



## **HGI Industries Limited**

Regd. Office: Industry House, 18<sup>th</sup> Floor, 10, Camac Street,  
Kolkata – 700017

CIN : L40200WB1944PLC011754

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

### **NOTICE OF THE ANNUAL GENERAL MEETING**

NOTICE is hereby given that the SEVENTIETH ANNUAL GENERAL MEETING of the Members of HGI INDUSTRIES LIMITED will be held at “INDUSTRY HOUSE”, 19<sup>th</sup> Floor, 10, CAMAC STREET, KOLKATA – 700 017 on Thursday, 25<sup>th</sup> day of September, 2014 at 4.00 p.m. to transact, with or without modification(s), the following business :-

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2014, the Statement of Profit & Loss and Cash Flow Statement for the year ended 31<sup>st</sup> March, 2014, together with the Report of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Arvind Kumar Newar (DIN: 00469492), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution relating to the appointment of the Auditors of the Company.

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, M/s. Salarpuria, Jajodia & Co. Chartered Accountants, Kolkata (Firm Registration No. 302111E), be and are hereby appointed as the Statutory Auditors of the Company to hold the office from the conclusion of this meeting until the conclusion of the 75<sup>th</sup> Annual General Meeting (AGM) of the Company, subject to ratification by members at each of the subsequent AGM, at a remuneration to be decided mutually between the Board of Directors and Auditors of the Company.”

#### **SPECIAL BUSINESS**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Clause 49 of the Listing Agreement, Mr. Jyoti Prakash Kanoria (DIN: 00225761), who was appointed as a Director liable to retire by rotation be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 consecutive years from the date of this Annual General Meeting till 24<sup>th</sup> September, 2019.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Yashwant Kumar Daga (DIN: 00040632),

who was appointed as a Director liable to retire by rotation be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 consecutive years from the date of this Annual General Meeting till 24<sup>th</sup> September, 2019.

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Ravindra Kastia (DIN: 00528025), who was appointed as a Director liable to retire by rotation be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 consecutive years from the date of this Annual General Meeting till 24<sup>th</sup> September, 2019.

7. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and the Company Secretary be and are hereby severally authorised to do all acts, deeds and things which may be necessary to give effect to this resolution.”

Place: Kolkata  
Date: 14<sup>th</sup> August, 2014

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

Sd/-

**SHUBHRADIP BOSE**  
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.**
2. **A PERSON CAN ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGRGREGATE NOT MORE THAN 10 PERCENT (%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBERS HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY FOR ANY OTHER MEMBER.**  
The proxies in order 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.
3. A statement pursuant to section 102(1) of the Companies Act, 2013, relating to the special business to be transacted at the meeting is annexed hereto.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 18.09.2014 to 25.09.2014 [both days inclusive].
5. a] Members are requested to notify change of address, if any, with PIN CODE and EMAIL-ID quoting reference of their folio number immediately to the Company's Registrars and Share Transfer Agents, M/s. MCS Share Transfer Agent Ltd., 12/1/5, Manoharpukur Road, Ground Floor, Kolkata – 700026.  
b] Members are requested to bring their copies of the Annual Reports to the Meeting.
6. Members are requested to quote folio numbers in all correspondence.
7. 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.
8. Ministry of Corporate Affairs (MCA) Circular no. 17/2011 and 18/2011 dated 21<sup>st</sup> April 2011 and 29<sup>th</sup> 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 as a grand success.

### **9. Instructions for E-Voting**

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing agreement, the Company is pleased to offer e-voting facility as an alternate to physical voting to all the Members of the Company. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable the Members to cast their votes electronically. E-voting is optional for the Members.

The instructions to Members for e-voting are as under:

#### **(A) In case of Members receiving an e-mail from NSDL:**

- (i) Open the PDF file attached to the e-mail, using your Client ID/Folio No. as password. The PDF file contains your User ID and Password for e-voting. Please note that the Password provided in PDF is an 'Initial Password'
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>

- (iii) Click on Shareholder – Login
- (iv) Insert User ID and Initial Password as noted in step (i) above and click ‘Login’
- (v) Password change menu will appear. Change the Password with a new Password of your choice. Please keep a note of the new Password. It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.
- (vi) Home page of e-voting will open. Click on e-voting – Active Voting cycles.
- (vii) Select EVEN of HGI Industries Limited.
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on ‘Submit’. Click on Confirm when prompted.
- (x) Upon confirmation, the message ‘Vote cast successfully’ will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

**(B) Members whose e-mail ID(s) are not registered with the Company / Depository Participants or request(s) for a physical copy, the procedure to vote electronically is as under:**

