

HINDUSTHAN SAFETY GLASS INDUSTRIES LIMITED

Registered Office: 31/1, Chatawal, 3rd Floor, R. No. 309, Kolkata - 700012,
Corp. Office: **Unit No. 114, Raheja Plaza, Plot No. 15/B, Parksons Press Compound, Shah Industrial Estate,
Next to Afcons, Off New Link Road, Andheri (West), Mumbai – 400053**
- Tel: +91 033 32615598/ +91 022 24500400
Email: info@hindusthansafetyglass.com
Website:- www.hindusthansafetyglass.com
CIN:- L26109WB1982PLC035375

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (EGM) of the Members of **Hindusthan Safety Glass Industries Limited** will be held on **Monday, 25th day of May, 2015 at 11:00 a.m.** at the corporate office of the company at **Unit No. 114, Raheja Plaza, Plot No. 15/B, Parksons Press Compound, Shah Industrial Estate, Next to Afcons, Off New Link Road, Andheri (West), Mumbai – 400053, Maharashtra, India** to transact the following business:

SPECIAL BUSINESS

Appointment of Statutory Auditor to fill casual vacancy

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 Sections 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), **M/S. Sekhri Kanodia and Associates, Chartered Accountants, Mumbai** be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of **M/S. Surana Singh Rathi and Co., Chartered Accountants, Kolkata.**

RESOLVED FURTHER THAT M/S. Sekhri Kanodia and Associates, Chartered Accountants, Mumbai be and are hereby appointed as Statutory Auditors of the Company from this Extraordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended **31st March, 2015** on such remuneration as may be fixed by the Board of Directors in consultation with them.”

For Hindusthan Safety Glass Industries Limited

Sd/-

Darshit Indravadan Shah

(Director)

DIN: 06614591

Date: 30.04.2015

Place: Mumbai

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Notes:

- 1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company. The proxy form in order to be effective must be deposited with the company at its Corporate Office not less than 48 hours before the time fixed for commencement of the meeting. The proxy form is enclosed herewith the notice.**
- A person can act as proxy on behalf of members not exceeding fifty (50) members and holding in the aggregate not more than ten percent (10%) of the total paid-up share capital of the Company. Any member holding more than ten percent (10%) of the total paid-up share capital of the Company may appoint a single person as proxy and in such case, the said person shall not act as proxy for any other person or member. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
- All documents referred to in the accompanying Notice and the Explanatory Statements are open for inspection at the Corporate Office of the Company on all working days, except Sundays and Bank holidays, between 10 a.m. to 6 p.m. up to the date of the meeting.
- Members may also note that the Notice of the Extra Ordinary General Meeting will also be available on the Company's website www.hindusthansafetyglass.com for their download.
- Members / Proxies are requested to bring attendance slip duly filled in for attending the meeting. Corporate Members are requested to send to the registered office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Extraordinary General Meeting.
- The Notice of the Extraordinary General Meeting is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
- To support the 'Green Initiative', the members who have not registered their e-mail addresses are requested to register the same with RTA/Depository Participants.
- The ISIN allotted for the Company's shares is INE324N01019.
- In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Clause 35B of the

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listing agreement, the Company is pleased to provide members facility to exercise their right to vote at the Extraordinary General Meeting by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL):

10. The instructions for Shareholders voting electronically are as under, (In case of members receiving e-mail);

- (i) The voting period begins on 22nd May, 2015 at 9:00 a.m. and ends on 24th May, 2015 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date (record date) of 18th May, 2015, may cast their vote electronically. The e voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should Log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	<ul style="list-style-type: none">• Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter

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	RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<ul style="list-style-type: none">• Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Hindusthan Safety Glass Industries Limited.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

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- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non-Individual Shareholders and Custodians
- Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate and Custodians respectively.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy

- (A) Please follow all steps from sl. no. (I) to sl. no. (xviii) above to cast vote.
- (B) The Voting period beings on Friday, 22nd May, 2015 at 9:00 a.m. and will end on Sunday, 24th May, 2015 at 5:00 p.m. during these period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date (record date) of 18th May, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e voting, you may refer the Frequently Asked Questions (“FAQs”) and e voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
11. The Company has appointed Mr. S. K. Pandey, Practicing Company Secretary, (Membership No. 8546) to act as Scrutinizer for conducting the electronic voting process in a fair and transparent manner.

