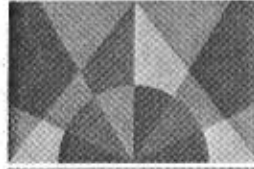


ADITYA BIRLA



HGI

19th September, 2019

The Secretary
The Calcutta Stock Exchange Ltd.
7, Lyons Range
Kolkata – 700 001

Dear Sir,

Sub: Outcome of 75th Annual General Meeting –

Ref: Regulation 30(2) and 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Brief Proceedings

We wish to inform you that at the 75th Annual General Meeting (AGM) of HGI Industries Limited held on 19th September, 2019 at 10.30 a.m. at Industry House, 19th Floor, 10, Camac Street, Kolkata – 700 017 and concluded at 11.15 a.m.

Shri J P Kanoria, Director of the Company and Chairman of the Stakeholders Relationship Committee of the Company, Chaired the proceedings of the meeting except for agenda item no. 4. As Mr. Kanoria was interested in the said item, he requested Mr. Yashwant Kumar Daga to Chair the proceedings of the meeting for the said agenda Item. Mr. Daga took the Chair for the said item and thereafter Mr. Kanoria resumed the Chair for rest of the agenda items. Chairman informed the Members that the Company has received 13 proxies representing 880073 shares. As the requisite quorum was present, the Chairman called the Meeting to order.

The Chairman informed the Members that in compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014, and Secretarial Standard on General Meetings (SS-2) and the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company has provided remote e-voting facility to the Members in respect of the businesses to be transacted at the said meeting.

The following items of businesses as set out in the Notice dated 1st August, 2019, have been transacted at the AGM:

- 1) Adoption of the Audited Balance Sheet as at 31st March, 2019, the Statement of Profit & Loss and Cash Flow Statement for the year ended 31st March, 2019, together with the Report of the Directors' and Auditors' thereon.
- 2) Re-appointment of Mr. Arvind Kumar Newar (DIN: 00469492), Director, retiring by rotation.
- 3) Re-appointment of M/s. Salarpuria Jajodia & Co., as Statutory Auditors of the Company for second term of five consecutive years

HGI Industries Limited

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

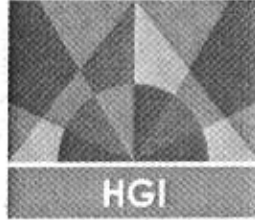
CIN: L40200WB1944PLC011754 | T: + 91 33 3987 6000 | F: + 91 33 3051 8300

E: hgiho@adityabirla.com | W: www.hgil.com Tel: +91 33 4455 5500/98

Fax: +91 33 4455 5537/47



ADITYA BIRLA



- 4) Re-appointment of Mr. Jyoti Prakash Kanoria (DIN: 00225761) as Independent Director.
- 5) Re-appointment of Mr. Yashwant Kumar Daga (DIN: 00040632) as Independent Director.
- 6) Re-appointment of Mr. Ravindra Kastia (DIN: 00528025) as Independent Director.
- 7) Continuation of Directorship of Mr. Arvind Kumar Newar (DIN: 00469492) as Non-Executive Director.

Resolution no. 1 to 3 were Ordinary Resolutions and Resolution No. 4 to 7 were Special Resolution.

The Chairman thanked all the Members present at the Meeting and then concluded the Meeting and informed the Members that the voting results will be disseminated to The Calcutta Stock Exchange and will also be made available on the website of the Company at www.hgiil.com within 48 hours of the conclusion of the Meeting.

All the Resolutions have been passed with requisite majority.

As per Regulation 44 of the Listing Regulation, the combined voting results is enclosed as Annexure I.

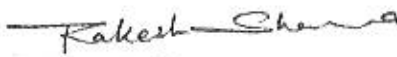
The Scrutinizer Report dated 19.09.2019 is enclosed as Annexure II

The voting results alongwith Scrutinizer's report is made available on Company's website at www.hgiil.com.

The above is for your information and records please.

