

ADITYA BIRLA



Date: 28th March, 2019

To,
The Secretary,
The Calcutta Stock Exchange Ltd.
7, Lyons Range
Kolkata - 700001

Dear Madam/ Sir,


Sub: Disclosure of Voting Results of Postal Ballot (including remote e-voting) pursuant to Regulations 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations)

1. In continuation of our letter dated 25th February, 2019, we wish to inform you that the Members of the Company, have passed Special Resolution, seeking continuation of Directorship of Mr. Jyoti Prakash Kanoria (DIN 00225761) Non-executive Independent Director who has attained the age above 75 years, as stated in the Postal Ballot Notice dated 12th February, 2019, with requisite majority.
2. The details of the voting results of Postal Ballot (including remote e-voting) in terms of the provisions of Regulation 44(3) of the SEBI LODR Regulation and the Scrutinizer's Report are attached as **Annexure 1** and **Annexure 2** respectively.
3. The same have also been uploaded on the website of the Companies at www.hgiil.com.

The above is for your information, records and dissemination please.

Thank you,

Yours sincerely,
For HGI Industries Limited


Rakesh Sharma
Company Secretary
A38093



Enclosed as above

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

ADITYA BIRLA



HGI

Copy to:

1. National Securities Depository Ltd.

Trade World, A wing, 4th Floor, Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel,
Mumbai – 400 013

2. Central Depository Services (India) Ltd.

Marathon Futurex, 'A' Wing,
25th Floor, N.M.Joshi Marg, Lower Parel,
Mumbai – 400 013



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A	DATE OF EGM	Not applicable (Resolution Passed through Postal Ballot on 27th March, 2019)
B	Total Number of Shareholders as on Record date (Being the cut off date for determining shareholders entitled for Voting-DATE)	1536 (Record date 15.02.2019)
C	No of shareholders present in the meeting either in person or through Proxy	Not applicable (Resolution Passed through Postal Ballot)
	Promoters and Promoter Group Public	
D	No. of shareholders attended the meeting through Video conferencing	Not applicable (Resolution Passed through Postal Ballot)
	Promoters and Promoter Group Public	
E	Whether Promoter/Promoter Group are interested in the agenda/resolution?	NO

Special Resolution

Resolution No.1 : Continuation of Directorship of Mr. Jyoti Prakash Kanoria, Non-Executive Independent Director who has attained the age above 75 years.

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	651,730	651,730	100.00	651,730	NIL	100.00	NIL
	Poll/Ballot Process							
	Postal Ballot (If applicable)							
Public Institutions	E- Voting	1,592,788	1,043,175	65.49	1,043,175	NIL	100.00	NIL
	Poll/Ballot							
	Postal Ballot (If applicable)							
Public- Non Insitutions	E- Voting	1,543,137	888,519	57.58	885,074	3,445	99.61	0.39
	Poll/Ballot Process							
	Postal Ballot (If applicable)		2,802	0.18	2,302	500.00	82.16	17.84
	Total	3,787,655	2,586,226	68.28	2,582,281	3,945	99.85	0.15

Note: Number of votes polled for resolution includes 756 invalid votes under Public Non-Institutions category.

For HGI Industries Limited

Yashwant Kumar Daga
Director (00040632)
28th March, 2019



K. ARUN & CO.

Company Secretaries

REPORT

March 28, 2019

To,
 The Chairman,
 HGI Industries Limited,
 CIN: L40200WB1944PLC011754
 10, Camac Street,
 Kolkata - 700017

Dear Sir,

Sub: Scrutinizer's Report on voting through Remote E-voting and Postal Ballot conducted pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014.

I, Arun Kumar Khandelia, Partner of K. Arun & Co., Practicing Company Secretaries, have been appointed by the Board of Directors of HGI Industries Limited ("the Company") to act as the Scrutinizer for the purpose of scrutinizing the voting process through Remote E-voting and Postal Ballot conducted pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 ("the Act") read with Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the resolution mentioned in the Postal Ballot Notice dated 12th February, 2019.

The Management of the Company is responsible to ensure the compliance with the requirements of the Sections 108 and 110 of the Act read with Companies (Management and Administration) Rules, 2014. My responsibility as a Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and is restricted only to the extent of making Scrutinizer Report for ascertaining the votes cast in "favour" or "against" for the resolutions proposed in the Postal Ballot Notice.