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12. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cutoff date (record date) of 18th May, 2015.
15. A copy of this Notice has been placed on the website of the Company and the website of CDSL.
16. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witness not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website within two (2) days of passing of the resolutions at the Extraordinary General Meeting of the Company and shall be communicated to the Stock Exchange, where its securities are listed.
17. Members can cast their vote and send their assent or dissent in writing in respect of the resolutions as set out in this Notice.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

The following explanatory statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), set out all material facts relating to the business mentioned at the accompanying Notice dated 25th May, 2015.

M/S. Surana Singh Rathi and Co., Chartered Accountants, Kolkata have tendered their resignation from the position of Statutory Auditors due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. Board proposes that **M/S. Sekhri Kanodia and Associates**, Chartered Accountants, Mumbai be appointed as the Statutory Auditor of the Company to fill the casual vacancy caused by the resignation of **M/S. Surana Singh Rathi and Co.**, Chartered Accountants, Kolkata.

M/S. Sekhri Kanodia and Associates, Chartered Accountants, Mumbai, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

For Hindusthan Safety Glass Industries Limited

Sd/-

Darshit Indravadan Shah

(Director)

DIN: 06614591

Date: 30.04.2015

Place: Mumbai

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ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the meeting hall.

Name and Address of the Member	Registered Folio No.	Client ID & DP ID No.	Number of Shares held

I/We hereby record my/our presence at the meeting of the Company to be held on Monday, 25th May, 2015 at 11.00 a.m. at the Corporate office of the Company situated at Unit No. 114, Raheja Plaza, Plot No. 15/B, Parksons Press Compound, Shah Industrial Estate, Next to Afcons, Off New Link Road, Andheri (West), Mumbai – 400053, Maharashtra, India.

Signature of the Member or the Proxy Attending the Meeting

If Member, please sign here	If Proxy, please sign here

Note: members are requested to bring their copies of Notice to the meeting as the same will not be circulated at the meeting.

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PROXY FORM

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

CIN:	L52399WB1982PLC035375		
Name of the Company:	Hindusthan Safety Glass Industries Limited		
Corporate Office:	Unit No. 114, Raheja Plaza, Plot No. 15/B, Parksons Press Compound, Shah Industrial Estate, Next to Afcons, Off New Link Road, Andheri (West), Mumbai – 400053, Maharashtra, India		
Name of the member(s):			
Registered address:			
E-mail Id:			
Folio No./Client Id:		DP Id:	

I/We, being the member(s) of _____ shares of the above named company, hereby appoint

1.	Name			
	Address			
	E-mail Id		Signature	
	Or failing him			
2.	Name			
	Address			
	E-mail Id		Signature	
3.	Name			
	Address			
	E-mail Id		Signature	

As my/our proxy to attend and vote for me/us and on my/ our behalf at the Extraordinary General Meeting of the Company, to be held on Monday, 25th May, 2015 at 11.00 a.m. at the Corporate Office of the Company situated at Unit No. 114, Raheja Plaza, Plot No. 15/B, Parksons Press Compound, Shah Industrial Estate, Next to Afcons, Off New Link Road, Andheri (West), Mumbai – 400053, Maharashtra, India and at any adjournment thereof.

Resolution

Appointment of M/S. Sekhri Kanodia and Associates, Chartered Accountants, Mumbai, as a Statutory Auditor of the company.

Signed this _____ day of _____ 2015.
Signature of Shareholder _____
Signature of Proxy _____

Affix Rs.1/-
Revenue
Stamp here &
Sign

Note: This form of proxy in order to be effective should be duly completed and deposited at the Corporate Office of the Company, not less than 48 hours before the commencement of the meeting.