



HGI Industries Limited

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NOTICE OF THE 80TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 80TH ANNUAL GENERAL MEETING of the Members of HGI INDUSTRIES LIMITED (the “Company”) will be held on Thursday, 19th September, 2024 at 11:30 A.M. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

Item No. 1 – Adoption of Audited Financial Statement

To consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2024 and the reports of the Board of Directors and Auditors thereon.

Item No. 2 – Re-appointment of Director

To appoint Mr. Arvind Kumar Newar (DIN: 00469492), who retires by rotation as a Director and being eligible, offers himself for re-appointment.

Item No. 3 – Appointment of Statutory Auditors of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to recommendation of Board of Directors, M/s. Ashok Amit & Co., Chartered Accountants, Kolkata (Registration No. 322338E) be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (“AGM”) till the conclusion of the 85th AGM to be held in the year 2029, at the remuneration, as may be mutually agreed between the Board of Directors and the Statutory Auditors from time to time.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to this Resolution.”

SPECIAL BUSINESS:

Item No. 4 – Appointment of Mr. Jitendra Kumar Agarwal (DIN: 06830635) as an Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules framed thereunder, read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and Articles of Association, Mr. Jitendra Kumar Agarwal (DIN: 06830635), who was appointed as an Additional Director (Independent Category) by the Board of Directors of the Company (“the Board”) with effect from 22nd May, 2024 pursuant to the provisions of Section 161 of the Act and who fulfills the criteria of independence as provided in the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the first term of five consecutive years up to 21st May, 2029.”

Item No. 5 – Appointment of Mr. Nikhil Agarwala (DIN: 08558646) as an Independent Director of the Company

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

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“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules framed thereunder, read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and Articles of Association, Mr. Nikhil Agarwala (DIN: 08558646), who was appointed as an Additional Director (Independent Category) by the Board of Directors of the Company (“the Board”) with effect from 22nd May, 2024 pursuant to the provisions of Section 161 of the Act and who fulfills the criteria of independence as provided in the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the first term of five consecutive years up to 21st May, 2029.”

Item No. 6 – Appointment of Mr. Rahul Goyal (DIN: 06399327) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules framed thereunder, read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and Articles of Association, Mr. Rahul Goyal (DIN: 06399327), who was appointed as an Additional Director (Independent Category) by the Board of Directors of the Company (“the Board”) with effect from 22nd May, 2024 pursuant to the provisions of Section 161 of the Act and who fulfills the criteria of independence as provided in the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the first term of five consecutive years up to 21st May, 2029.”

Item No. 7 – Appointment of Ms. Minakshi Jalan (DIN: 10666355) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules framed thereunder, read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and Articles of Association, Ms. Minakshi Jalan (DIN: 10666355), who was appointed as an Additional Director (Independent Category) by the Board of Directors of the Company (“the Board”) with effect from 1st August, 2024 pursuant to the provisions of Section 161 of the Act and who fulfills the criteria of independence as provided in the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the first term of five consecutive years up to 31st July, 2029.”

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

Sumit Kundu
Company Secretary
ACS 63721

Date: 16th August, 2024
Place: Kolkata

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NOTES:

1. The Ministry of Corporate Affairs (“MCA”) vide its General Circular nos. 2/2022 dated 5th May, 2022 and 10/2022 dated 28th December, 2022 and 09/2023 dated 25th September, 2023 and (Collectively referred to as MCA Circular) Securities and Exchange Board of India (“SEBI”) vide its circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 and SEBI/HO/CFD/POD2/P/CIR/2023/167 dated 7th October, 2023 (Collectively referred to as SEBI Circular) has decided to extend the facility to conduct Annual General Meeting (AGM) through VC/OAVM, till 30th September, 2024 without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars issue from time to time, the AGM of the Members of the Company is being held through VC/OAVM and the voting for items to be transacted in the Notice to this AGM only through remote electronic voting process (“e-Voting”).
The deemed venue for the AGM shall be the Registered Office of the Company.
2. Disclosure pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings with respect to Directors seeking appointment/re-appointment at the Annual General Meeting, is annexed to this Notice.
3. **PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013 (‘ACT’) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
4. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the AGM through VC/OAVM facility. Corporate Members intending to appoint their authorized representatives to attend the AGM through VC or OAVM and to vote there at through remote e-Voting as per Section 113 of the Companies Act, 2013, are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at karun@cskarun.com with a copy marked to evoting@nsdl.com and sumit.kundu@adityabirla.com.
5. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. The Members can join the AGM in the VC/OAVM mode at the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on National Securities Depository Limited’s (“NSDL”) e-Voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC/OAVM will be made available to Members on a first come first served basis as per the MCA Circulars.
8. In compliance with the MCA circulars and SEBI circulars, notice of the AGM along with Annual Report 2023-24 is being sent only through electronic mode to those members whose email addresses are registered with the Company / Depositories. Members may note that the notice and the Annual Report 2023-24 will also be available on the Company’s website www.hgiil.com and on the website of NSDL i.e., www.evoting.nsdl.com.
9. The Register of Members and Share Transfer Books of the Company will remain closed from 13th September, 2024 to 19th September, 2024, both days inclusive.
10. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
11. To support the ‘Green Initiative’, Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company’s Registrar

