254 3100, Fax: (91) (33) 2254 3130
Email: cosec@hngil.com, Website: www.hngindia.com

POSTAL BALLOT NOTICE

[Pursuant to Section 192A of the Companies Act, 1956, read with the Companies(Passing of the Resolution by Postal Ballot) Rules, 2011]

Dear Member(s),

Notice is hereby given that pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, that the Resolutions appended below are proposed to be passed as Ordinary Resolution by way of Postal Ballot.

Members consent is requested for the proposed Resolutions appended below.

The Explanatory Statements pertaining to the said Resolutions setting out the material facts and the reasons thereof are annexed hereto along with a Postal Ballot form for your consideration.

E-Voting option: In compliance with Clause 35B of the Listing Agreement and section 192A of the Companies Act, 1956, the Company is pleased to provide an option to the members holding shares in demat form and in physical form, to vote on the postal ballot by way of electronic voting / e-voting to enable members to cast their vote electronically. Voting by electronic mode may be a more convenient means for exercising the voting rights and may help to increase members' participation in the decision-making process.

The Company has appointed Central Depository Services Ltd., (CDSL) to provide e-voting facility to its members. Members having shares in demat form and in physical form may vote either by way of Postal Ballot Form or by way of e-voting. In case the member has exercised the vote in physical as well as electronic mode, the vote by electronic mode only will be considered.

You are requested to carefully read the e-Voting instructions attached alongwith the Postal Ballot Form, before casting your vote on e-Voting site: http://www.evotingindia.com.

1. To consider and, if thought fit, to give assent or dissent to the following resolutionasan**Ordinary Resolution:**

   "RESOLVED that pursuant to provisions of Section 293(1)(d) of the Companies Act, 1956 and all other enabling provisions, if any, the consent of the Company be and is hereby granted and accorded to the Board of Directors for borrowing, from time to time, any sum or sums of money which, together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate for the time being of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount of money/monies so

borrowed by the Board shall not at any time exceed the limit of Rs.40,00,00,00,000/- (Rupees Four thousand Crores only)."

2. To consider and, if thought fit, to give assent or dissent to the following resolution as an **Ordinary Resolution**:

"RESOLVED that the consent of the Company be and is hereby accorded in terms of Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956 to the Board of Directors (hereinafter referred to as Board) of the Company to mortgage, create charge and hypothecate in addition to the existing mortgages, charges and hypothecations in such form and manner and with such ranking and at such time and on such terms as the Board may deem fit, all or any of the immovable and/or moveable properties of the Company, wheresoever situated, both present and future and/or on the whole or substantially the whole of the undertaking(s) of the Company whether with or without the power to enter upon and take possession of the assets of the Company in certain events together with the power to take over the management of business or concern of the Company in certain events of default, to or in favour of the Trustee(s) for holders of debentures, bonds or any other debt instrument(s) or lender(s) for securing the non-convertible debentures, bonds or other debt instruments issued by the Company or the loans taken by the Company up to aggregate amount of Rs.40,00,00,00,000/- (Rupees Four thousand crores only) at any time/times and on such terms and conditions as may be decided by the Board, together with interest, additional interest, compound interest, remuneration payable to the trustees, premium, if any, on redemption, costs, charges, expenses and all other monies payable by the Company to the trustee(s)/lender(s) as may be stipulated in that behalf and agreed to between the Board of Directors and the trustee(s)/lender(s).

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to finalise with the trustee(s)/lender(s), the terms and conditions of the issue of the debentures, bonds, other debt instruments and/or loan(s) as the case may be and any amendments thereto including the rate of interest, as it may, in its absolute discretion deem fit, proper and expedient and to finalise the documents for creating aforesaid mortgage(s) and/or charge(s) and accepting any modification(s) therein and to do all such acts and things as may be necessary for giving effect to this resolution."

By order of the Board
For **Hindusthan National Glass & Industries Limited**

Place: Kolkata
Date: 09.08.2013

Ajay Kumar Rai
Company Secretary

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Notes :

1. Explanatory Statements setting out all the material facts concerning each item of the proposed business and reasons thereof pursuant to Section 173(2) read with Section 192A(2) of the Companies Act, 1956 are annexed to this Notice.

2. In terms of section 192A of the Companies Act, 1956 read with Companies (Passing ofResolution by Postal Ballot) Rules 2011, assent or dissent of the members in respect of the OrdinaryResolutions contained in the Postal Ballot Notice are soughtby postal ballot.

3. The Board of Directors of the Company at their meeting held on 9th August,, 2013, have appointed Mr. MukeshRathi, Company Secretary in Practice, as the Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner.

4. Shri Mukul Somany, Vice Chairman & Managing Director, Shri Ajay Kumar Rai Company Secretary is severally responsible for the entire postal ballot voting process.

