



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

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the SEVENTY FIFTH ANNUAL GENERAL MEETING of the Members of HGI INDUSTRIES LIMITED (the Company) will be held at INDUSTRY HOUSE, 19th Floor, 10, CAMAC STREET, KOLKATA – 700 017 on Thursday, 19th September, 2019 at 10.30 A.M. to transact the following business:

ORDINARY BUSINESS:

Item No. 1 – Adoption of Audited Financial Statement

To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2019 and the reports of the Board of Directors and Auditors thereon; and in this connection, to consider and if thought fit, to pass the following resolution, as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Financial Statement of the Company for the financial year ended 31st March, 2019 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

Item No. 2 – Re-appointment of Director

To appoint a Director in place of Mr. Arvind Kumar Newar (DIN: 00469492), who retires by rotation and being eligible, offers himself for re-appointment and in this connection, to consider and if thought fit, to pass the following resolution, as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Arvind Kumar Newar (DIN: 00469492), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

Item No. 3 – Re-appointment of Statutory Auditors

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:-

“**RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Salarpuria Jajodia & Co., Chartered Accountants, Kolkata (Firm Registration No. 302111E), be and are hereby re-appointed as as Statutory Auditors of the Company for second term of five consecutive years, i.e., to hold office from the conclusion of Seventy Fifth Annual General Meeting (AGM) till the conclusion of 80th AGM of the Company to be held in the calendar year 2024 at the remuneration to be decided mutually between the Board of Directors and Auditors of the Company.”

SPECIAL BUSINESS:

Item No. 4 – Re-appointment of Mr. Jyoti Prakash Kanoria as an Independent Director

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any amendment or re-enactment thereof for the time being force), Mr. Jyoti Prakash Kanoria (DIN: 00225761)

Notice

who was appointed as an Independent Director and who holds office up to 24th September, 2019 and has attained the age above 75 years and being eligible and fulfilling the criteria of independence as provided in the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby re-appointed as an Independent Director (Non-Executive) of the Company to hold office for the second term of 5 consecutive years with effect from 24th September, 2019 till 23rd September, 2024, not liable to retire by rotation.”

Item No. 5 – Re-appointment of Mr. Yashwant Kumar Daga as an Independent Director

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any amendment or re-enactment thereof for the time being force), Mr. Yashwant Kumar Daga (DIN: 00040632) who was appointed as an Independent Director and who holds office up to 24th September, 2019 and being eligible and fulfilling the criteria of independence as provided in the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby re-appointed as an Independent Director (Non-Executive) of the Company to hold office for the second term of 5 consecutive years with effect from 24th September, 2019 till 23rd September, 2024, not liable to retire by rotation.”

Item No. 6 – Re-appointment of Mr. Ravindra Kastia as an Independent Director

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of The Companies Act, 2013 (“the Act”) and The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any amendment or re-enactment thereof for the time being force), Mr. Ravindra Kastia (DIN: 00528025) who was appointed as an Independent Director and who holds office up to 24th September, 2019 and being eligible and fulfilling the criteria of independence as provided in the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby re-appointed as an Independent Director (Non-Executive) of the Company to hold office for the second term of 5 consecutive years with effect from 24th September, 2019 till 23rd September, 2024, not liable to retire by rotation.”

Item No. 7 – Continuation of Directorship of Mr. Arvind Kumar Newar as Non-Executive Director

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time 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. Arvind Kumar Newar (DIN: 00469492), as the Non-Executive Director of the Company, who will attain the age of 75 years, on 06.05.2020, liable to retire by rotation.”

By order of the Board
For **HGI Industries Limited**

Sd/-

Rakesh Sharma
Company Secretary

Date : 1st August, 2019
Place : Kolkata

Notice

NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT A MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY IN ORDER TO BE VALID AND EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS, NOT EXCEEDING 50 AND HOLDING IN AGGREGATE NOT MORE THAN TEN (10) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBERS HOLDING MORE THAN TEN (10) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.

