



## HGI INDUSTRIES LIMITED

Registered Office : "Industry House", 10, Camac Street, 18<sup>th</sup> Floor, Kolkata - 700 017

### NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the SIXTY EIGHTH ANNUAL GENERAL MEETING of the Members of HGI INDUSTRIES LIMITED will be held at "INDUSTRY HOUSE", 10, CAMAC STREET, 19<sup>th</sup> Floor, KOLKATA – 700 017 on Friday, the 28<sup>th</sup> day of September, 2012 at 3.30 p.m. to transact, with or without modification(s), the following business: -

#### ORDINARY BUSINESS:

1. To receive and adopt the audited Balance Sheet as at 31<sup>st</sup> March, 2012, Profit & Loss Account for the year ended 31<sup>st</sup> March, 2012 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Jyoti Prakash Kanoria, who retires from office by rotation, but being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Ravindra (Ravi) Kastia, who retires from office by rotation, but being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution relating to the appointment of the Auditors of the Company.

"**RESOLVED THAT** M/s. S.V. Ghatalia & Associates, Chartered Accountants, Kolkata, the retiring Auditors, be and are hereby re-appointed as the Statutory Auditors of the Company under Section 224A and other applicable provisions, if any, of the Companies Act, 1956 to hold the office as such from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration to be decided by the Board of Directors of the Company."

7<sup>th</sup> August, 2012

Regd. Office:  
"Industry House"  
10, Camac Street, 18<sup>th</sup> Floor,  
Kolkata – 700 017

By Order of the Board  
For **HGI INDUSTRIES LTD.**

Sd/-

**ASHOK KUMAR BAID**  
Company Secretary

#### NOTES FOR MEMBERS' ATTENTION

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT A MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.  
THE PROXIES TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. An Explanatory Statement pursuant to Section 173 of the Companies Act, 1956, in respect of item No.4 of the Notice set out above, is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 21.09.2012 to 28.09.2012 [both days inclusive].
4. a] Members are requested to notify change of address, if any, with PIN CODE quoting reference of their folio number immediately to the Company's Registrars and Share Transfer Agents, M/s. MCS Ltd., 77/2A, Hazra Road, Kolkata – 700029.  
b] Members are requested to bring their copies of the Annual Reports to the Meeting.
5. Members are requested to quote folio numbers in all correspondence.
6. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company the details of such folios together with the Share Certificates for consolidating their holdings into one folio. The Share Certificates will be returned to the members after making requisite changes thereon.
7. Ministry of Corporate Affairs (MCA) Circular no. 17/2011 and 18/2011 dated 21st April 2011 and 29th April 2011 has taken a green initiative in the Corporate Governance and clarified that service of document (Notices, Annual Reports etc.) to member through electronic mode is in compliance with the relevant provision of Companies Act, 1956. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to kindly update your E-mail ID with your respective Depository Participant/ RTA and make this effort of your Company a grand success.

## EXPLANATORY STATEMENT UNDER SECTION 173 OF THE COMPANIES ACT, 1956.

### Item No. 4

The Board of Directors of the Company has on the recommendation of the Audit Committee proposed that M/s S. V. Ghatalia & Associates, Chartered Accountants, Kolkata be re-appointed as the Statutory Auditors of the Company till the conclusion of the next Annual General Meeting of the Company. In view of the provisions contained in Section 224A of the Companies Act, 1956, the resolution for re-appointment of the Statutory Auditors will be proposed as a Special resolution. M/s. S. V. Ghatalia & Associates, Chartered Accountants, Kolkata have forwarded a Certificate to the Company, stating that the re-appointment, if made, will be within the limit in that behalf specified in Sub-section (1-B) of Section 224 of the Companies Act, 1956.

The Board recommends the acceptance of the above Resolution.

None of the Directors is concerned or interested in the above Resolution.

The Special Resolution as set out in this item of notice is being proposed for the approval of the members.

