



HGI Industries Limited

Regd. Office: Industry House, 18th Floor, 10, Camac Street, Kolkata – 700017
CIN: L40200WB1944PLC011754; T: +91 33 44555500/98; F: +91 33 44555537
E-mail: hgiho@adityabirla.com; Website: www.hgiil.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (the “Act”) and other applicable provisions, if any, of the Act, read with the Companies (Management and Administration) Rules, 2014 (the “Rules”) (including any statutory modifications or re-enactments thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to other applicable laws and regulations, if any, that the resolution appended below is proposed to the Members of the Company to be passed as Special Resolution by way of Postal Ballot which includes remote voting by electronic means (“E-voting”). The Company is desirous of seeking your consent for the proposal as contained in the Resolutions given hereinafter. The explanatory statement pertaining to the aforesaid resolution setting out the material facts and reasons thereof is annexed hereto along with a Postal Ballot Form (the “Form”) for your consideration.

SPECIAL BUSINESS:

1. CONTINUATION OF DIRECTORSHIP OF MR. JYOTI PRAKASH KANORIA (DIN 00225761), NON-EXECUTIVE INDEPENDENT DIRECTOR WHO HAS ATTAINED THE AGE ABOVE 75 YEARS

To consider, and if thought fit, to pass with or without the modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Amendment Regulations) and other applicable provisions if any, of the Companies Act, 2013 and subject to such other approvals as may be necessary in this regard, the consent of the members be and is hereby accorded to continue the directorship of Mr. Jyoti Prakash Kanoria (DIN: 00225761), as the Non-Executive Independent Director of the Company, who has attained the age above 75 years, from the effective date of the said Amendment Regulations, i.e., April 01, 2019 till the expiry of his term, i.e., September 24, 2019.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such other acts, deeds and things as are necessary and expedient in this regard and to delegate any or all the powers herein conferred by this resolution on it to any Director(s) or Officer(s) of the Company as the Board may think fit & necessary in its absolute discretion.”

Kolkata
12th February, 2019

**By the Order of the Board
For H G I Industries Limited**

**Rakesh Sharma
Company Secretary & Compliance Officer**

NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out the material facts concerning the resolution and the reason thereof is annexed for your consideration.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/Statements of beneficial ownership maintained by the Depositories, i.e., National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on the close of business hours on Friday, February 15, 2019 (cut-off date). Members who are not members as on the cut-off date shall treat this notice for information purpose only.
3. The Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company or with their Depository Participants (“DP”) unless any member has requested for a physical copy of the same. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form (“Ballot Form”) through permitted mode along with a postage pre-paid self-addressed Reply Envelope.
4. The Postal Ballot Notice is uploaded on the website of the Company, i.e., www.hgiil.com and on the website of NSDL, i.e., www.evoting.nsdl.com.
5. In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer remote e-voting facility to all its Members as an alternate mode to exercise their right to vote. The Company has entered into an agreement with NSDL for facilitating remote e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting period will commence on Tuesday, 26th February, 2019 at 9.00 a.m. IST and ends on Wednesday, 27th March, 2019 at 5.00 p.m. IST.
6. Members can opt for only one mode of voting, i.e., either by Ballot Form or remote e-voting. However, in case Members cast their vote by Ballot Form and remote e-voting, then voting done through remote e-voting shall prevail and voting done by Ballot Form will be treated as invalid.
7. In case a Member is desirous of obtaining Ballot Form in printed form, the Member may write to rakesh.m.sharma@adityabirla.com. The Company will forward the same along with postage pre-paid self addressed Reply Envelope upon receipt of a request from the Member.
8. The Company has appointed Mr. Arun Kumar Khandelia (C.P. No. 2270), Partner of M/s K. Arun & Co., Practicing Company Secretaries as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
9. Upon completion of the scrutiny of Ballot Forms and electronic responses, the Scrutinizer will submit his report to the Chairman of the Company. The results of the Postal Ballot will be declared by the Chairman or Director authorized by the Board on or before 5.00 p.m. on Friday, 29th March, 2019 at the Registered Office of the Company at Kolkata. The said results along with the Scrutinizer's Report will be posted on the website of the Company, i.e., www.hgiil.com and will be intimated to the Stock Exchanges where the shares of the Company are listed.
10. The decision of the Scrutinizer on the validity of the Ballot Forms and any other related matter shall be final.
11. The last date for the receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the said Resolution will be deemed to have been passed, if approved by the requisite majority as provided under the relevant provisions of the Companies Act, 2013 and the rules made thereunder.
12. All documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company between 10:00 a.m. to 5:00 p.m. from Monday to Friday up to the date of declaration of results of the Postal Ballot.
13. Members are requested to carefully read the instructions printed on the Postal Ballot Form enclosed herewith and return the Ballot form duly completed in the attached postage pre-paid self- addressed Reply Envelope so as to reach the Scrutinizer at M/s K. Arun & Co., Practicing Company Secretaries, at, ‘Shantiniketan Building’, 8, Camac Street, 8th Floor, Suit # 807, Kolkata – 700017, Phone: +91 33 4004 0798, 2289 0383, E-mail karun@cskarun.com, not later than 5.00 p.m. on Wednesday, 27th March, 2019.