2. If a Person is appointed as Proxy for more than 50 Members, he shall choose any 50 Members and confirm the same to the Company 24 hours before the Commencement of the Meeting. In case, the Proxy fails to do so, the Company shall consider only the first 50 Proxies received in respect of such person as valid.
3. Proxy holder shall prove his identity at the time of attending the Meeting. A Proxy Form which does not state the name of the Proxy shall be considered invalid.
4. Corporate Members intending to send their authorised representatives to attend and vote at the Meeting pursuant to Section 113 of the Companies Act, 2013 ("the Act") are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. An Explanatory Statement pursuant to Section 102 of the Act in respect of Item Nos. 4 to 7 of the Notice set out above, is annexed hereto. The relevant details as required under Regulation 36(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings, with respect to Directors seeking appointment/re-appointment at the Annual General Meeting is also annexed.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 13th September, 2019 to Thursday, 19th September, 2019 [both days inclusive] for the purpose of Annual General Meeting of the Company.
7. Members holding shares in electronic form are requested to intimate any change in their address, E-mail ID and signature to their respective Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to intimate such changes to the Registrar and Share Transfer Agents of the Company.
8. Members are requested to quote their folio number in all correspondence.
9. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company or its RTA, 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.
10. Statutory Registers and relevant documents referred to in the accompanying notice are open for inspection by the Members at the Registered Office of the Company on any working day between 11.00 a.m. to 1.00 p.m. excluding Saturdays, Sundays and all Public Holidays upto the date of the meeting.
11. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their E-mail address either with the Company or with the Depository Participant(s).
12. Members holding shares in physical mode are requested to register their E-mail ID with the Company or its RTA and Members holding shares in demat mode are requested to register their E-mail ID with the respective Depository

Notice

Participants (DPs). If there is any change in the E-mail ID already registered with the Company, Members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.

13. The Notice of AGM alongwith Annual Report for the year 2018-19 is being sent by electronic mode to all the Members whose E-mail IDs are registered with the Company or Depository Participant(s), unless any Member has requested for a physical copy of the same. Physical copy of the Notice of AGM along with Annual Report are being sent to those Members who have not registered their E-mail ID with the Company or Depository Participant(s).
14. The Annual Report of the Company for the Financial Year 2018-19, circulated to the Members of the Company, is available on the Company's website viz. www.hgiil.com
15. Members are requested to bring the attendance Slip along with the copy of the Annual Report at the Meeting.
16. The route map of the venue of the Meeting is enclosed with the Notice.

Instructions for Voting through electronic means

Remote E-Voting

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on Monday, 16th September, 2019 (11:00 a.m. IST) and ends on Wednesday, 18th September, 2019 (5:00 p.m. IST). During this period Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, 12th September, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The Company has appointed Mr. Arun Khandelwa (C.P. No. 2270), Partner of M/s. K. Arun & Co., Practicing Company Secretaries), to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting.
- A. **The process and manner for remote e-voting are as under:**

Step 1: Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>

Notice

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.nsd.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. 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.nsd.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsd.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.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

Notice

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@cskarun.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 toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Notice

ANNEXURE TO THE NOTICE

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013:

Item nos. 4 to 6 – Re appointment of Mr. Jyoti Prakash Kanoria, Mr. Yashwant Kumar Daga and Mr. Ravindra Kastia as Independent Directors

Mr. Jyoti Prakash Kanoria (DIN – 00225761), Mr. Yashwant Kumar Daga (DIN – 00040632) and Mr. Ravindra Kastia (DIN – 00528025) were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, to hold office as Independent Director of the Company upto 24th September, 2019 (first term in line with the explanation to Section 149 (10) and 149 (11) of the Act).

The Nomination & Remuneration Committee (NRC) of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, have recommended the re-appointment of Mr. Jyoti Prakash Kanoria, Mr. Yashwant Kumar Daga and Mr. Ravindra Kastia for the second term of 5 (five) consecutive years on the Board of the Company in accordance with the provisions of the Act.

The Board, based on the performance evaluation of Independent Directors and as per recommendation of NRC considers that, given their background and experience and contributions made by them during their tenure, the continued association of Mr. Kanoria, Mr. Daga and Mr. Kastia would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is propose to re-appoint Mr. Kanoria, Mr. Daga and Mr. Kastia as Independent Directors of the Company, not liable to retire by rotation and to hold office for the second term of 5 (five) consecutive years in the Board of the Company.

