

# **HINDUSTHAN SAFETY GLASS INDUSTRIES LIMITED**

**Registered Office: 31/1, Chatawal, 3rd Floor, R. No. 309, Kolkata - 700012,  
Corp. Office: 115, Raheja Plaza, Plot 5/b, Shah Industrial Estate, off New Link Road, Andheri  
(west), Mumbai 400 053 – Tel: +91 033 32615598/ +91 022 24500400  
Email: [info@hindusthansafetyglass.com](mailto:info@hindusthansafetyglass.com)  
Website:- [www.hindusthansafetyglass.com](http://www.hindusthansafetyglass.com)  
CIN:- L26109WB1982PLC035375**

## **NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (PASSING OF THE RESOLUTION BY POSTAL BALLOT) RULES, 2011 AND COMPANIES (MANAGEMENT & ADMINISTRATION) RULES, 2014**

Notice is hereby given that the following resolutions is proposed to be passed by Postal Ballot in accordance with the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011 & Companies (Management & Administration) Rules, 2014 as amended from time to time.

The resolutions proposed to be passed and the Explanatory Statement pertaining thereto stating all material facts and the reasons for the proposed resolutions & a Postal Ballot Form is appended herewith for consideration of the Shareholders. The attached Postal Ballot Form is to be used by the Shareholders for the purpose of exercising vote in respect of the said resolutions.

Members may note that the Company is providing voting through Postal Ballot. Only shareholders entitled to vote are entitled to fill in the Postal Ballot form and send it to the Scrutinizer or vote through the e-voting facility offered by the Company. Any other recipient of the Notice who has no voting rights should treat this Notice as intimation only.

If you are voting through Postal Ballot Form, you are requested to carefully read the instructions in the accompanied Postal Ballot form and return the same along with Assent (FOR) OR Dissent (AGAINST) in the attached self-addressed, pre-paid postage envelopes so as to reach the Scrutinizer on or before the close of business hours on 04.03.2015. Postal Ballot Forms received after this date will be strictly treated as if the reply from the concerned Shareholder has not been received.

### **E-Voting:**

The Company is pleased to offer e-voting facility, in terms of Sec.108 of the Companies Act and the Rules, as an alternate for its members, which would enable them to cast votes electronically, instead of dispatching Postal Ballots. E-voting is optional. The Company has engaged the services of Central Depository Services Limited for providing e-voting facility to the members. Please read and follow the instructions on e-voting enumerated in the notes to the Notice.

The Board of Directors of the Company has appointed Mr. S K Pandey, a Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot voting process. After completion of his scrutiny, he will submit his report to the Managing Director and in his absence to the Director of the Company. The results of the Postal Ballot will be declared by the Managing Director/ Director on 07.03.2015 at 2:00 P.M. at the Corporate Office of the Company and will be communicated to BSE Limited & Calcutta Stock Exchange Limited i.e. the Stock Exchanges where the equity shares of the Company are listed, and will be published in the newspaper(s). The Company proposes to provide voting on the resolutions through the Postal Ballot mode and through Electronic mode.

The date of declaration of the result shall be deemed to be the date of passing of the said resolutions and the Special Resolutions shall be declared as passed if the votes cast in its favor are three times or more in number as against the votes cast in against the respective resolution.

**ITEM NO. 1: Amendment in object clause**

**“RESOLVED THAT** pursuant to the provisions of Section 13(9) and all other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to “the Act”) including any statutory modifications or re-enactment thereof for the time being in force, read with Section 110 of the Act 2013 and Rule 22 of the Companies (Management & administration) Rules, 2014 subject to the necessary approvals, consents, permissions and sanctions, required, if any, in this regard from Registrar of Companies and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities with terms, conditions, amendments, or modifications, the Board of Directors (hereinafter referred to as “the Board”, is authorized to accept as it may deem fit, the Main Objects in the Object Clause of the Memorandum of Association of the Company be and is hereby altered by inserting the following new clauses A (i) & (ii) by deleting existing Clause A after the existing sub-clause III of the Memorandum of Association of the Company.

