



HINDUSTHAN NATIONAL GLASS & INDUSTRIES LTD.

Registered Office : 2, Red Cross Place, Kolkata - 700 001

CIN : L26109WB1946PLC013294

Website : www.hngil.com, Email : cosec@hngil.com

Telephone : (033) 2254 3100, Fax : (033) 2254 3130

NOTICE

Notice is hereby given that the Sixty-ninth Annual General Meeting (AGM) of the Members of the Hindusthan National Glass & Industries Limited will be held on Monday, September 28, 2015, at 10:00 a.m. at CII - Suresh Neotia Centre of Excellence for leadership, DC-36, Sector - I, Salt Lake City, Kolkata - 700 064, to transact, the following businesses :

Ordinary Business :

1. To consider and adopt :
 - a. the audited financial statements of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and the Auditors thereon and
 - b. the audited consolidated financial statements of the Company for the financial year ended on March 31, 2015.
2. To appoint a Director in place of Shri Chandra Kumar Somany (DIN:00124310), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri Rakesh Kumar Sharma (DIN:02166966), who retires by rotation and, being eligible, offers himself for re-appointment.
4. Ratification of Auditors Appointment :
 - a. To pass the following resolution, with or without modification(s) 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, 2016 as may be determined by the Audit Committee in consultation with the auditors."
 - b. To pass the following resolution, with or without modification(s) 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, 2016 as may be determined by the Audit Committee in consultation with the auditors."

Special Business :

5. Appointment of Smt. Rita Bhimani (DIN: 07106069) as an Independent Director of the Company.

To consider and if thought fit to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement entered with the stock exchanges, Smt. Rita Bhimani (DIN: 07106069), who was appointed as Independent Director not liable to retire by rotation and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for the term of five years w.e.f. March 3, 2015 and whose office shall not be liable to determination by retirement of directors by rotation."

6. Option to Lenders for conversion of entire debt into fully paid-up Equity Shares and Issue of Equity Shares to Lenders.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution :

"RESOLVED THAT pursuant to the provisions of Section 62(3) of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and in accordance with other applicable laws, including Reserve Bank of India Framework for restructuring of the credit facilities and the guidelines issued thereunder, SEBI ICDR Regulations, 2009 and the Banking Regulation Act, 1949, (including any statutory modification(s) or re-enactment thereof for the time being in force and any modifications thereto) and in respect of the unqualified right of the lenders to the Company who have provided the restructured credit facilities to the Company which are being restructured (the "Lenders") and subject to the right of the Company to prepay such restructured credit facilities and whether upon or irrespective of an event of default, the board of directors of the Company (hereinafter the "Board", which term shall be deemed to include any committee thereof) be and is hereby authorized to accept and the consent of the Company be and is hereby accorded to the Board to accept the option of conversion as may be exercised by the Lenders to convert all or any portion of the outstanding amounts of their respective restructured credit facilities, into fully paid-up equity shares of the Company, at any time during the currency of such restructured credit facilities and to create, offer, issue and allot in one or more tranches, such number of fully paid-up equity shares of the Company at the face value as prevailing from time to time to the Lenders which shall not exceed the outstanding amount of the relevant restructured facility as on the date of exercise of such option, on the terms and conditions contained in the package approved by the Joint Lenders Forum (JLF) formulated by the Company and the

JLF Lenders pursuant to the framework for restructuring of the credit facilities and the guidelines issued thereto by Govt. of India and/ or Reserve Bank of India, subject to the following conditions :

- a) On receipt of notice of conversion, the Company shall allot and issue the requisite number of fully paid-up equity shares of the Company to the relevant JLF Lender as from the date of conversion and the relevant JLF Lender shall accept the same in satisfaction of the part or entire of the relevant restructured credit facility so converted.
- b) The part or toto of the relevant restructured credit facility so converted shall correspondingly reduce the outstanding due to the relevant Lender in part or toto under the said credit facility.
- c) The equity shares so allotted and issued to the JLF Lenders shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company. Save as aforesaid, the said shares shall rank pari passu with the existing equity shares of the Company in all respects. The Company shall, at all times, maintain sufficient un-issued authorised capital for the above purpose.
- d) In the event of the JLF Lenders exercising the conversion right as aforesaid, the Company shall at its cost get the equity shares of the company, issued to the JLF Lenders as a result of the conversion, listed with the Stock exchanges as also comply with all statutory requirement and applicable laws in connection with

the issue of the shares as stated above.