5. Postal Ballot form and self-addressed Business Reply envelope are enclosed for use of the members. Postage will be borne and paid by the Company. Envelopes containing the Postal Ballot Forms, if sent by any other mode at the expense of the registered Member, will also be accepted. Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or a photocopy of the Form is permitted.

6. The notice of Postal Ballot is being dispatched/emailed to the members whose names appear on the register of membersas on 9thAugust, 2012 and voting rights shall be reckoned on the paid-up value of the shares registered in thename of the shareholders as on the same date.

7. A member desiring to exercise vote by e-Voting / physical Postal Ballot Form is requested to carefully read the instructions printed on the Postal Ballot Form, as applicable, and cast their votes in electronic mode / return the duly completed form in the attached self-addressed business reply envelope, so as to reach the Scrutinizer at 2, Red Cross Place, Kolkata – 700 001 on or before 6.00 p.m., on Monday, 16th September, 2013. The Postal Ballot Forms received after this date will be treated as if the reply from the member has not been received.

8. The Scrutinizer will submit his report to the Chairman of the Board of the Company after completion of the scrutiny and the result of postal ballot process will be announced in the ensuing Annual General Meeting by Shri C. K. Somany, Chairman, or in his absence by any other person so authorised by him, on 27th day of September, 2013. The result of the Postal Ballot process will also be published in a newspaper and hosted on the website of the Company www.hngindia.com.

9. The resolution(s) will be taken as passed effectively on the date of announcement of the results as above, if the result of the Postal Ballot indicates that the requisite majority of the shareholders have assented to the resolution(s).

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10. Voting rights in a Postal Ballot cannot be exercised by a Proxy.

Annexure to the Postal Ballot Notice dated9th August, 2013

Explanatory Statements pursuant to Sections 173(2) and 192A (2) of the Companies Act, 1956

Item No. 1 & 2

The Shareholders in their Annual General Meeting held on 11th August, 2012 accorded their consent to the Board of Directors in accordance with the provisions of Section 293(1)(d) and 293(1)(a) of the Companies Act, 1956 to borrow and to create charge upto an aggregate limit of Rs. 3000 Crores (Rupees Three Thousand Crores Only). The Company is in the expansion phase and it has become imperative to authorise the Company to borrow additional funds by way of taking loan/facilities from various Financial Institutions/Banks exceeding paid up share capital and free reserves of the Company. In view of the above it is required to enhance the borrowing limits from Rs. 3000 crores to Rs. 4000 crores.

The Financial Institutions from which loans/facilities are availed by the Company may insist for creation of charge in their favour, either by way of mortgage or hypothecation, on the assets of the Company, movable or immovable.

Your Directors, therefore, recommend the resolutions set forth in items no.1 & 2 for your approval.

None of the Directors are in any way concerned or interested in the resolution, except to the extent of their shareholding in the Company.

By order of the Board
For **Hindusthan National Glass & Industries Limited**

Place: Kolkata
Date: 09.08.2013

Ajay Kumar Rai
Company Secretary

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POSTAL BALLOT FORM

Postal Ballot No.

1. Name and Registered Address of the sole / first named Member (in block letters) :

2. Name(s) of the joint Member(s), if any (in block letters) :

3. Registered Folio No. / DP ID No./ Client ID No. * :
(*Applicable to investors holding shares in dematerialized form)

4. Number of Shares held :

I/We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot for the business stated in the Notice dated 9th August, 2013 (hereinafter referred to as "the Notice"), by sending my/our assent or dissent to the said resolutions by placing the tick (√) mark at the appropriate box below :

Item No.	Description	No. of Shares	(FOR)	(AGAINST)
			I/We assent to the resolution	I/We dissent to the resolution
1.	**As Ordinary Resolution :** **Increase in Borrowing Limit under Section 293(1)(d) of the Companies Act, 1956.**			
2.	**As Ordinary Resolution :** **Power to create charges, etc. under Section 293(1)(a) of the Companies Act, 1956.**			

Place :
Date :

_____

(Signature of Member)

_____

(Name of the Member)

ELECTRONIC VOTING PARTICULARS		
EVSN (E-Voting Sequence Number)	USER ID	PASSWORD/PIN
130813002		

Note: Please read the instructions printed overleaf carefully before exercising your vote.