A (i) To deal in any commodities, substances, articles, merchandise, goods, and things whether solid or liquid or gaseous as agents, commission agents, forwarding agents, Clearing agents, distributors, warehousemen, licensees, merchants, traders, sales organizers, representatives of manufacturers of commodities, goods articles, materials and things and for that purpose to buy to sell exchange, market, pledge, distribute, install, service, maintain, or otherwise deals in commodities, goods articles and things and to carry on the agency business.

A (ii) To export, import. buy, sell, act as agent, produce, manufacture, trade or otherwise deal in all kinds of merchandise, edible oils, coal, dc-oiled and oiled cakes, Soya bean, ground nut oil seeds, other oil bearing substances, Steel, cotton yarn, synthetic yarn, blended yarn, chemicals, metals, bullion, Jewellery, diamond, sapphires, ruby, topaz, garner, emerald, and other precious, textiles, capital goods, automobiles, consumer durables, commodities, agro products, precious metals, electronic goods. Machines, paper, cement, building and construction material, fibers, leather articles, garments, foot wear, watches, furniture, electrical goods and accessories, foods, hydrocarbons, derivatives and other articles goods capable of being imported, exported and traded.

**RESOLVED FURTHER THAT** Mr. Ripu Sudan Kundra (alias Raj Kundra), Director, Mr. Darshit Shah, Director, be and is hereby severally authorized to take all such steps that may be required to give effect to this resolution.”

By Order of the Board of Directors  
Hindusthan Safety Glass Industries Limited  
Sd/-

RIPU SUDAN KUNDRA  
Director

DIN No. 01785303

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts pertaining to the resolutions are annexed hereto along with a Postal Ballot Form for your consideration. The Special Resolutions shall be declared as passed if the votes cast in its favor are three times or more in number as against the votes cast in against the respective resolution.
2. In terms of Section 110 of the Companies Act, 2013 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 the item of business items as set out in the Notice above are sought to be passed by Postal Ballot and by electronic mode.
3. The Board of Directors of the Company has appointed Mr. S K Pandey, a Practicing Company Secretary, as the Scrutinizer for conducting Postal Ballot process in a fair and transparent manner. After completion of his scrutiny, he will submit his report to the Managing Director and in his absence to the Director of the Company. The results of the Postal Ballot will be announced on 07.03.2015 at 2:00 P.M. at the Corporate Office of the Company and also be published in the newspaper(s). The date of declaration of the result of the Postal Ballot will be taken to be the date of passing of resolutions proposed by this notice.
4. The Postal Ballot Form and self addressed, pre-paid postage envelopes, are enclosed for use of the shareholders and it bears the address to which the duly completed postal ballot forms are to be sent.
5. The shareholders are requested to read carefully the instructions printed on the reverse of the Postal Ballot Form and return the Form (Original) duly completed and signed in the attached self addressed, pre-paid postage envelopes so as to reach the Scrutinizer on or before the close of the business hours on 04.03.2015.
6. The Company is extending its offer of e-voting facility as an alternate, for its Members to enable them to cast their vote electronically instead of dispatching Postal Ballot. The members have option to vote either through e-voting or through the physical Postal Ballot form. If a member opts for e-voting, then he/she should not vote by Postal Ballot also and vice-versa. However, in case members cast their vote, via physical Postal Ballot and e-voting, then voting through physical Postal Ballot shall prevail and voting done by e-voting shall be treated as invalid.
7. A copy of all the documents referred to in the accompanying explanatory statement are open to inspection at the Registered Office of the Company on all working days except holidays between 10.00 am to 1.00 pm up to the date of declaration of results of the Postal Ballot.
8. Shareholders are requested to notify immediately any change in their address to the Company's Registrar and Transfer Agents viz., M/s. Maheshwari Datamatics Private Ltd., 6, Mangoe Lane, 2nd Floor, Kolkata - 700012, West Bengal, Tel No.: 033-22482248, Fax No.: 033-222484787 , E-mail: indo@mdpl.in

### **Procedure for E-Voting by CDSL**

#### 1. Voting through electronic means;

In compliance with provisions of Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Postal ballot by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

The E-Voting Particulars are set out below:

EVSN (E-Voting Sequence)	User ID	PAN / PIN	DOB / PIN	Dividend Bank Details / PIN
	Refer Point No. iii of E-Voting			