- e) The Borrower shall at all times, maintain sufficient un-issued authorised capital for the above purpose and obtain all requisite corporate approvals and authorization as may be required in this regards.
- f) The Lenders may exercise the above conversion right in one or more occasions in the manner specified above till the final settlement date.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to issue and allot to the JLF Lenders the number of shares for conversion of the said portion of the credit facilities as may be desired by the relevant JLF Lenders.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to accept such modification and to accept such terms and conditions as may be imposed or required by the JLF Lenders arising from or incidental to the aforesaid terms providing for such option and to do all such acts and things as may be necessary to give effect to the above resolution.”

By Order of the Board of Directors

Registered Office :

2, Red Cross Place

Kolkata - 700 001

Date : May 28, 2015

Hindusthan National Glass & Industries Limited

Ajay Kumar Rai

Company Secretary

Notes :

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business as set out in the notice is annexed hereto.
2. **A member entitled to attend and vote at the annual general meeting (the “meeting”) may appoint a proxy to attend and vote instead of himself/herself in the meeting. The proxy need not be a member of the company.**
3. **A proxy form, duly completed and stamped, must reach the Registered Office of the Company not less than 48 hours before the commencement of the meeting. In case, several joint holders attend the meeting, only such joint holder who is higher in order of names will be entitled to vote at meeting.**
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights.
4. Members/Proxies are advised to bring the enclosed Attendance Slip duly filled in for attending the meeting along with the Annual Report already circulated to them. Attendance Slip and/or Copies of Annual Report will not be provided at the meeting venue. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting. Duplicate attendance slips and or copies of the report and accounts will not be provided at the meeting venue.
5. The Register of Directors’ and Key Managerial Personnel and their Shareholding maintained under section 170 and Register of Contracts or Arrangements in which Directors are interested maintained under section 189, respectively under the Companies Act, 2013, will be available for inspection to the members at the meeting venue.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 21, 2015 to Sunday, September 27, 2015 (both days inclusive) for the purpose of Meeting.
7. Members are requested to note that all dividends remaining unclaimed for seven years from the date they become first due for payment

are now required to be transferred to the “Investor Education and Protection Fund” (IEPF) established by the Central Government under the amended provisions of the Companies Act, 2013. Members shall not be able to claim any unpaid dividend neither from the fund nor from the Company once unclaimed dividends are transferred to IEPF. It may be noted that unpaid dividend for the financial year ended March 31, 2008 is due for transfer to the IEPF.

8. To support the “Green Initiative” measures undertaken by the Ministry of Corporate Affairs, wherein companies are allowed to send the documents in electronic mode to the shareholders, members are requested to register/update their email address, in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares in physical form with Company’s RTA.
9. Members are requested to intimate immediately change of address, if any, to the Registrar & Share Transfer Agent of the Company, M/s. Maheshwari Datamatics Pvt. Ltd., 6, Mangoe Lane, Kolkata - 700 001 and/or to the Company Secretary at the Registered Office of the Company at 2, Red Cross Place, Kolkata - 700 001, quoting their folio numbers. Shareholders holding shares in the electronic mode are requested to address all their correspondence to their respective Depository Participant.
10. The Securities & Exchange Board of India (SEBI) has mandated the requirement of having a Permanent Account Number (PAN) by every participant of the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their respective Depository Participants. Members holding shares in physical form can submit their PAN details to the Company’s Registrar & Share Transfer Agent.
11. Members holding shares in the same name or in the same order of names but in several folios are requested to consolidate them into one folio.
12. Brief resume of the Directors, seeking appointment/re-appointment at this meeting, including nature of their expertise in specific functional areas and names of companies in which they hold directorship and/or membership/ chairmanship of Board/Committees, as stipulated under

Clause 49 of Listing Agreement executed with the Stock Exchanges are provided in the Annexure attached to the Notice. The Board of Directors of the Company recommends their appointment/re-appointment.

Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide facility to the members to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on September 25, 2015 (09:00 a.m.) and ends on September 27, 2015 (05:00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 23, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Hindusthan National Glass & Industries Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (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 to mrathico@gmail.com with a copy marked to evoting@nsdl.co.in

- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
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- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

- VIII. 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 future communication(s).

- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 23, 2015.

- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 23, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or mdpldc@yahoo.com.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

- XII. Smt. Kumkum Rathi (Membership No. 6016), C/o M/s. M. Rathi & Co., Company Secretaries, has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

- XIII. The Chairman shall, at the meeting at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the (AGM) but have not cast their votes by availing the remote e-voting facility.

- XIV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, within 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- XV. Every Client ID No. / Folio No. will have one vote, irrespective of the number of joint holders.

- XVI. The Results of voting will be declared within 48 hours from the conclusion of the meeting and the resolutions proposed there at will be deemed to be passed on the date of the meeting, subject to receipt of requisite number of votes. The declared Results, alongwith

the Scrutinizer's Report, will be available forthwith on the Company's website www.hngil.com and on the website of NSDL; such Results will also be forwarded to the Stock Exchanges where the Company's shares are listed.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

A Resolution passed by circulation by the Board of Directors of the company on March 3, 2015 pursuant to provisions of Section 149(1) of the Companies Act, 2013 and Clause 49 of the Listing Agreement appointed Smt. Rita Bhimani, as an additional Director (Woman Independent Director) of the Company.

Pursuant to the provisions of section 161 of the Companies Act, 2013 Smt. Rita Bhimani will hold office up to the date of the ensuing Annual General Meeting. The company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member, along with a deposit of ₹ 1,00,000/- proposing the candidature of Smt. Rita Bhimani for the office of Independent Director to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Smt. Rita Bhimani (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that she meets the criteria of Independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for appointment of Smt Rita Bhimani as an Independent Director of the company to hold office for the term of five years w.e.f. March 3, 2015 and whose office shall not be liable to determination by retirement of directors by rotation.

In the opinion of the Board, Smt. Rita Bhimani, the Independent Director fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder and she is Independent of the Management. A copy of the draft Letters of Appointment of Smt. Rita Bhimani as Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends this Resolution for your approval.

Item No. 6

The lender Banks/financial institutions of the Company have constituted a Joint Lender Forum Association (JLF). In the meeting held on March 2, 2015 the said JLF has approved the Corrective Action Plan (CAP). The copy of the corrective action plan & minutes dated March 2, 2015 of JLF have been considered by the Board Members.

The Board was informed that one of the conditions requires the Company to provide right to the lenders to convert entire/part of defaulted principal into equity as per SEBI pricing formula in the event of default. Further the conditions also stipulate that the lenders shall have a right to convert into equity up to 20% of the term debt outstanding beyond seven years as per SEBI guidelines.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends this Resolution for your approval.

