



HINDUSTHAN NATIONAL GLASS & INDUSTRIES LTD.

Registered Office : 2, Red Cross Place, Post Box : 2722, Kolkata - 700 001, India
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ANNEXURE 'L'



ANNEXURE V

Brief particulars of the transferee/resulting and transferor/demerged companies

Particulars	Transferee/ Resulting Company	Transferor/ Demerged Company
Name of the company	Hindusthan National Glass & Industries Ltd.	1. Glass Equipment (India) Ltd. (GEIL) 2. Quality Minerals Ltd. (QML)
Date of Incorporation & details of name changes, if any	23.02.1946	GEIL - 15.01.1970 QML - 26.07.1974
Registered Office	2, Red Cross Place, Kolkata - 700001	2, Red Cross Place, Kolkata - 700001 GEIL & QML
Brief particulars of the scheme	<ul style="list-style-type: none">The Scheme provides for merger of GEIL & QML with the Company.The appointed Date for the Scheme is fixed as opening of business hours on 1st April, 2014.The Scheme provides for transfer of assets and liabilities pertaining to GEIL & QML on a going concern basis.Upon the Scheme coming into effect, all equity shares of the GEIL & QML held by the Company shall stand cancelled without any further application, act or deed. It is clarified that no new shares shall be issued or payment made in cash whatsoever by the Company in lieu of such shares of the GEIL & QML.In terms of the Scheme of Amalgamation, GEIL & QML will be amalgamated with Company, followed by the dissolution without winding up GEIL & QML.	
Rationale for the scheme	<p>(i) This Scheme envisages the amalgamation of GEIL and QML into HNGIL, resulting in consolidation of the business of the three companies in one entity and strengthening the position of the merged entity, by enabling it to harness and optimize the synergies of the Manufacturing of Glass Containers, which is in the best interests of all the companies and their respective shareholders. The proposed amalgamation aims to achieve consolidation, integration and thereby greater financial strength which is ultimately aimed at maximizing shareholder value. The merged entity is likely to achieve higher ability to garner funds for the long term and consequently achieve stable long-term financial returns for the merged entity. Besides achieving increased financial strength, the merged entity can reap benefits of cost reduction and efficiencies of operation.</p> <p>(ii) The proposed amalgamation is in the interest of the shareholders, creditors, stakeholders and employees, as it would enable a focused business approach for the maximization of benefits to all stakeholders and for the purposes of synergies of business.</p>	
Date of resolution passed by the Board of Director of the company approving the scheme	20.05.2014	1. GEIL - 19.05.2014 2. QML - 19.05.2014
Date of meeting of the Audit Committee in which the draft scheme has been approved	20.05.2014	Not Applicable

DIR - L26109WB1946PLC013294

Works : Bahadurgarh (Haryana) ★ Nasik (Maharashtra) ★ Neemrana (Rajasthan) ★ Puducherry
Rishikesh (Uttaranchal) ★ Rishra (West Bengal)

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Appointed Date	01.04.2014			
Name of Exchanges where securities of the company are listed	1. National Stock Exchange of India Ltd. 2. Bombay Stock Exchange Ltd. 3. The Calcutta Stock Exchange Ltd.		Not Applicable	
Nature of Business	Manufacture, prepare, import, export, buy and sell all kinds of float glass and value added products viz. clear float glass, tinted float glass, etc.		GEIL: To carry on business of designers, engineers, manufacturers, consultants, dealers in automatic glass forming machines and equipment, etc. QML: To buy take on lease or undertake a licence, concession, grant or otherwise acquire in mines, in mining rights and land or other place and metalliferous land.	
Capital before the scheme	Authorised Capital - Rs. 5,115,000,000/- Paid up capital - Rs. 174,677,130/-		GEIL: Authorised Capital - Rs. 5,000,000/- Paid up capital - Rs. 3,840,000/- QML: Authorised Capital - Rs. 1,000,000/- Paid up capital - Rs. 941,000/-	
No. of shares to be issued			NIL	
Cancellation of shares on account of cross holding, if any	All the shares held by HNGIL in GEIL and QML shall stand cancelled.			
Capital after the scheme	Authorised Capital - Rs. 5,115,000,000/- Paid up capital - Rs. 174,677,130/-		NIL	
Net Worth		(Rs. in crores)		(Rs. in crores)
	Pre	56513.70		
	Post	58766.76		
Valuation by independent Chartered Accountant - Name of the valuer/valuer firm and Regn no.			NOT APPLICABLE	
Methods of valuation and value per share arrived under each method with weight given to each method, if any.			NOT APPLICABLE	
Fair value per shares			NOT APPLICABLE	
Exchange ratio			NOT APPLICABLE	
Name of Merchant Banker giving fairness opinion	Intelligent Money Managers Private Limited			
Shareholding pattern	Pre		Post	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	61123840	69.98	61123840	69.98
Public	26214725	30.02	26214725	30.02
Custodian	-	-	-	-



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TOTAL	87338565	100	87338565	100
No of shareholders	4469			
Names of the Promoters	CHANDRA KUMAR SOMANY SANJAY SOMANY MUKUL SOMANY		GEIL & QML: Hindusthan National Glass & Industries Ltd.	
Names of the Board of Directors	CHANDRA KUMAR SOMANY SANJAY SOMANY MUKUL SOMANY RATNA KUMAR DAGA RAKESH KUMAR SHARMA KISHORE BHIMANI DIPANKAR CHATTERJI SUJIT BHATTACHARYA		GEIL: MUKUL SOMANY JAGDISH PRASAD KASERA SANJAY SOMANY CHANDRA KUMAR SOMANY JITENDRA SINGH BHARAT SOMANY QML: DAMODAR DASS TAPARIA BISHNU KUMAR KEDIA PRADEP KUMAR TIBREWAL	
Details regarding change in management control if any	No change in management control.			

For Hindusthan National Glass & Industries Ltd.


Company Secretary