A brief profile of the Directors, being re-appointed, is given below. The information required to be furnished under Regulation 36 (3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standards 2 on General Meetings is also annexed to this Notice:

- Mr. 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. Yashwant Kumar Daga is a Bachelor of Commerce and an Industrialist having more than 35 years of experience in Tea, Textile, Spinning and Hydro Power & Engineering. He has served on the elected committee of Tea Association of India and Indian Chambers of Commerce, Kolkata. He has served as Chairman of the Governing Body of Darjeeling Planters Association besides being its Elected Member for many years. He has also served as member of the board of Tea Board of India.
- Mr. Ravindra Kastia (Ravi) is an MBA, Chartered Accountant, Company Secretary, and holds a diploma in Labour Law. He is also an Advanced Management Program graduate of Harvard Business School, a Fellow Member of the All India Management Association, and has participated in senior executive programs at IIM Ahmedabad and ISB.

Ravi 63, is the Founder & the Chairman of RJK Business Advisory Services; a boutique Business Advisory in the niche areas of Strategy & Performance Improvement. He has over 36 years of experience across various sectors and has been with the Aditya Birla Group in key capacities for over 20 years. He was Chairperson of the Core Group on Vision 2020, and a member of the Quality Review Board at the Institute of Company Secretaries of India.

Notice

The above mentioned Directors are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has received declarations from each of them that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

A copy of their draft letter of appointment as Independent Directors setting out the terms and conditions are available for inspection by the Members at the registered office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m. up to 18th September, 2019.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. Kanoria, Mr. Daga and Mr. Kastia and their relatives are concerned or interested in the respective resolution for their appointment.

The Board accordingly recommends the resolutions as set out at item nos. 4 to 6 of this Notice for your approval.

Item no. 7 – Continuation of Directorship of Mr. Arvind Kumar Newar as Non-Executive Director

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. Arvind Kumar Newar was appointed as the Non-Executive Directors of the Company on 19.09.1984 in accordance with the applicable provisions of the Companies Act and the rules made thereunder.

Since Mr. Newar will attain the age of 75 years in May, 2020, the Board of Directors at their meeting held on 1st August, 2019 decided to seek the approval of the shareholders by way of Special Resolution for continuation of Directorship of Mr. Newar as Non-Executive Director of the Company under SEBI Regulations.

A brief Profile of Mr. Newar is given below and the information required to be furnished under Regulation 36 (3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standards 2 on General Meetings is also annexed to this Notice:

Mr. Arvind Kumar Newar

Mr. Arvind Kumar Newar is a B.A. (Hons) Graduate from The Calcutta University. Apart from being a Director of HGI Industries Limited, Mr. Newar is the Chairman of Newar Group of Companies, having business in different sectors like Tea, Engineering, Trading, etc. He has also served as President of Tea Association of India for two years.

Mr. Newar plays a key role in guiding and assisting in formulating policies and strategies. In the opinion of the Board, Mr. Newar fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for continuing his directorship as Non-Executive Director of the Company.

Mr. Newar 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 of the Company.

Notice

Disclosure relating to Directors pursuant to Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meeting:

Name of Director	Jyoti Prakash Kanoria	Yashwant Kumar Daga	Ravindra Kastia	Arvind Kumar Newar
Date of Birth/Age	09.04.1938 / 80	07.03.1961/58	12.06.1955/64	06.05.1945/ 74 years
Date of First Appointment	22.02.1979	26.11.1987	31.07.2004	19.09.1984
Expertise in specific functional area	He has more than 50 years of rich and varied experience in Textile and commercial sectors.	Industrialist	Retired Company Executive	Merchant
Qualification	Commerce Graduate from Calcutta University	B.com (Hons.)	MBA, FCA, FCS, Diploma in Labour Laws & Personnel Management	B.A.(Hons) in Political Science
Shareholding in the Company	720	9300	100	500
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	-	-	-	-
No. of Board Meeting attended during the FY 19	4 out of 4 held	3 out of 4 held	2 out of 4 held	3 out of 4 held
Name of other companies in which directorship held	1. Bhubaneswari Coal Mining Limited	1. Deepak Spinners Limited	-	1. Arvind Press Caps Limited
	2. Rajmahal Coal Mining Limited	2. Longview Tea Co., Ltd.		2. Meenakshi Steel Industries Ltd.
	3. Satya Co Limited	3. Deepak Industries Ltd.		3. Kool Kidz Products Limited
	4. Anscor Capital & Investment Pvt. Ltd.	4. Mint Investments Limited		4. Dhaneswari Wood Products Limited
	5. Dawn Credit Capital Pvt. Ltd.	5. Magadh Sugar & Energy Limited		5. Halmira Estate Tea Pvt. Ltd.
	6. Orchard Road Properties Pvt. Ltd.	6. Brua Hydrowatt Pvt. Ltd.		6.Kushal Investment Pvt. Ltd.
	7. One Tree Hill Properties Pvt. Ltd.	7. Narsingh Holdings Pvt. Ltd.		7. Dukenhengra Tea Private Limited
	8. Silent Valley Properties Pvt. Ltd.	8. Merlin Holdings Pvt. Ltd.		8. Halmira Properties Pvt. Ltd.
	9. High Mountain Properties Pvt. Ltd.	9. Contransys Private Limited		9. Gwalior Properties and Estates Pvt. Ltd.
		10. Deepak Gears Pvt. Ltd.		10. Umashree Properties Pvt. Ltd.
				11. Manjushree Properties Pvt. Ltd.
				12. A N Securities Pvt. Ltd.
				13. Contempary Win Framz Pvt. Ltd.
				14. Subhiksh Infracon Private Limited