Thanking you,
Yours faithfully,

For HGI Industries Limited


Rakesh Sharma
Company Secretary
A38093



HGI Industries Limited

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

CIN: L40200WB1944PLC011754 | T: + 91 33 3987 6000 | F: + 91 33 3051 8300

E: hgiho@adityabirla.com | W: www.hgiil.com Tel: +91 33 4455 5500/98

Fax: +91 33 4455 5537/47

Annexure - I

HGI INDUSTRIES LIMITED

A	DATE OF AGM	Thursday, 10th September, 2019 at 10:30 A.M.
B	Total Number of Shareholders as on Record date (Being the cut off date for determining shareholders entitled for Voting: DATE)	1526
C	No. of shareholders present in the meeting either in person or through Proxy	50
	- Promoters and Promoter Group	1
	- Public	49
D	No. of shareholders attended the meeting through Video conferencing	Not Applicable
	- Promoters and Promoter Group	Not Applicable
	- Public	Not Applicable

ORDINARY BUSINESS

Resolution No. 1
 Resolution required: Ordinary: To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31st March, 2019, together with the Report of the Directors' and Auditors' thereon
 (Ordinary/Special)

Whether Promoter/Promoter Group are interested in the agenda/resolution? NO

Category	Mode of Voting	No. of shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of votes in favour	No. of votes Against	% of Votes in favour on votes polled	% of Votes in against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E- Voting	851,730	838,230	97.93	838,230	-	100.00	-
	Poll/Ballot Process							
	Postal Ballot (If applicable)							
	Total	851,730	838,230	97.93	838,230	-	100.00	-
Public Institutions	E- Voting	1,592,788	85,279	5.35	85,279	-	100.00	-
	Poll/Ballot Process							
	Postal Ballot (If applicable)							
	Total	1,592,788	85,279	5.35	85,279	-	100.00	-
Public- Non Institutions	E- Voting	1,643,137	837,975	54.33	837,975	3,448	100.00	-
	Poll/Ballot Process		3,861	0.25	412	3,448	10.87	89.33
	Postal Ballot (If applicable)							
	Total	1,643,137	841,836	54.55	838,387	3,448	99.50	0.41
Grand Total		3,787,655	1,865,345	41.33	1,861,895	3,448	99.78	0.22

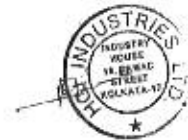


Resolution No. 2
 Resolution required: (Ordinary/Special)

Ordinary: Re- Appoint a Director in place of Mr. Arvind Kumar Nawar (DIN: 00469492), who retires by rotation at this Annual General Meeting and being eligible, offered himself for re-appointment.

Whether Promoter/Promoter Group are interested in the agenda/resolution? **NO**

Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes Against (5)	% of Votes in favour on votes (6)=[(4)/(2)]*100	% of Votes in against on votes (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E- Voting	651,730	638,230	97.93	638,230	-	100.00	-	
	Poll/Ballot Process								
	Postal Ballot (if applicable)								
	Total		638,230	97.93	638,230	-	100.00	-	
Public Institutions	E- Voting	1,592,788	85,278	5.35	85,278	-	100.00	-	
	Poll/Ballot Process								
	Postal Ballot (if applicable)								
	Total		85,278	5.35	85,278	-	100.00	-	
Public- Non Institutions	E- Voting	1,548,137	837,975	54.30	837,975	-	100.00	-	
	Poll/Ballot Process			3,861	0.25	412	3,448	10.67	89.33
	Postal Ballot (if applicable)								
	Total		841,836	54.55	838,387	3,448	99.58	0.41	
Grand Total		3,792,655	1,565,345	41.33	1,561,898	3,448	99.78	0.22	



Resolution No. 3
 Resolution required: Ordinary: Re-appointment of M/s Salarpuria Jajodia & Co. as Statutory Auditor of the Company for the second term of five consecutive years
 (Ordinary/Special)

Whether Promoter/Promoter Group are interested in the agenda/resolution? NO

Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes Against (5)	% of Votes in favour on votes (6)=[(4)/(2)]*100	% of Votes In against on votes (7)=[(5)/(2)]*100
Promoter and Promoter Group	E- Voting	851,730	838,230	97.93	838,230	-	100.00	-
	Poll/Ballot Process							
	Postal Ballot (If applicable)							
	Total		838,230	97.93	838,230	-	100.00	-
Public Institutions	E- Voting	1,582,766	85,279	5.35	85,279	-	100.00	-
	Poll/Ballot Process							
	Postal Ballot (If applicable)							
	Total		85,279	5.35	85,279	-	100.00	-
Public- Non Institutions	E- Voting	1,543,137	837,975	54.30	837,975	3,440	100.00	80.33
	Poll/Ballot Process		3,681	0.25	412			
	Postal Ballot (If applicable)							
	Total		841,656	54.55	838,387	3,440	99.59	0.41
Grand Total		3,737,655	1,565,345	41.35	1,261,896	3,440	99.78	0.22



Special Business

Resolution No. 4

Resolution required:
(Ordinary/Special)

Special: Re-appointment of Mr. Jyoti Prakash Kanoria as an Independent Director

Whether Promoter/Promoter Group are interested in the agenda/resolution?	ND
--	----

Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes Against (5)	% of Votes in favour on votes (6)=[(4)/(2)]*100	% of Votes in against on votes (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		638,230	87.95	638,230	-	100.00	-
	Poll/Ballot Process	851,730						
	Postal Ballot (If applicable)							
	Total		638,230	87.95	638,230	-	100.00	-
Public Institutions	E-Voting		66,279	5.35	85,279	-	100.00	-
	Postal Ballot (If applicable)	1,592,788						
	Total		66,279	5.35	85,279	-	100.00	-
	Total		1,592,788	66,279	5.35	85,279	-	100.00
Public- Non Institutions	E-Voting		837,875	54.30	837,875	-	100.00	-
	Postal Ballot (If applicable)	1,543,137						
	Total		837,875	54.30	837,875	-	100.00	-
	Total		1,543,137	837,875	54.30	837,875	3,449	10.87
Grand Total		2,787,855	1,565,345	41.33	1,561,898	3,449	89.78	0.22



Resolution No. 5
 Resolution required: Special; Re-appointment of Mr. Yashwant Kumar Daga as an Independent Director
 (Ordinary/Special)

Whether Promoter/Promoter Group are interested in the agenda/resolution? **NO**

Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding (3)=[(2)/(1)]*100	No. of votes In favour (4)	No. of votes Against (5)	% of Votes in favour on votes (6)=[(4)/(2)]*100	% of Votes in against on votes (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E- Voting	851,730	838,230	87.93	838,230	-	100.00	-	
	Poll/Ballot Process								
	Postal Ballot (If applicable)								
	Total		651,730	838,230	87.93	838,230	-	100.00	-
Public Institutions	E- Voting	1,582,788	85,279	5.35	85,279	-	100.00	-	
	Poll/Ballot Process								
	Postal Ballot (If applicable)								
	Total		1,582,788	85,279	5.35	85,279	-	100.00	-
Public- Non institutions	E- Voting	1,543,137	837,975	54.30	837,975	3,449	100.00	89.83	
	Poll/Ballot Process			3,851	0.25	412			
	Postal Ballot (If applicable)								
	Total		1,543,137	841,826	54.55	838,387	3,449	99.59	0.41
Grand Total		3,787,655	1,861,345	41.33	1,861,898	3,449	80.78	0.22	



Resolution No. 8
 Resolution required: Special: Re-appointment of Mr. Ravindra Kastia as an Independent Director
 (Ordinary/Special)

Whether Promoter/Promoter Group are interested in the agenda/resolution? **NO**

Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes Against (5)	% of Votes in favour on votes (6)=[(4)/(2)]*100	% of Votes in against on votes (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E- Voting	851,730	638,230	87.93	638,230	-	100.00	-	
	Poll/Ballot Process								
	Poll/Ballot Process								
	Postal Ballot (If applicable)								
	Total	631,730	638,230	87.93	638,230	-	100.00	-	
Public Institutions	E- Voting	1,592,785	85,279	5.36	85,279	-	100.00	-	
	Poll/Ballot Process								
	Poll/Ballot Process								
	Postal Ballot (If applicable)								
	Total	1,592,785	85,279	5.36	85,279	-	100.00	-	
Public- Non Institutions	E- Voting	1,543,137	837,875	54.30	837,975	3,449	100.00	-	
	Poll/Ballot Process			3,661	0.25	412		10.67	86.33
	Poll/Ballot Process								
	Postal Ballot (If applicable)								
	Total	1,543,137	841,856	54.55	838,387	3,449	99.59	0.41	
Grand Total		3,787,855	1,565,345	41.35	1,561,896	3,449	99.78	0.22	



Resolution No. 7
 Resolution required: Special: Approval for continuation of Directorship of Mr. Arvind Kumar Newar as Non Executive Director

Whether Promoter/Promoter Group are interested in the agenda/resolution? NO

Category	Mode of Voting	No. of shares held	No. of Votes polled	% of Votes Polled on outstanding	No. of votes in favour	No. of votes Against	% of Votes in favour on votes	% of Votes in against on votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	851,730	838,230	97.93	838,230	-	100.00	-
	Poll/Ballot Process							
	Postal Ballot (If applicable)							
	Total		838,230	97.93	838,230	-	100.00	-
Public Institutions	E-Voting	1,592,788	85,279	5.35	85,279	-	100.00	-
	Poll/Ballot Process							
	Postal Ballot (If applicable)							
	Total		85,279	5.35	85,279	-	100.00	-
Public- Non Institutions	E-Voting	1,543,137	837,975	54.30	837,975	3,449	100.00	-
	Poll/Ballot Process		3,861	0.25	412	10.87	88.33	
	Postal Ballot (If applicable)							
	Total		841,836	54.55	838,387	3,449	99.58	0.41
Grand Total		3,787,655	1,505,245	41.33	1,561,896	3,449	95.78	0.22

Note: 41 shareholders holding 2256 shares, abstain from voting under under Public non Institutional category for the above resolutions.