The instructions for e-voting are as under:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on “Shareholders” tab.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• 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.</li><li>• 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</li></ul>

	sequence number 001 then enter 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	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>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.</li> </ul>

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant “HINDUSTHAN SAFETY GLASS INDUSTRIES LIMITED” on which you choose to vote.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) 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.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, 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. (xvi) above to cast vote.
- (B) The voting period begins on Thursday, 05<sup>th</sup> February, 2015 at 9.00 a.m. and will end on Wednesday, 04<sup>th</sup> March, 2015 at 5.30 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 31<sup>st</sup> December, 2014, 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.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The following explanatory statement set out all material facts relating to the business mentioned under Notice dt. 02.01.2015.

### **Item No. 1**

Ripu Sudan Kundra (alias Raj Kundra) along with Shilpa Shetty Kundra has acquired shares of the Company & have made an open offer in pursuant to SEBI (Substantial Acquisition of Shares & Takeover) Regulations, 2011 and amended from time to time, for change in the management of the Company. The new Promoters proposes to enter into general trading & import-export of various commodities, goods articles, metals, chemicals, etc all kinds of goods which can be traded, imported & exported. They have rich experience in the fields of trading & import & export in various goods & articles, hence change in main object is required as these will bring better revenues/profits to the Company. The main object of the Company under Clause A (i) & A (ii) is to be incorporated by deleting the existing Clause A of the main object of the Company.

A copy of the Memorandum & Articles of Association of the Company together with the proposed alteration is open for inspection by the Members at the Registered Office of the Company between 10.00 a.m. to 1.00 p.m. on all working days of the Company up the date of declaration of results of Postal Ballot.

Your approval is sought for voting by Postal Ballot/eVoting in terms of the provisions of Section 110 of the Companies Act, 2013 read with the provisions of the Companies (passing of Resolutions by Postal Ballot) Rules, 2011 and 22 of the Companies (Management and Administration) Rules, 2014. In accordance with the provision of Section 13 and 12 of the Companies Act, 2013 pursuant to the alteration of Main Object of the Company by inserting additional clause after the existing clause, which requires the approval of shareholders in General Meeting by way of Special Resolution to give effect to such change.

Further, pursuant to the provisions of Section 110 of the Companies Act, 2013 and the Companies (Passing of Resolution by Postal Ballot) Rules, 2011 and Companies (Management and Administration) Rules, 2014 the Special Resolution for the alteration in Main Object in Memorandum & Articles of Association for a Listed Company is required to be passed by way of Postal Ballot only.

In view of the above your approval is sought through Postal Ballot for alteration in the Main Object of the Company by altering Clause A (i) & A (ii) respectively after deleting the existing Clause A of the Memorandum of Association of the Company.

The proposed change will in no way be detrimental to the interest of any shareholder of Public, Employees or other Associates of the Company in any manner whatsoever.

Your Directors recommended this resolution for approval of the Shareholders.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution except to the extent of their respective shareholding in the Company.

Your Directors recommend the Special Resolution as set out in the Postal Ballot Notice for your approval.

By Order of the Board of Directors  
Hindusthan Safety Glass Industries Limited  
Sd/-  
RIPU SUDAN KUNDRA  
Director  
DIN No. 01785303

Mumbai, 2<sup>nd</sup> January, 2015

Corporate Identification Number (CIN): L26109WB1982PLC035375

**Registered Office:**

31/1, Chatawala, 3<sup>rd</sup> Floor,

R. No. 309, Kolkata - 700012

West Bengal

E-mail: [info@hindusthansafetyglass.com](mailto:info@hindusthansafetyglass.com)



# HINDUSTHAN SAFETY GLASS INDUSTRIES LIMITED

Registered Office: 31/1, Chatawal, 3rd Floor, R. No. 309, Kolkata - 700012,  
Corp. Office: 115, Raheja Plaza, Plot 5/b, Shah Industrial Estate, off New Link Road, Andheri (west),  
Mumbai 400 053 – Tel: +91 033 32615598/ +91 022 24500400  
Email: info@hindusthansafetyglass.com  
Website:- www.hindusthansafetyglass.com  
CIN:- L26109WB1982PLC035375