By Order of the Board of Directors

Hindusthan National Glass & Industries Limited

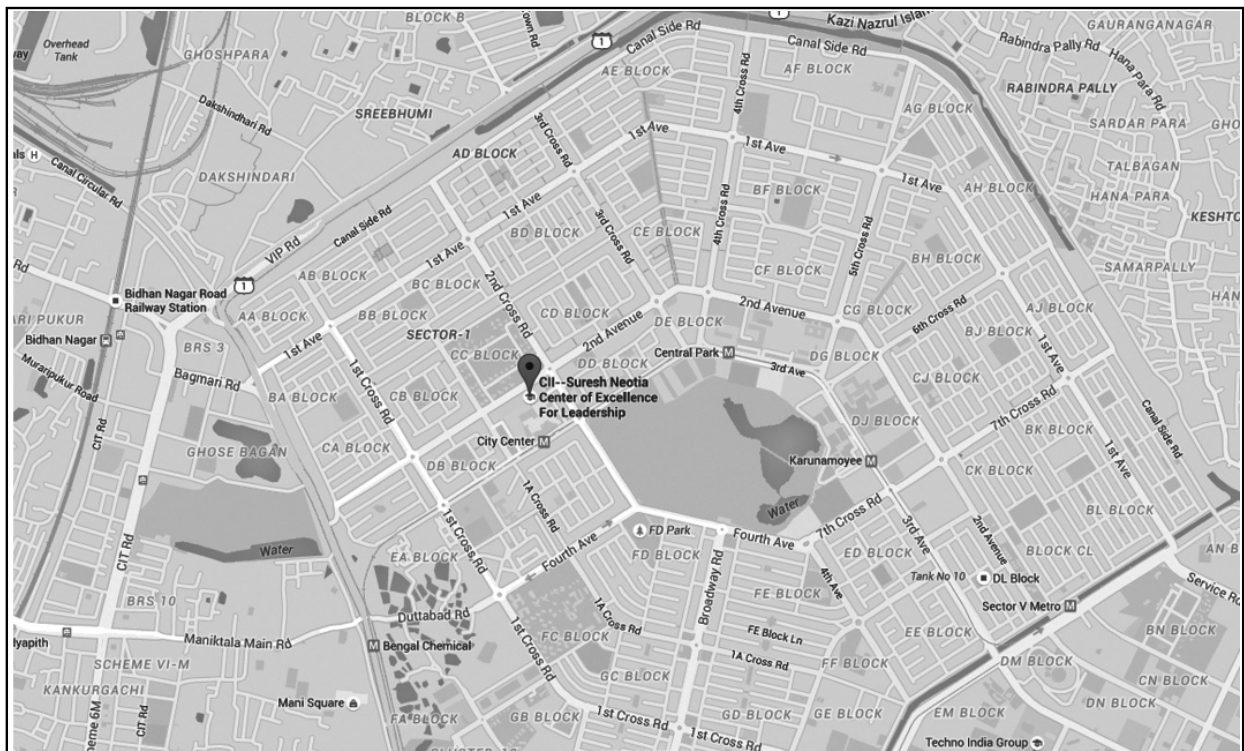
Place : Kolkata
Date : May 28, 2015

Ajay Kumar Rai
Company Secretary

Details of the Directors seeking appointment/re-appointment at this Annual General Meeting

Particulars	Shri Chandra Kumar Somany	Shri Rakesh Kumar Sharma	Smt. Rita Bhimani
Date of Birth & Age	June 25, 1933, 82 years	June 12, 1952, 63 years	October 2, 1945, 69 years.
Expertise in specific functional areas	A renowned technocrat having in-depth experience in glass technology. He has been the driving force behind the Company's performance over the years. At HNGIL, he plays a key role in formulating and proving policy guidelines for the management and administration of the Company.	He has a demonstrated proven track record in General Management, EPC contracts and Business Development. He has an experience of 36 years in corporate sector in India and has acquired requisite experience in managing process industry and large-scale projects.	She is the Founder-CEO of Ritam Communications, a Corporate Public Relations Consultancy firm. She is one of the veterans of the Public Relations profession and has spent 40 years. She is a well-known anchorperson for industry meets and book releases and a speaker at professional conferences.
Qualification	F.B.I.M (London) and degree in Glass Plant Instrumentation from Honeywell Brown, Minneapolis, U.S.A.	Graduate in Mechanical Engineering and Masters degree in Marketing Management.	Master's degree from the University of Georgia, U.S.A.
Directorship held in other public companies	Spotlight Vanijya Ltd. HNG Cement Ltd. HNG Power Ltd. Mould Equipment Ltd.	AMCL Machinery Ltd.	Nil
Memberships/Chairmanships of Audit and Investor Grievances Committee across public companies	Nil	Nil	Nil
Shareholding Relationship between directors inter-se	26,66,620 equity shares Related to Shri Sanjay Somany and Shri Mukul Somany.	Nil	Nil