For HGI Industries Limited

Rakesh Sharma
 Rakesh Sharma
 Company Secretary
 ACS 38093
 19th September, 2016



K. ARUN & CO.

Company Secretaries

19th September, 2019

To,
Mr. Jyoti Prakash Kanoria
The Chairman,
H G I Industries Limited,
CIN: L40200WB1944PLC011754
10, Camac Street,
Kolkata-700017.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on voting through Remote E-voting and Polling Process conducted pursuant to the provisions of Sections 108 and 109 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Amendment Rules, 2014, and the Companies (Management and Administration) Amendment Rules, 2015 for the 75th Annual General Meeting of H G I Industries.Limited held on Thursday, 19th September, 2019 at 10:30 A.M.

I, Arun Kumar Khandelia, Partner of K Arun & Co., Practicing Company Secretaries, appointed by the Board of Directors of H G I Industries Limited ("the Company") to act as the Scrutinizer for the purpose of scrutinizing the voting process through Remote E-voting and polling process conducted pursuant to the provisions of Sections 108 and 109 of the Companies Act, 2013 ("the Act") read with Companies (Management and Administration) Amendment Rules, 2014, and the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Resolutions mentioned in the Annual General Meeting ("AGM") Notice dated 01.08.2019.

The Management of the Company is responsible to ensure the compliance with the requirements of the Sections 108 and 109 of the Act read with Companies (Management and Administration) Amendment Rules, 2014, and the Companies (Management and Administration) Amendment Rules, 2015. My responsibility as a Scrutinizer is only to the extent of making Scrutinizer Report for ascertaining the votes cast in "favour" or "against" for respective resolutions of the Annual General Meeting Notice.



Shantiniketan', 8, Camac Street, 8th Floor, Suite # 807, Kolkata -700017; Ph.: +91 33 4004 0798, 2289 0383

E-mail : karun@cskarun.com ♦ Website : www.cskarun.com

A person whose name was recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., 12th September, 2019, was entitled to vote on the resolutions of the Annual General Meeting Notice.

The Company had engaged the services of M/s. National Securities Depository Limited (NSDL) for providing remote E-voting facility and the service provider had set up the remote E-voting facility on its website www.evoting.nsdl.com. The Service Provider has provided a system for recording the electronic votes of the shareholders on all the items of the business sought to be transacted at the Annual General Meeting. The shareholders who were present at the venue of the meeting and had not opted to vote through the remote E-voting were provided with the facility to exercise their vote through polling papers.

I hereby submit my Report as under:

- 1 The period for remote E-voting had commenced at 11:00 A.M. on Monday, 16th September, 2019 and closed at 05:00 P.M. on Wednesday, 18th September, 2019. At the end of the remote E-voting period, the facility was blocked by the Service Provider.
- 2 At the venue of the Annual General Meeting, the empty Ballot Box kept for voting through ballot papers. The Ballot Box was locked in presence of my authorized representatives and members who were present at the meeting. The locked Ballot Box upon completion of the voting was unlocked in my presence. After the conclusion of the counting of votes through Ballot Papers, the votes cast through remote e-voting were unblocked in presence of 2 witnesses Ms. Shruti Suman & Mrs. Parul Maheshwari who are not in the employment of the Company. The results of remote E-voting are based on the reports generated from Service Provider website www.evoting.nsdl.com.
- 3 We have collated the votes downloaded from the remote E-voting and ballot papers to declare the final results for each of the resolution forming part of the Annual General Meeting Notice and to ascertain the number of shares voted in "Favour" or "Against". The members who have abstained from the voting during the aforesaid voting process have not been considered in preparation of the Consolidated Report. The Ballot Papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



I hereby submit Consolidated Scrutinizer Report as per the provisions of Section 108 and 109 of the Act read with Rule 20 and Rule 21 of the Companies (Management and Administration) Amendment Rules, 2014, and the Companies (Management and Administration) Amendment Rules, 2015 along with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, containing the results of each of the resolutions of the Annual General Meeting as detailed in Annexure A.

I hereby confirm that the Registers and Records generated from the e-voting platform of the Service Provider are being maintained in the electronic form.