Notice

				15. Newar Food & Hospitality Pvt. Ltd.
				16. Benito Urban (India) Pvt. Ltd.
				17. Koolkidz Concepts Pvt. Ltd.
				18. Silky Builders & Fincon Pvt. Ltd.
Chairman/Member of the Committee of Directors of other public limited companies in which he is director			-	-
a) Audit	1. Bhubaneswari Coal Mining Limited	1. Deepak Spinners Limited		
	2. Rajmahal Coal Mining Limited	2. Mint Investments Limited		
		3. Deepak Industries Limited		
		4. Magadh Sugar & Energy Limited		
		As Chairman:		
b) Nomination & Remuneration Committee	1. Bhubaneswari Coal Mining Limited	1. Mint Investments Limited		
	2. Rajmahal Coal Mining Limited	2. Magadh Sugar & Energy Limited	-	-
		As Member:		
		3. Longview Tea Company Limited		
		4. Deepak Spinners Limited		
		As Chairman		
c) Corporate Social Responsibility Committee	1. Bhubaneswari Coal Mining Limited	1. Deepak Spinners Limited	-	-
	2. Rajmahal Coal Mining Limited			
		As Chairman		
d) Stakeholders Relationship Committee		1. Deepak Spinners Limited		
		As Member:		
	-	3. Longview Tea Company Limited	-	-
		2. Mint Investments Limited		
		4. Magadh Sugar & Energy Limited		
e) Finance & Corporate Affairs Committee	-	1. Magadh Sugar & Energy Limited	-	-



HGI Industries Limited

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 E-mail: hgiho@adityabirla.com; Website: www.hgiil.com

Ballot Form

Name	
Address of the sole/first Named Members (IN BLOCK LETTERS)	
Name of the Joint holders, if any, (IN BLOCK LETTERS)	
Registered Folio No.	
DP ID No. & Client ID No.	
No. of shares held	

I/ We hereby exercise my/our vote in respect of the following Resolutions to be passed at the 75th Annual General Meeting of the Company, to be held on Thursday, 19th September, 2019 at 10.30 a.m. at Industry House, 19th Floor, 10, Camac Street, Kolkata – 700 017 in respect of business as stated in the Notice dated 1st August, 2019, by conveying my/our assent or dissent to the said resolution by placing tick (v) mark in the appropriate box below:

Item No.	Description	No. of equity shares held	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Adoption of the Audited Financial Statement for the financial year ended 31 st 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.			
4.	Re-appointment of Mr. Jyoti Prakash Kanoria as Independent Director.			
5.	Re-appointment of Mr. Yashwant Kumar Daga as Independent Director.			
6.	Re-appointment of Mr. Ravindra Kastia as Independent Director.			
7.	Continuation of Directorship of Mr. Arvind Kumar Newar as Non-Executive Director.			

Place :

Date :

 (Signature of the Member/Proxy Holder)

ROUTE MAP TO THE VENUE OF THE 75th ANNUAL GENERAL MEETING