7<sup>th</sup> August 2012

Regd. Office:

"Industry House"

10, Camac Street, 18<sup>th</sup> Floor,

Kolkata – 700 017

By Order of the Board  
For **HGI INDUSTRIES LTD.**

Sd/-

**ASHOK KUMAR BAID**

Company Secretary

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

|  |   |  |
|--|---|--|
| Name of Director   | Mr. Jyoti Prakash Karnoria  | Mr. Ravindra (Ravi) Kastia   |
| Date of Birth  | 09.04.1938  | 12.06.1955   |
| Date of Appointment  | 22.02.1979  | 31.07.2004   |
| Expertise in Specific functional areas   | Business  | Company Executive  |
| Qualifications   | B. Com  | MBA, FCA, FCS, Diploma in Labour Laws & Personnel Management   |
| List of outside Directorship held  | 1. Satya Company Ltd.<br>2. Anscor Capital & Investment Pvt. Ltd.<br>3. Dawn Credit Capital Pvt. Ltd.<br>4. Orchard Road Properties Pvt. Ltd.<br>5. One Tree Hill Properties Pvt. Ltd.<br>6. High Mountain Properties Pvt. Ltd.<br>7. Silent Valley Properties Pvt. Ltd.<br>8. Rajokri Properties Pvt. Ltd. | 1. Pan Century Surfactants Inc.<br>2. India Premium Fund<br>3. India Explore Fund<br>4. India Shining Fund<br>5. India Worldwide Fund<br>6. India New Age Fund |
| Chairman / Member of the Committees of Director of the Board of Directors of the Company     | —   | —  |
| Chairman / Member of the Committees of Director of other Companies in which he is a Director |   |  |
| (a) Shareholders Committee   | —   | —  |
| (b) Share Transfer Committee   | —   | —  |
| (c) Remuneration Committee   | —   | —  |
| (d) Audit Committee  | —   | —  |

## HGI INDUSTRIES LIMITED

**Registered Office :** "INDUSTRY HOUSE" 10, Camac Street, 18<sup>th</sup> Floor, Kolkata 700 017

### Attendance Slip

Name :

Address :

Folio No.

I hereby record my presence at the SIXTY EIGHTH ANNUAL GENERAL MEETING of the Company at "INDUSTRY HOUSE, 10, Camac Street, 19<sup>th</sup> Floor, Kolkata - 700 017 at 3.30 P.M. on Friday, 28<sup>th</sup> September, 2012.

Signature

- NOTES :**
1. Member/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and hand over the same duly signed, at the entrance.
  2. Member/Proxy holder desiring to attend the meeting should bring his/her copy of the Annual Report for reference at the meeting.

## HGI INDUSTRIES LIMITED

**Registered Office :** "INDUSTRY HOUSE" 10, Camac Street, 18<sup>th</sup> Floor, Kolkata 700 017

### PROXY

I/We \_\_\_\_\_  
of \_\_\_\_\_ in the district of, \_\_\_\_\_ being a member /  
members of the above named Company, hereby appoint \_\_\_\_\_  
\_\_\_\_\_ of \_\_\_\_\_ in the district of, \_\_\_\_\_ or failing  
him \_\_\_\_\_ of \_\_\_\_\_ in the district of  
\_\_\_\_\_ as my / our

Proxy to vote for me / us and on my / our behalf at the Sixty Eighth Annual General Meeting of the Company, to be held on Friday, 28<sup>th</sup> day of September, 2012 at 3.30 p.m. or at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2012.

|                   |  |
|-------------------|--|
| Reference Folio : |  |
| No. of Shares :   |  |

Affix Re. 1  
Revenue  
Stamp

(Signature)

This form is to be used  $\frac{\text{* favour}}{\text{* against}}$  of the resolution. Unless otherwise instructed, the proxy will act as he/she thinks fit.

\* Strike out whichever is not desired.

**NOTE :** The proxy must be returned so as to reach the Registered Office of the Company not less than FORTY EIGHT HOURS before the time for holding the aforesaid meeting.