The Registers and all other records/ papers relating to Remote e-voting and polling process shall remain in our custody till the Chairman considers, approves and signs the Annual General Meeting Minutes and thereafter the same shall be returned.

You may accordingly declare the Result of Voting for each Resolution of the Annual General Meeting Notice as detailed in the attachment and marked as Annexure-A.

Thanking You.

Place: Kolkata
Dated: 19.09.2019



For K ARUN & CO
Company Secretaries

(Arun Kumar Khandelia)
Partner
C.P. No. 2270

We, the undersigned witnesses that the votes in respect of E-voting of shareholders of H G I Industries Limited were unblocked from E-voting website of National Securities Depository Limited (NDSL) in our presence at 12:27 P.M. on 19th September, 2019.

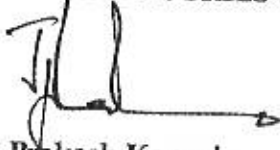
Shruti Suman.

Shruti Suman
Swarnmani Complex, Flat-3AB
Kolkata-700054.

Parul Maheshwari.

Parul Maheshwari
Kshetra Mitra Lane, Block-C
Howrah-711101.

Countersigned by
For H G INDUSTRIES LIMITED.



Jyoti Prakash Kanoria
Chairman
DIN: 00225761

ANNEXURE A-

Particulars	Number of Members voted through Remote E-voting	Number of Remote E-votes casted	Number of Members voted through Polling Papers	Number of votes casted by Polling Papers	Total No. of votes cast through Remote-voting and Polling Papers	% of total number of valid votes cast
	1	2	3	4	5=(2) + (4)	6
Item No.1 : Adoption of Audited Financial Statement for the F.Y. ended 31st March,2019, together with the Report of the Director's and Auditor's thereon.						
Voted in favour of the resolution	13	1561484	5	412	1561896	99.7797
Voted against the resolution	0	0	4	3,449	3,449	0.2203
Total	13	1561484	9	3,861	15,65,345	100.00
Invalid /Abstain votes	0	0	41	2296	2296	-
Item No. 2 : Re-appointment of Mr. Arvind Kumar Newar (DIN:00469492), Director, retiring by rotation.						
Voted in favour of the resolution	13	1561484	5	412	1561896	99.7797
Voted against the resolution	0	0	4	3,449	3,449	0.2203
Total	13	1561484	9	3,861	15,65,345	100.0000
Invalid /Abstain votes	0	0	41	2296	2296	-
Item No. 3 : Re-appointment of M/s Salarpuria Jajodia & Co.,as Statutory Auditors of the Company for second term of five consecutive years.						
Voted in favour of the resolution	13	1561484	5	412	1561896	99.7797
Voted against the resolution	0	0	4	3,449	3,449	0.2203
Total	13	1561484	9	3,861	15,65,345	100.0000
Invalid /Abstain votes	0	0	41	2296	2296	-
Item No.4: Re-appointment of Mr. Jyoti Prakash Kanoria as an Independent Director. (Special Resolution)						
Voted in favour of the resolution	13	1561484	5	412	1561896	99.7797
Voted against the resolution	0	0	4	3,449	3,449	0.2203
Total	13	1561484	9	3,861	15,65,345	100.0000
Invalid /Abstain votes	0	0	41	2296	2296	-
Item No.5 : Re-appointment of Mr. Yashwant Kumar Daga as an Independent Director. (Special Resolution)						
Voted in favour of the resolution	13	1561484	5	412	1561896	99.7797
Voted against the resolution	0	0	4	3,449	3,449	0.2203
Total	13	1561484	9	3,861	15,65,345	100.0000
Invalid /Abstain votes	0	0	41	2296	2296	-
Item No.6 : Re-appointment of Mr.Ravindra Kastia as an Independent Director. (Special Resolution)						
Voted in favour of the resolution	13	1561484	5	412	1561896	99.7797
Voted against the resolution	0	0	4	3,449	3,449	0.2203
Total	13	1561484	9	3,861	15,65,345	100.0000
Invalid /Abstain votes	0	0	41	2296	2296	-
Item No.7 : Continuation of Directorship of Mr. Arvind Kumar Newar as Non-Executive Director. (Special Resolution)						
Voted in favour of the resolution	13	1561484	5	412	1561896	99.7797
Voted against the resolution	0	0	4	3,449	3,449	0.2203
Total	13	1561484	9	3,861	15,65,345	100.0000
Invalid /Abstain votes	0	0	41	2296	2296	-

Place: Kolkata
Dated: 19.09.2019



For K ARUN & CO.
Company Secretaries

Arun Kumar Khandella
Partner
C.P. No. 2270