VOTING THROUGH ELECTRONIC MEANS

In compliance with Section 108 and other applicable provisions of the Companies Act, 2013, read with the related Rules and other law as applicable, the Company is pleased to provide e-voting facility to all of its Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to all its Members.

The instructions for e-voting are as follows:

Please read the following instructions for e-voting before exercising your vote.

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2, i.e., Cast your vote electronically.
4. Your User ID details will be as per the details given below :
 - a) For Members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b) For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****)
 - c) For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the Company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***)
5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system.

- i. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- ii. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
- iii. Select “EVEN” of Company for which you wish to cast your vote.
- iv. Now you are ready for e-Voting as the Voting page opens.
- v. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- vi. Upon confirmation, the message “Vote cast successfully” will be displayed.
- vii. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- A. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to karun@eskarun.com with a copy marked to evoting@nsdl.co.in.
- B. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- C. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 1800-222-990(toll free) or at 91-22-24994200 or send a request at evoting@nsdl.co.in
- D. The voting rights shall be as per the number of equity shares held by Member(s) as on cut-off date. Members are eligible to cast vote electronically only if they are holding shares as on that date.
- E. The results shall be declared within 48 hours from the conclusion of the Postal Ballot Process. The results along with the Scrutinizer’s Report shall be placed on the website of NSDL and such results will also be forwarded to the Stock Exchanges where the Company’s shares are listed.

ANNEXURE TO THE NOTICE
STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1:

Pursuant to the recommendations made in the Uday Kotak Committee Report, Securities and Exchange Board of India (SEBI) notified SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Amendment Regulations) on May 9, 2018. The Regulation 17 (1A) of the Amendment Regulations, inter-alia, prescribes that listed entity shall not appoint a person or continue directorship of any person(s) as a Non-Executive Director(s) who has attained the age of 75 years, unless a special resolution is passed to that effect.

Mr. Jyoti Prakash Kanoria was appointed as the Non-Executive Independent Directors of the Company in accordance with the provisions of Sections 149,152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, at the 70th Annual General Meeting held on September 25, 2014 for a continuous period of five years upto September 24, 2019.

Since Mr. Kanoria has attained the age above 75 years and his term is valid till September 24, 2019, the Board of Directors at its meeting held on February 12, 2019, decided to seek the approval of the shareholders by way of special resolution.

The brief Profile of Mr. Kanoria including the information required to be furnished under Regulation 36 (3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standards 2 on General Meetings are given below:

1. Mr. JYOTI PRAKASH KANORIA

Shri Jyoti Prakash Kanoria is a Commerce Graduate from Calcutta University. He is the Managing Partner of Atmaram & Co., a Registered Partnership firm having tea plantations in the State of Assam. He has served twice as Chairman of the Shellac Export Promotion Council (SEPC) in 1977 and 1987. During the tenure of his Chairmanship, he had worked to promote and introduce Shellac based value-added products, which are used by plastic, adhesives and varnish manufacturing units. Apart from being a director of HGI Industries Limited, he was also on the Board of various textile companies like Prabha Mills, Burhanpur Tapti Mills and Aditya Mills from 1960- 1970.

Mr. Kanoria plays a key role in guiding and assisting in formulating policies and strategies. In the opinion of the Board, Mr. Kanoria fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for continuing his directorship as an Independent Director of the Company and is independent of the management.

Mr. Kanoria is in good physical condition and of sound and alert mind. Considering his seniority, expertise and vast experience, which has benefited the Company immensely, the Board considers that his continued association would be of immense benefit to the Company and therefore recommend his continuation as Director till the expiry of his present term.

Name	JYOTI PRAKASH KANORIA			
Director Identification Number (DIN)	00225761			
Date of Birth/(Age)	April 09, 1938 (80 years)			
Nationality	Indian			
Date of appointment on the Board	22nd February, 1979			
Relationship with other Directors	Not related to any Director			
Qualification	Commerce Graduate from Calcutta University.			
Expertise in specific functional areas	He has more than 50 years of rich and varied experience in Textile and commercial sectors.			
Number of shares held in the Company	720			
List of Directorships held in other Public Limited Companies	1. Bhubaneswari Coal Mining Limited 2. Rajmahal Coal Mining Limited 3. Satya Co Limited			
Chairmanships / Memberships of Committees of other Public Limited Companies (Includes Audit Committee of the Board, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Stakeholders Relationship Committee)	Name of the Public Limited Company	Name of the Committee	Chairman / Member	
		Bhubaneswari Coal Mining Limited	Nomination & Remuneration Committee	Chairman
			Audit Committee	Chairman
	Corporate Social Responsibility Committee		Chairman	
	Rajmahal Coal Mining Limited	Corporate Social Responsibility Committee	Chairman	
		Audit Committee	Chairman	
Corporate Social Responsibility Committee		Chairman		
Number of Board meetings attended during FY 2017 - 2018	Held	4		
	Attend	4		

None of the Directors and Key Managerial Persons of the Company except Mr. Kanoria and his relatives are concerned or interested, financially or otherwise, in the resolutions set out in Item No. 1 of the Notice.

Kolkata
12th February, 2019

**By the Order of the Board
For H G I Industries Limited**

**Rakesh Sharma
Company Secretary & Compliance Officer**