Route Map for the AGM Venue
at CII - Suresh Neotia Centre of Excellence for leadership, DC-36,
Sector - I, Salt Lake City, Kolkata - 700 064



**HINDUSTHAN NATIONAL GLASS & INDUSTRIES LTD.**

Registered Office : 2, Red Cross Place, Kolkata-700 001

CIN : L26109WB1946PLC013294, Tel : (033) 2254-3100, Fax : (033) 2254-3130, Email : cosec@hngil.com, Website : www.hngil.com

ATTENDANCE SLIP

Folio No/DP ID & Client ID	
No. of Shares	
Serial No	
Name of the Member	
Name(s) of Joint Holder(s), if any	
Address	

I/We hereby record my/our presence at the 69th Annual General Meeting of the Company, to be held on Monday, September 28, 2015 at 10.00 a.m. at CII-Suresh Neotia Centre of Excellence for Leadership, DC-36, Sector-I, Salt Lake City, Kolkata-700 064.

.....
Proxy's Name in Block Letters.....
Member's/Proxy's Signature

Note : Please bring the Attendance Slip duly signed to the meeting and hand it over at the Entrance of the Meeting Hall. Duplicate slips will not be issued at the venue of the AGM.

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password
102667		

Note : Please refer to the AGM Notice for e-voting instructions.

**HINDUSTHAN NATIONAL GLASS & INDUSTRIES LTD.**

Registered Office : 2, Red Cross Place, Kolkata-700 001

CIN : L26109WB1946PLC013294, Tel : (033)2254-3100, Fax : (033) 2254-3130, Email : cosec@hngil.com, Website : www.hngil.com

PROXY FORM : MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :

Registered Address :

E-mail ID :

Folio No/DP ID & Client ID :

I/We, being the Member(s) of Hindusthan National Glass & Industries Limited, holding.....Equity Shares of the Company, hereby appoint :

- Name :Address.....
E-mail ID :Signature : or failing him/her;
- Name :Address.....
E-mail ID :Signature : or failing him/her;
- Name :Address.....
E-mail ID :Signature :

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 69th Annual General Meeting of the Company, to be held on Monday, September 28, 2015 at 10.00 a.m. at CII-Suresh Neotia Centre of Excellence for Leadership, DC-36, Sector-I, Salt Lake City, Kolkata-700 064 and at any adjournment thereof in respect of following resolutions:

Sl. No.	Resolutions	Type of Resolution	Optional *	
			For	Against
Ordinary Business				
1.	a) Adoption of Audited Financial Statements of the Company for Financial Year ended on March 31, 2015, Reports of the Board of Directors and the Auditors thereon.	Ordinary		
	b) Adoption of the Audited Consolidated Financial Statements of the Company for Financial Year ended on March 31, 2015.	Ordinary		
2.	To appoint a Director in place of Shri Chandra Kumar Somany (DIN: 00124310), who retires by rotation and being eligible offers himself for re-appointment.	Ordinary		
3.	To appoint a Director in place of Shri Rakesh Kumar Sharma (DIN: 02166966), who retires by rotation who retires by rotation and being eligible offers himself for re-appointment..	Ordinary		
4.	a) To ratify the appointment of M/s. Lodha & Co., Chartered Accountants, as Statutory Auditors of the Company.	Ordinary		
	b) To ratify the appointment of M/s. Singhi & Co., Chartered Accountants, as Branch Auditors of the Company.	Ordinary		
Special Business				
5.	To appoint Smt. Rita Bhimani (DIN: 07106069) as an Independent Director of the Company.	Ordinary		
6.	To consider and approve the option to lenders for conversion of entire debt into fully paid-up equity shares and issue of equity shares to lenders.	Special		

Signed thisday of2015

Signature of Shareholder.....

Signature of Proxy holder.....

Notes : 1. This form of proxy in order to be effective should be duly completed and deposited at the Company's Registered Office not less than 48 hours before the commencement of the AGM.

2. *It is optional to put a 'X' in the appropriate column against the resolutions indicated to the box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Affix
Revenue
Stamp of
₹ 1/- here