The Members holding Equity Shares as on the "cutoff date" i.e. 15th February, 2019 were entitled to vote on the resolution proposed in the Postal Ballot Notice.

The Company had engaged the services of 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.



I hereby submit my Report as under:

1. In terms of the aforesaid Postal Ballot Notice dated 12th February, 2019, dispatched to the Shareholders of the Company on 25th February, 2019 and the Public Notice published on 'ArthikLipi' and 'Business Standard' pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014 on 26th February, 2019 the period for Remote E-voting commenced at 09:00 A.M. (IST) on Tuesday, 26th February, 2019 and ended at 05.00 P.M. (IST) on Wednesday, 27th March, 2019 for voting through E-voting and Postal Ballot forms. At the end of the E-voting period, the voting portal of NSDL was unblocked on Wednesday, 27th March, 2019 at 5:00 P.M. (IST).
 2. The votes cast through Remote E-voting were unblocked in presence of 2 (two) witnesses, Ms. Ishita Chatterjee and Mr. Yashraj Agarwalla 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. The Ballot Forms received were scrutinized and reconciled with the records maintained by the Company / Registrar and Transfer Agent and the authorizations / power of attorney etc. lodged thereof. The votes were also scrutinized for the purpose of eliminating duplicate voting and the votes, if any, cast by a member(s) both through E-voting and Postal Ballot Form having been identified and votes cast through E-voting only were considered valid. Invalid ballots were marked and segregated and the summary results were prepared. For processing Postal Ballots, necessary technical support was provided by NSDL, the service providers of E-voting facility.
 4. My report on the results of the voting is based on the data downloaded from the website of National Securities Depository Limited (NSDL) and the votes cast through physical Ballot Forms received in respect of the resolution contained in the Notice of the Postal Ballot.
- I, therefore submit my report as per the provisions of Sections 108 and 110 of the Companies Act, 2013 ("the Act") read with Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the resolution mentioned in the Postal Ballot Notice dated 12th February, 2019 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 Register of Postal Ballot and all other records/ papers relating to Remote E-voting and Ballot Process shall remain in our custody till the Chairman considers, approves and signs the minutes of Postal Ballot and thereafter the same shall be handed over to the Company.

You may accordingly declare the result of voting in respect of the resolutions mentioned in the Postal Ballot Notice as detailed in the attachment and marked as **Annexure-A**.

Thanking You.

Place: Kolkata
Date: 28.03.2019



FOR K. ARUN & CO
Company Secretaries

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

We, the undersigned witnesses that the votes in respect of Remote E-voting of shareholders of HGI Industries Limited were unblocked from e-voting website of National Securities Depository Limited (NSDL) in our presence at 05:58:12 hours on 27th March, 2019.

Ishita Chatterjee
26/4, Motilal Gupta Road
Kolkata-700008

Yashraj Agarwalla
9/1B, Peary Mohan Paul Lane
Girish Park
Kolkata-700007

Countersigned by
For HGI Industries Limited

Yashwant Kumar Daga
Director
DIN: 00040632
Address: 5, Merlin Park Ballygunge, Kolkata 700019

ANNEXURE A

Particulars	Number of Members voted through Remote E-voting	Number of Remote E-votes casted	Number of Members voted through Postal Ballot mode	Number of votes casted through Postal Ballot mode	Total No. of votes cast through Remote-voting and Postal Ballot	% of total number of valid votes cast
	1	2	3	4	5=(2) + (4)	6
Item No.1 : Continuation of Directorship of Mr. Jyoti Prakash Kanoria (DIN 00225761), Non-Executive Independent Director who has attained the age above 75 years.						
Voted in favour of the resolution	20	2579979	3	2,302	2,582,281	100
Voted against the resolution	1	3445	1	500	3,945	0
Total	21	2583424	4	2,802	2,586,226	100
Invalid /Abstain votes	0	0	3	756	756	-

Place: Kolkata
Dated: 28.03.2019

For K ARUN & CO.
Company Secretaries



Arun Kumar Khandelia
Partner
C.P. No. 2270