IMPORTANT INSTRUCTIONS

1. The voting rights for the shares are one vote per equity share, registered in the name of the shareholders/ beneficial owners as on 9th August, 2013.
2. Voting by Postal Ballot, in physical form or e-Voting, can be exercised only by the shareholder or his/her duly constituted attorney or, in case of bodies corporate, the duly authorized person. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
3. Voting period commences **on and from Friday, 16th August, 2013 at 10.01 a.m., and ends on Monday, 16th September, 2013 at 6.00 p.m.**
4. The result of postal ballot process will be announced in the ensuing Annual General Meeting by Shri C. K. Somany, Chairman, or in his absence by any other person so authorised by him, on 27th day of September, 2013. The result of the Postal Ballot process will be communicated to the stock exchanges, published in a newspaper and hosted on the website of the Company www.hngindia.com.
5. A member need not use all his/her votes.
6. **Shareholders can opt only one mode for voting i.e. either by Physical Ballot or e-voting. In case the member has exercised the vote in physical as well as electronic mode, the vote by electronic mode only will be considered.**
7. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
8. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be sent to: cosec@hngil.com.

Instructions for Voting by Physical Postal Ballot Form

9. A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member but using the postage pre-paid envelope will also be accepted. Members are requested to convey their assent or dissent in this postal ballot form only. The assent or dissent received in any other form or manner shall be considered as invalid.
10. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
11. The Postal Ballot Form should be signed by the Shareholder as per specimen signature registered with the Registrar /Depository. In case, shares are jointly held, this Form should be completed and signed (as per specimen signature registered/recorded with the Registrar /Depository) by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney (POA) on behalf of member may vote on the Postal Ballot mentioning the registration No. of the POA or enclosing an attested copy of POA. Unsigned Postal Ballot Form will be rejected.
12. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 6.00 p.m. on Monday, 16th September, 2013. Postal Ballot Forms received after that date will be strictly treated as if reply from such member has not been received. The Members are requested to send the duly completed Postal Ballot Forms well before the last date, providing sufficient time for postal transit.
13. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/ Authority and preferably with attested specimen signature(s) of the duly authorized signatory(ies) giving requisite authority to the person voting on the Postal Ballot Form. Where the form has been signed by a representative of the President of India or of the Governor of a state, a certified copy of the nomination should accompany the Postal Ballot Form.
14. The number of shares in respect of which votes are cast should be mentioned in the column, in the absence of which, all the votes shall be deemed to have been cast as per the tick mark placed by the shareholder in the respective column.

15. Shareholders are requested not to send any paper (other than the resolution/authority as mentioned under instruction no. 2 above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
16. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of Joint Member(s). On receipt of the duplicate Postal Ballot Form, the original will be rejected.
17. A member may request for a duplicate Postal Ballot Form, if so required and the same duly completed should reach the scrutinizer not later than the last date for voting.
18. Incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected.
19. Members from whom no Postal Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolutions.

Instructions for Electronic Voting (e-Voting)

The Company is pleased to offer e-Voting facility as an alternate, for its shareholders to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The procedure and instructions for the same are as follows:

1. During the voting period, the shareholders can visit the **e-Voting** website www.evotingindia.com. Click on Shareholders tab and select the relevant EVSN / along with Company name from the drop down menu and click on "SUBMIT" for voting.
2. The shareholders then have to fill up the following details in the appropriate boxes:

User-ID	For shareholders holding shares in Demat Form:- a) For NSDL :– 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :– 16 digits beneficiary ID For Shareholders holding shares in Physical Form:- • Folio Number registered with the Company
Password	Your Unique password is printed on the Postal Ballot Form
PAN*	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department

* Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use Default Character ('A') in the PAN field or use physical Postal Ballot Form for voting.

After entering these details appropriately, click on "SUBMIT".

3. After logging in, demat security holders will have to mandatorily change their password. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. This password can be used by demat security holders for all future voting on resolutions of companies in which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.. Physical shareholders will be provided with a fresh password for every postal ballot voting.
4. 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 communication(s) regarding CDSL e-voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
5. If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing password is to be used.
6. Members holding shares in Physical Form would have to use the User ID, Password and PAN to vote on resolutions for a particular EVSN only and would be taken directly to the voting screen.
7. On the voting page, you will see Resolution Description with the options of 'YES/NO' for voting for each of the resolution. Enter the number of shares (which represents number of votes) under YES/NO. The total number of votes in YES and NO taken together should not exceed the total shareholding.
8. Security holders can also view the Postal Ballot Notice & Resolution details by clicking on the Resolution File Link.

9. After voting on the desired resolution(s), click on SUBMIT. A confirmation box stating "If you wish to confirm your vote, click on OK, else to change your vote, click on CANCEL and accordingly modify your vote" would be displayed. Click OK or CANCEL as desired.
10. Once the security holder casts the vote, the system will not allow modification of the same.
11. During the voting period, security holders can login any number of times till they have voted on all the resolutions.
12. Institutional members (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 at cosec@hngil.com with a copy marked to helpdesk.evoting@cdslindia.com, without which the vote shall not be treated as valid.
13. In case you have any queries or issues regarding e-voting, please contact the Company or Registrar & Share Transfer Agent or send mail to helpdesk.evoting@cdslindia.com or cosec@hngil.com.

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