



HINDUSTHAN NATIONAL GLASS & INDUSTRIES LTD.

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

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REPORT OF AUDIT COMMITTEE OF HINDUSTHAN NATIONAL GLASS & INDUSTRIES LIMITED

MEMBERS

Shri Ratna Kumar Daga	Chairman (Independent)
Shri Sujit Bhattacharya	Member (Independent)
Shri Dipankar Chatterji	Member (Independent)

IN ATTENDANCE

Shri Ajay Kumar Rai	Company Secretary & Compliance Officer
Shri B. K. Garodia	Senior Vice President & CFO

1. Background

The Company has placed before the Audit Committee a Scheme of Amalgamation ("Scheme") for the merger of Glass Equipment (India) Ltd ("GEIL") & Quality Minerals Ltd ("QML") with the Company for recommendation of the Scheme by the Audit Committee to the Board of Directors as required vide SEBI circular No.CIR/CFD/DIL/5/2013 dated 4th February, 2013 ("Circular").

This report of the audit Committee is made in order to comply with the requirements of the Circular after considering the draft Scheme of Amalgamation.

Since, GEIL & QML are wholly owned subsidiaries of the Company and as a result of the amalgamation, the shares of GEIL & QML held by the Company will stand cancelled, with no issuance of shares or payment of other consideration by the Company, no valuation process is applicable.

2. Proposed Scheme of Amalgamation

The salient features of the Scheme are as under:

- 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.

For Hindusthan National Glass & Industries Ltd.

Company Secretary

Works : Bahadurgarh (Haryana) ★ Nasik (Maharashtra) ★ Neemrana (Rajasthan) ★ Puducherry

Rishra (West Bengal)

CIN - L26109WB1946PLC013004

- 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.

3. Recommendation of the Audit Committee:

The Audit Committee recommends the Draft Scheme, inter-alia, taking into consideration that no valuation is required, for favourable consideration by the Committee of the Board, Stock Exchange(s) and SEBI.

Date : May 20, 2014

Place : Kolkata


(R. K. Daga)
Chairman, Audit Committee



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For Hindusthan National Glass & Industries Ltd.


Company Secretary