- (i) Initial Password has been provided in the following format at the bottom of the Attendance Slip being sent along with the Annual Report

EVEN (E-voting Event Number)	USER ID	PASSWORD/ PIN
Provided in the electronic voting particulars portion of the Attendance Slip		

- (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xi) of notes 9 (A) above, to cast vote.
- (C) If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting vote.
- (D) The facility of e-voting shall commence at 10.00 a.m. on Thursday, 18<sup>th</sup> September, 2014 and shall remain open upto 6.00 p.m. on Saturday, 20<sup>th</sup> September, 2014. Members will not be able to cast their votes after 6.00 p.m. on 20<sup>th</sup> September, 2014.
- (E) Member(s) can opt for only one mode of voting i.e., either physically voting at the Annual General Meeting or e-voting. In case a member has casted multiple votes, then voting done by e-voting will be treated as valid.
- (F) The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company as on 14<sup>th</sup> August, 2014.
- (G) M/s. S Sarkar & Associates, Practicing Company Secretaries, Kolkata, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (H) The Scrutinizer shall, within a period of not exceeding three working days from the conclusion of the e-voting period, unlock the votes in the presence of atleast two witnesses, not in the employment of the Company and make a Scrutinizer’s report of the votes cast in favour of, or against, if any, forthwith to the Chairman of the Company.
- (I) The results declared along with the Scrutinizer’s report shall be placed on the Company’s website at [www.hgiil.com](http://www.hgiil.com) within two days of passing of the resolutions at the AGM of the Company and communicated to the Calcutta Stock Exchange Limited, where the shares of the Company are listed.

## **EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No.3**

The Statutory Auditors of the Company M/s. S. V. Ghatalia & Associates LLP, Chartered Accountants, Kolkata, have expressed their unwillingness to be re-appointed as Statutory Auditors, vide their letter dated 16<sup>th</sup> May, 2014. The Company had received a proposal from one of its members regarding the appointment of M/s. Salarpuria, Jajodia & Co. as Statutory Auditors, vide letter dated 30<sup>th</sup> May 2014. Pursuant to Section 139 and other applicable provisions of the Companies Act, 2013, the Board of Directors of the Company has on the recommendation of the Audit Committee proposed that M/s. Salarpuria, Jajodia & Co., Chartered Accountants, Kolkata be appointed as the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the 75<sup>th</sup> Annual General Meeting of the Company.

M/s. Salarpuria, Jajodia & Co., Chartered Accountants, Kolkata have forwarded their consent letter to the Company, stating that the appointment, if made, will be within the limit specified in Section 139 of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel is concerned or interested, financial or otherwise, in the above Resolution.

The Ordinary Resolution as set out in item no.3 of the notice is being proposed for the approval of the members.

### **Item Nos. 4, 5 & 6**

Mr. Jyoti Prakash Kanoria, Mr. Yashwant Kumar Daga and Mr. Ravindra Kastia are Independent Directors of the Company and have held such position for more than 5 (five) years. The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement *inter alia* stipulating the conditions for the appointment of independent directors by a listed company.

It is proposed to appoint Mr. Jyoti Prakash Kanoria, Mr. Yashwant Kumar Daga and Mr. Ravindra Kastia as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5 (five) consecutive years from the date of this Annual General Meeting till 24<sup>th</sup> September, 2019.

None of the Directors are disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 (the Act) and have given their consent to act as Directors.

The Company has also received declarations from Mr. Jyoti Prakash Kanoria, Mr. Yashwant Kumar Daga and Mr. Ravindra Kastia that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

Brief resume of the aforementioned Directors are detailed in “**Annexure**”, form part of this Notice.

None of the Directors or Key Managerial Personnel and their relatives except, the Directors being appointed, is concerned or interested, financial or otherwise, in the above Resolution.

The Ordinary Resolutions as set out in item nos. 4, 5 & 6 of the notice is being proposed for the approval of the members.

### **Item No.7**

The existing Articles of Association (AoA) of the Company are based on the Companies Act, 1956, and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013 (the Act).

With the coming into force of the Act, several regulations of the existing AoA of the Company require alteration or

deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares.

The proposed new draft of AoA is being uploaded on the Company's website for perusal by the shareholders.

None of the Directors or Key Managerial Personnel and their relatives is concerned or interested, financial or otherwise, in the above Resolution.

The Special Resolution as set out in item no. 7 of the notice is being proposed for the approval of the members.

