



HGI/Finance & Accounts/Secretarial/23-24/25

28th September, 2023

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

Dear Madam/Sir,

Sub: Regulations 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) - Outcome of the 79th Annual General Meeting of the Company

The 79th Annual General Meeting (“AGM”) of the Company was held today, i.e., Thursday, 28th September, 2023 at 11:30 A.M. (IST) through video conference / other audio-visual means in compliance with the relevant circulars issued by the Ministry of Corporate Affairs, Government of India and the Securities and Exchange Board of India.

In terms of the provisions of the Companies Act, 2013, rules made thereunder, and the provisions of the Listing Regulations, the Company had provided remote e-voting facility and e-voting facility at the AGM. Mr. Arun Kumar Khandelia, Practicing Company Secretary scrutinized the remote e-voting process and e-voting at the AGM. The Scrutinizer's Report dated 28th September, 2023 is attached as **Annexure A**. All resolutions as set out in the Notice of the AGM were approved by the Shareholders with requisite majority.

In terms of the provisions of Regulation 44 of the Listing Regulations, the details of the results of voting held through remote e-voting and e-voting at the AGM (Insta Poll) is attached as **Annexure B**.

The voting results along with Scrutinizer's report are also available on Company's website at www.hgiil.com.

The above is for your information and record.

Thanking you,
Yours faithfully,

For HGI Industries Limited

RAKESH SHARMA
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RAKESH SHARMA
Date: 2023.09.28
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**Rakesh Sharma
Company Secretary
A38093**

Encl: as above

HGI Industries Limited

Regd. Office: Industry House, 18th Floor, 10, Camac Street, Kolkata – 700017, India
CIN: L40200WB1944PLC011754, Tel: +91 33 4455 5500/98, Fax: +91 33 4455 5537/47
E: ghiho@adityabirla.com, W: www.hgiil.com

28th September, 2023

To,
Mr. Rakesh Sharma,
Company Secretary,
Authorised Representative of the Chairman of the Meeting,
HGI Industries Limited,
CIN: L40200WB1944PLC011754
10, Camac Street,
Kolkata - 700017

Kind Attention: Mr. Rakesh Sharma

Dear Sir,

Sub: Consolidated Scrutinizer's Report on Remote E-voting and E-Voting during the 79th Annual General Meeting (AGM) conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the AGM of HGI Industries Limited held on Thursday, 28th September, 2023 from 11:30 A.M. to 11:48 A.M. through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM')

I, Arun Kumar Khandelia, Partner of **K. Arun & Co.**, Practicing Company Secretaries, 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 E-Voting during the AGM conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("**the Act**") read with the **Companies (Management and Administration) Rules, 2014, as amended** and Regulation 44 of the **Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**, in respect of the Resolutions mentioned in the **AGM Notice dated 09th August, 2023**.

As mentioned in the Notice, the proceedings of the AGM were deemed to be conducted and convened at the Registered Office of the Company.

The Management of the Company is responsible to ensure the compliance with the requirements of the Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44(3) of the Securities

and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 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 mentioned in the Notice of the AGM.

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., 21st September, 2023 was entitled to vote through electronic means on the resolutions mentioned in the Notice of the AGM.

The Company had engaged the services of National Securities Depository Limited (NSDL) for providing the E-voting facility and the service provider had set up the 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 AGM.

I hereby submit my Report as under:

1. The AGM Notice dated 09th August, 2023, as confirmed by the Company, was sent to the Members through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. The Emails were sent in compliance with the General Circular No. 10/2022 dated December 28, 2022 issued by The Ministry of Corporate Affairs (“MCA”) and Securities and Exchange Board of India (“SEBI”) circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January, 2023, by which the facility to conduct Annual General Meeting (AGM) through VC/OAVM was extended till 30th September, 2023 without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars issued from time to time, the AGM of the Members of the Company was held through VC/OAVM and the voting for items transacted in AGM was done only through remote electronic voting process (“e-Voting”).
2. The period for remote E-voting had commenced on Monday, the 25th September, 2023 (09:00 A.M. IST) and ended on Wednesday, 27th September, 2023 (05:00 P.M. IST). At the end of the remote E-voting period, the facility was blocked by the Service Provider.
3. The results of remote E-voting are based on the reports generated from Service Provider’s website www.evoting.nsdl.com.

4. The Company had given the facility for voting through electronic voting system during the AGM. Members attending the meeting and who had not cast their vote by remote E-voting were provided with the facility to exercise their vote through E-voting during the AGM.
5. We have collated the voting results downloaded from the NSDL website and 'insta poll' to declare the final results for each of the resolution forming part of the AGM Notice and to ascertain the number of shares voted in "Favour" or "Against" for each of the resolutions proposed in the said Notice. The Members who have abstained from the voting during the aforesaid voting process have not been considered in preparation of the Report.

I, hereby submit the Scrutinizer Report as per the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended 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 AGM as detailed in **Annexure I**.

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.

All records/ papers related to the Remote e-voting shall remain in our custody till the Chairman considers, approves and signs the AGM Minutes and thereafter the same shall be returned.

You may accordingly declare the Result of Voting for each Resolution of the AGM Notice as detailed in the attachment and marked as **Annexure I**.