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## POSTAL BALLOT FORM

- 1 Name of the Shareholder(s) :  
(In block letters)
- 2 Name of the Joint Holder(s) if any :
- 3 Registered address of the sole/first named :  
Shareholder
- 4 Registered Folio No./ DP No./ Client ID No. :
- 5 No. of shares held :
- 6 e-Voting Sequence Number (EVSN) : 150130001

I/We hereby exercise my/our vote in respect of the below mentioned **Resolutions** to be passed through Postal Ballot for the business stated in the enclosed Notice dated 02.01.2015 of the Company by sending my/our assent or dissent to the said Resolution by placing the tick (√) mark at the appropriate box below:

Item No.	Items	No. of shares	I/We assent to the Resolution	I/We dissent to the Resolution
1.	Special Resolution under section 13(9) and all other applicable provisions, if any of the companies Act, 2013 of Alteration of Main Objects in the object clause A of the existing sub-clause III of the Memorandum of Association of the company. Altered by inserting the New clause A (i) & (ii) of the sub-clause III			

Place:  
Date:

**Signature of the Shareholder**

**Note:**

1. Please read carefully the instructions overleaf before exercising your vote.
2. If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
3. Please note that the last date for receipt of Postal Ballot Forms by the Scrutinizer is 04.03.2015

## **INSTRUCTIONS**

### **1. General Instructions:**

- a. There will be one Postal Ballot Form/e-voting for every Client ID No./Folio No., irrespective of the number of joint holders.
- b. Members have option to vote either through Postal Ballot Form or through e-voting. If a member has opted for Physical Postal Ballot, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through both physical postal ballot and e-voting, then vote cast through e-voting shall prevail and vote cast through Physical Postal Ballot shall be considered as invalid.
- c. Voting in the Postal ballot/e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorised representatives with proof of their authorization, as stated below.
- d. The Scrutinizer's decision on the validity of a Postal Ballot/E-voting shall be final and binding.

### **2. Instructions for voting physically by Postal Ballot Form:**

- a. A member desirous of exercising his/her Vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer, Mr. S. K. Pandey, a Practicing Company Secretary, at Raja Bahadur Building, 1<sup>st</sup> Floor, 45 Tamarind Lane, Fort, Mumbai – 400001, in the attached self addressed envelope. Postage will be borne and paid by the Company. Further, any envelopes containing postal ballot, if deposited in person or sent by courier at the expense of the Registered Member(s) will also be accepted.
- b. The self-addressed postage pre-paid envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
- c. This Form must be completed and signed by the Member, as per specimen signature registered with the Company or Depository Participant, as the case may be. In case of joint holding, this Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member.
- d. In respect of shares held by corporate and institutional members (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
- e. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tickmark (√) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
- f. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
- g. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on Wednesday, 04<sup>th</sup> March, 2015. All Postal Ballot Forms received after this date will be strictly treated as if no reply has been received from the Member.
- h. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No.2 (g) above.
- i. Members are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything in the Postal Ballot Form except giving their assent or dissent and putting their signature. If any such other paper is sent, the same will be destroyed by the Scrutinizer.
- j. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected.
- k. The results of the voting on Resolution will be announced on Saturday, 07<sup>th</sup> March, 2015, at 2:00 p.m. at the Corporate Office of the Company. The results would be displayed at the notice board of the Registered Office/ Corporate Office of the Company, published in the newspapers, for the information of the Members and also posted on the Company's website besides communicating to the Stock Exchanges where the Company's shares are listed.

### **3. Process for Members opting for E-Voting:**

- l. In case of members receiving the Postal Ballot Form by Post:  
User ID and initial password is provided at the bottom of the Postal Ballot Form.
- m. If you are already registered with CDSL for e-voting then you can use existing user ID and password for Login to cast your vote.
- n. In case of any queries, e-voting user manual for shareholders available at the Downloads section on CDSL E-voting website: [www.evotingindia.com](http://www.evotingindia.com). you can also send your queries/ grievances relating to e-voting to the e-mail ID:-[info@hindusthansafetyglass.com](mailto:info@hindusthansafetyglass.com).
- o. The period for e-voting starts on Thursday, 05<sup>th</sup> February, 2015 at 9.00 a.m. and ends on Wednesday, 04<sup>th</sup> March, 2015 at 5.30 p.m.