Place: Kolkata

Date: 14<sup>th</sup> August, 2014

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

Sd/-  
**SHUBHRADIP BOSE**  
Company Secretary

**“Annexure”**

**Details of the Directors seeking appointment in Annual General Meeting**

Name of Director	Mr. Arvind Kumar Newar	Mr. Jyoti Prakash Kanoria
Date of Birth	06.05.1945	09.04.1938
Date of Appointment	19.09.1984	14.11.2011
Expertise in Specific functional areas	Merchant	Business
Qualifications	B. A.(Hons) in Political Science	B.Com.
List of outside Directorship held	<ol style="list-style-type: none"> <li>1. Arvind Press Caps Ltd.</li> <li>2. Dukenhengra Tea Pvt. Ltd.</li> <li>3. Halmira Estate Tea Pvt. Ltd.</li> <li>4. Halmira Properties Pvt. Ltd.</li> <li>5. Kushal Investment Pvt. Ltd.</li> <li>6. Kool Kidz Products Ltd.</li> <li>7. Manjushree Properties Pvt. Ltd.</li> <li>8. Umashree Properties Pvt. Ltd.</li> <li>9. Thai Carbon Black PLC (Bangkok)</li> <li>10. Meenakshi Steel Industries Ltd.</li> <li>11. Gwalior Properties and Estates Pvt. Ltd.</li> <li>12. A N Securities Pvt. Ltd.</li> <li>13. Contemporary Win Framz Pvt. Ltd.</li> </ol>	<ol style="list-style-type: none"> <li>1. Satya Company Ltd.</li> <li>2. Anscor Capital &amp; Investment Pvt. Ltd.</li> <li>3. Dawn Credit Capital Pvt. Ltd.</li> <li>4. Orchard Road Properties Pvt. Ltd.</li> <li>5. One Tree Hill Properties Pvt. Ltd.</li> <li>6. High Mountain Properties Pvt. Ltd.</li> <li>7. Silent Valley Properties Pvt. Ltd.</li> <li>8. Wellington Properties Pvt. Ltd.</li> </ol>
Chairman / Member of the Committees of the Board of Directors of the Company	<ol style="list-style-type: none"> <li>1. Audit Committee</li> <li>2. Shareholders / Investors Grievance Committee</li> <li>3. Nomination &amp; Remuneration Committee</li> </ol>	<ol style="list-style-type: none"> <li>1. Audit Committee</li> <li>2. Shareholders / Investors Grievance Committee</li> <li>3. Nomination &amp; Remuneration Committee</li> </ol>
Chairman / Member of the Committees of Director of other Companies in which he is a Director		
(a) Shareholders Committee	—	—
(b) Remuneration Committee	—	—
(c) Audit Committee	—	—

## “Annexure”

### Details of the Directors seeking appointment in Annual General Meeting

Name of Director	Mr. Yashwant Kumar Daga	Mr. Ravindra Kastia
Date of Birth	07.03.1961	12.06.1955
Date of Appointment	26.11.1987	31.07.2004
Expertise in Specific functional areas	Industrialist	Retired Company Executive
Qualifications	B.Com (Hons)	MBA., FCA., FCS., Diploma in Labour Laws & Personnel Management.
List of outside Directorship held	<ol style="list-style-type: none"> <li>1. Brua Hydrowatt Pvt. Ltd.</li> <li>2. Contransys Pvt. Ltd.</li> <li>3. Deepak Gears Ltd.</li> <li>4. Deepak Spinners Ltd.</li> <li>5. Longview Tea Company Limited</li> <li>6. Merlin Holdings Pvt. Ltd.</li> <li>7. Narsingh Holdings Pvt. Ltd.</li> <li>8. Solding Hydrowatt Pvt. Ltd.</li> <li>9. Mint Investments Ltd.</li> <li>10. The Oudh Sugar Mills Ltd.</li> </ol>	<ol style="list-style-type: none"> <li>1. World Veg Council</li> </ol>
Chairman / Member of the Committees of the Board of Directors of the Company	<ol style="list-style-type: none"> <li>1. Audit Committee</li> <li>2. Shareholders / Investors Grievance Committee</li> <li>3. Nomination &amp; Remuneration Committee</li> </ol>	<ol style="list-style-type: none"> <li>1. Audit Committee</li> <li>2. Shareholders / Investors Grievance Committee</li> <li>3. Nomination &amp; Remuneration Committee</li> </ol>
Chairman / Member of the Committees of Director of other Companies in which he is a Director (a) Shareholders Committee  (b) Remuneration Committee  (c) Audit Committee	Longview Tea Co. Ltd. Deepak Spinners Ltd. Mint Investments Ltd.  Deepak Spinners Ltd. Mint Investments Ltd. Longview Tea Co. Ltd.  Deepak Spinners Ltd. Mint Investments Ltd. The Oudh Sugar Mills Limited	—  —  —