Thanking You.

Place: Kolkata
Dated: 28-09-2023

For K. Arun & Co.
Company Secretaries

Arun Kumar
Khandelia

Digitally signed by
Arun Kumar Khandelia
Date: 2023.09.28
17:21:08 +05'30'

Arun Kumar Khandelia
Partner
FCS - 3829
C.P. No. - 2270
UDIN - F003829E001113674

We, the undersigned witnesses that the votes in respect of E-voting of Members of HGI Industries Limited were unblocked from E-voting website of National Securities Depository Limited (NDSL) in our presence at 12:25 P.M. on 28th September, 2023.

Simpy Kumari

Simpy Kumari
54/2Y/1: N.S.C Bose Road
Kolkata - 700040

Dipak Tibrewal

Dipak Tibrewal
34, Sailen Bose Road
Kolkata - 711106

**Countersigned by
For HGI INDUSTRIES LIMITED**

**Rakesh Sharma
Company Secretary
Authorised Representative of the Chairman of the Meeting**

Annexure I

Particulars	Number of Members voted through Remote E-voting	Number of Remote E-votes casted	Number of Members voted through Insta Poll (Evoting During AGM)	Number of votes cast through Insta Poll (Evoting During AGM)	Total Number of Votes Cast through Remote Evoting and Insta Poll	% of total number of valid votes cast
	1	2	3	4	5=(2+4)	6
Item No. 1: To consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2023 and the reports of the Board of Directors and Auditors thereon.						
Voted in favour of the resolution	20	15,32,689	1	83,304	16,15,993	100.00
Voted against the resolution	2	2	0	0	2	0.00
Total	22	1532691	1	83304	1615995	100.00
Invalid / Abstain votes	0	0	0	0	0	0
Item No. 2: To appoint Mr. Arvind Kumar Newar (DIN: 00469492), who retires by rotation as a Director and being eligible, offers himself for re-appointment.						
Voted in favour of the resolution	20	15,32,689	1	83,304	16,15,993	100.00
Voted against the resolution	2	2	0	0	2	0.00
Total	22	1532691	1	83304	1615995	100.00
Invalid / Abstain votes	0	0	0	0	0	0

Place: Kolkata
Dated: 28-09-2023

For K. Arun & Co.
Company Secretaries

Arun Kumar Khandelia
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Arun Kumar Khandelia
Date: 2023.09.28
17:22:12 +05'30'

Arun Kumar Khandelia
Partner
FCS - 3829
C.P. No. - 2270

HGI INDUSTRIES LIMITED

Annexure - B

A	DATE OF AGM	Thursday, 28th September, 2023 at 11:30 A.M.
B	Total Number of Shareholders as on Record date (Being the cut off date for determining shareholders entitled for Voting- DATE)	1493
C	No of shareholders present in the meeting either in person or through Proxy	
	- Promoters and Promoter Group - Public	Not Applicable Not Applicable
D	No. of shareholders attended the meeting through Video conferencing	21 (including 2 panelist)
	- Promoters and Promoter Group	3
	- Public	18

ORDINARY BUSINESS

Resolution No. 1
Resolution required: Ordinary: To consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2023, together with the Report of the Directors' and Auditors' thereon
(Ordinary/Special)

Whether Promoter/Promoter Group are interested in the agenda/resolution?	NO
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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	733,440	733,440	100.00	733,440	-	100.00	-
	Poll/Ballot Process							
	Postal Ballot (If applicable)							
	Total		733,440	733,440	100.00	733,440	-	100.00
Public Institutions	E- Voting	1,592,764	128,026	8.04	128,026	-	100.00	-
	Poll/Ballot Process							
	Postal Ballot (If applicable)							
	Total		1,592,764	128,026	8.04	128,026	-	100.00
Public- Non Insitutions	E- Voting	1,461,451	754,529	51.63	754,527	2	100.00	0.00
	Poll/Ballot Process							
	Postal Ballot (If applicable)							
	Total		1,461,451	754,529	51.63	754,527	2	100.00
Grand Total		3,787,655	1,615,995	42.66	1,615,993	2	100.00	0.00

Resolution No.
Resolution required:
(Ordinary/Special)

2
Ordinary: Re- Appoint a Director in place of Mr. Arvind Kumar Newar (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
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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	% 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	733,440	733,440	100.00	733,440	-	100.00	-
	Poll/Ballot Process							
	Postal Ballot (If applicable)							
	Total		733,440	733,440	100.00	733,440	-	100.00
Public Institutions	E- Voting	1,592,764	128,026	8.04	128,026	-	100.00	-
	Poll/Ballot Process		-					
	Postal Ballot (If applicable)							
	Total		1,592,764	128,026	8.04	128,026	-	100.00
Public- Non Insititutions	E- Voting	1,461,451	754,529	51.63	754,527	2	100.00	0.00
	Poll/Ballot Process							
	Postal Ballot (If applicable)							
	Total		1,461,451	754,529	51.63	754,527	2	100.00
Grand Total		3,787,655	1,615,995	42.66	1,615,993	2	100.00	0.00

For HGI Industries Limited

RAKESH
SHARMA

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Rakesh Sharma
Company Secretary
ACS 38093
28th September, 2023