



HINDUSTHAN NATIONAL GLASS & INDUSTRIES LTD.

Registered Office : 2, Red Cross Place, Post Box : 2722, Kolkata - 700 001, India
Tel. : 2254 3100, Gram : "GLASSAGE", Fax : (91) (33) 2254 3130
E-mail : hngkol@hngil.com, Website : www.hngindia.com

ANNEXURE - 'A'

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Certified true extracts from the minutes of the Meeting of the Board of Directors of Hindusthan National Glass & Industries Ltd., held at its Registered Office at 2, Red Cross Place, Kolkata - 700 001, on Tuesday, 20th May, 2014.

"RESOLVED THAT subject to the approval of the Stock Exchanges, Securities & Exchange Board of India, Shareholders, Creditors and the Honorable High Court of Kolkata and other regulatory authorities, as may be applicable, approval of the Board be and is hereby accorded to the Company for amalgamation of Glass Equipment (India) Ltd (GEIL) and Quality Minerals Ltd (QML) with Hindusthan National Glass & Industries Ltd (the Company) (Appointed Date for the Merger being April 1, 2014) as per draft Schemes of Amalgamation along with Valuation Report and Fairness Opinion placed before the Board. Draft Notice for calling meetings of the shareholders and creditors (subject to the Orders of the Hon'ble Calcutta High Court) and a report to this effect shall be issued by the Audit Committee making recommendations in support of this proposal for merger of GEIL & QML with the Company.

RESOLVED FURTHER that Shri C. K. Somany, Chairman, Shri Sanjay Somany & Shri Mukul Somany, Vice Chairmen & Managing Directors, individually or Shri B. K. Garodia, Sr. Vice President & CFO and Shri B. K. Kedia, Shri Alok Taparia, Shri Pankaj Shroff, Shri Vinay Singhanian & Shri Nitesh Soni, jointly be and are hereby authorized to do all such acts, deeds and things as may be deemed necessary to complete all formalities in this behalf including necessary authority to carry out the required changes/modifications to the Scheme of Amalgamation and other related documentation, as may be necessary."

The Company Secretary of the Company, be and is hereby authorised to take necessary steps including providing necessary information and details to the Legal Advisors, Valuers, and other person(s) as may be required and deemed necessary."

Certified to be true copy
For Hindusthan National Glass & Industries Ltd.


Ajay Kumar Rai
Company Secretary



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

GLASS EQUIPMENT (INDIA) LIMITED

Registered office: 2, Red cross place, Kolkata – 700001

Tel – 033 2254 3100

CIN – U36900WB1970PLC065595

Certified true extracts from the minutes of the Meeting of the Board of Directors of Glass Equipment (India) Ltd., held at its Registered Office at 2, Red Cross Place, Kolkata - 700 001, on Monday, 19th May, 2014.

“RESOLVED THAT subject to the approval of the Stock Exchanges, Securities & Exchange Board of India, Shareholders, Creditors and the Honorable High Court of Kolkata and other regulatory authorities, as may be applicable, approval of the Board be and is hereby accorded to the Company for amalgamation of Glass Equipment (India) Ltd (GEIL) and Quality Minerals Ltd (QML) with Hindusthan National Glass & Industries Ltd (the Company) (Appointed Date for the Merger being April 1, 2014) as per draft Schemes of Amalgamation along with Valuation Report and Fairness Opinion placed before the Board. Draft Notice for calling meetings of the shareholders and creditors (subject to the Orders of the Honorable Kolkata High Court) and a report to this effect shall be issued by the Board making recommendations in support of this proposal for merger of GEIL & QML with the Company.

RESOLVED FURTHER that Shri C. K. Somany, Executive Chairman, Shri Bharat Somany, Executive Director, Shri Sanjay Somany, Shri Mukul Somany, Directors of the Company, individually or Sri J P Kasera, Director of the Company, Shri B. K. Garodia, Shri B. K. Kedia, Shri Alok Taparia be and are jointly hereby authorized to do all such acts, deeds and things as may be deemed necessary to complete all formalities in this behalf including necessary authority to carry out the required changes/modifications to the Scheme of Amalgamation and other related documentation, as may be necessary.”

Certified to be true copy

For Glass Equipment (India) Ltd.



Director

QUALITY MINERALS LIMITED

Registered office: 2, Red cross place, Kolkata – 700001

Tel – 033 2254 3100

CIN – U14219WB1974PLC152178

Certified true extracts from the minutes of the Meeting of the Board of Directors of Quality Minerals Ltd., held at its Registered Office at 2, Red Cross Place, Kolkata - 700 001, on Monday, 19th May, 2014.

“RESOLVED THAT subject to the approval of the Stock Exchanges, Securities & Exchange Board of India, Shareholders, Creditors and the Honorable High Court of Kolkata and other regulatory authorities, as may be applicable, approval of the Board be and is hereby accorded to the Company for amalgamation of Glass Equipment (India) Ltd (GEIL) and Quality Minerals Ltd (QML) with Hindusthan National Glass & Industries Ltd (the Company) (Appointed Date for the Merger being April 1, 2014) as per draft Schemes of Amalgamation along with Valuation Report and Fairness Opinion placed before the Board. Draft Notice for calling meetings of the shareholders and creditors (subject to the Orders of the Honorable Kolkata High Court) and a report to this effect shall be issued by the Board making recommendations in support of this proposal for merger of GEIL & QML with the Company.

RESOLVED FURTHER that any one of the Director be and is severally hereby authorized to do all such acts, deeds and things as may be deemed necessary to complete all formalities in this behalf including necessary authority to carry out the required changes/modifications to the Scheme of Amalgamation and other related documentation, as may be necessary.”

Certified True Copy

for Quality Mineral Limited


Director