

HGI Industries Limited

Regd. Office: Industry House, 18th Floor, 10, Camac Street Kolkata – 700 017

Phone : (033) 39876000, Fax : (033) 30518300

CIN: L40200WB1944PLC011754, Website: www.hgiil.com

Notice is hereby given that the 71st Annual General Meeting (AGM) of the Members of the HGI Industries Limited is scheduled to be held on Tuesday, 29th September, 2015 at 11.00 a.m at Industry House, 19th Floor, 10, Camac Street, Kolkata – 700 017.

The Company has on 28th August, 2015, completed the dispatch of the physical copies of the Notice of the AGM, Annual Report containing audited accounts for the year ended 31st March, 2015 and the Reports of the Auditors and Directors to the members who have not registered their e-mail address and also sent the same, through the electronic means to the Members whose e-mail ID's are registered with the Company / Depository Participants for communication purposes.

In compliance with the provisions of Section 108 of the Companies Act, 2013 (the "Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide e-voting facility to its Members enabling them to cast their vote electronically for all the resolutions as set in the AGM Notice dated 11th August, 2015. The Company has availed the e-voting services as provided by National Securities Depository Limited (NSDL). The Board of Directors of the Company has appointed M/s. S Sarkar & Associates, Practicing Company Secretaries, Kolkata, as Scrutinizer for conducting the remote e-voting process in a fair and transparent manner. The voting rights of Members shall be as per the number of equity shares held by the members as on the cut-off date which is 22nd September, 2015. The Notice has been sent to all the Members, whose names appeared in the Register of Member / Record of Depositories as on 21st August, 2015.

All the members are informed that:

- i. The cut-off date for determining the eligibility to vote by electronic means is Tuesday, 22nd September, 2015;
- ii. The remote e-voting shall commence from Saturday, 26th September, 2015 at 9 a.m. and shall end on Monday, 28th September, 2015 at 5 p.m.
- iii. 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. 22nd September, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if a person is already registered with NSDL for remote e-voting then he can use your existing user ID and password for casting your vote.
- iv. Member may note that:
 - a) The remote e-voting module shall be disabled by NSDL after the aforesaid date and time for e-voting and once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently;
 - b) The facility for voting through ballot paper shall be made available at the AGM.

- c) 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.
- d) 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 or voting at AGM for the businesses set out in the notice.
- e) The Chairman shall, at the AGM, 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.
- f) 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, not later than three days 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.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990 or contact to Mr. Shubhradip Bose, Company Secretary, : Industry House, 18th Floor, 10, Camac Street Kolkata – 700 017 at the designated email Id: shubhradip.bose@adityabirla.com and telephone no. 033 - 39876000

Pursuant to the provisions of Section 91 of the Act and Rules made thereunder and Clause 16 of the Listing Agreement with Stock Exchange(s), the Register of Members and the Share Transfer books of the Company will remain closed from Wednesday, 23rd September, 2015 to Tuesday, 29th September, 2015 (both days inclusive) for the said AGM.

S/d
By Order of the Board
For HGI Industries Limited

Shubhradip Bose

Place: Kolkata
Date: 28th August, 2015