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and Share Transfer Agent, MCS Share Transfer Agent Limited at mcستا@rediffmail.com. Members are requested to submit request letter mentioning the Folio No. and Name of Shareholder along with scanned copy of the Share Certificate (front and back) and self-attested copy of PAN card for updation of email address. Members holding shares in dematerialized mode are requested to register / update their email addresses with their Depository Participants.

12. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination and power of attorney, Bank Mandate details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form.
13. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at sumit.kundu@adityabirla.com from 6th September, 2024 (9:00 AM IST) to 13th September, 2024 (5:00 PM IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
14. Members desiring inspection of statutory registers during the AGM may send their request in writing to the Company at sumit.kundu@adityabirla.com.
15. The Company has appointed Mr. Arun Khandelia (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.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING THROUGH VC/OAVM ARE AS UNDER:

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide to the Members the 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. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting the votes by the Members using an electronic voting system from a place other than the venue of the AGM ("remote e-voting") as well as venue voting on the date of AGM will be provided by NSDL.
- II. The Members who have cast their vote by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again.
- III. The remote e-voting period commences on Monday 16th September, 2024 (9:00 A.M. IST) and ends on Wednesday, 18th September, 2024 (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 12th September, 2024, 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. Those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions by remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- IV. **How do I vote electronically using NSDL e-Voting system?**

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





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.

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	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository, i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 0 99 11

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 are given below:

Manner of holding shares, i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
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*****.

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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***
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5. Password details for shareholders other than Individual shareholders 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 to 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, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

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.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of

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Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.

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.

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.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com

Process for those shareholders whose emailids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to hgiho@adityabirla.com or sumit.kundu@adityabirla.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to sumit.kundu@adityabirla.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Shareholders are encouraged to join the Meeting through Laptops for better experience.
3. Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

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4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at sumit.kundu@adityabirla.com. The same will be replied by the company suitably.
 6. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
 7. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.com / 022 - 4886 7000 or contact Mr. Amit Vishal, AVP / Ms. Pallavi Mhatre, Senior Manager, NSDL
 8. The facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first-come first-served basis.
- V. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of 12th September, 2024.
- VI. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, i.e., 12th September, 2024, may obtain the login ID and password by sending a request at evoting@nsdl.com. However, if you are already registered with NSDL for remote e-Voting then you can use your existing User ID and password for casting the vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 022 - 4886 7000. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, i.e., 12th September, 2024 may follow steps mentioned above under "Access to NSDL e-Voting system."

OTHER INSTRUCTIONS:

- VII. The Chairman of the meeting shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the scrutinizer, by use of "e-voting" for all those members who attend/participate in the AGM but have not cast their votes by availing the remote e-voting facility.
- VIII. The Scrutinizer shall after the conclusion of the voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the meeting or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- IX. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.hgiil.com and on the website of NSDL immediately after the declaration of the result, by the Chairman of the meeting or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchange viz., The Calcutta Stock Exchange Limited and displayed on the Notice Board of the Company at the Registered office at Industry House, 18th Floor, 10, Camac Street, Kolkata -700017.

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

Date: 16th August, 2024
Place: Kolkata

Sumit Kundu
Company Secretary
ACS 63721

Notice (Contd.)

ANNEXURE TO THE NOTICE

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

Item No. 3 - Appointment of Statutory Auditors of the Company

M/s Salarpuria & Jajodia, Chartered Accountant, were reappointed for the second and final term of 5 consecutive years as Statutory Auditors of the Company & at the Annual General Meeting (AGM) held on 19th September, 2019. The final term of appointment of M/s Salarpuria & Jajodia shall be completed at this AGM. Therefore, pursuant to the provisions of the Companies Act, 2013 the Company is required to appoint a new Audit Firm as Statutory Auditors of the Company.

Based on recommendation of the Audit Committee, the Board of Directors in their meeting held on 22nd May, 2024, has approved the appointment of M/s. Ashok Amit & Co., Chartered Accountants (Firm Registration No. 322338E), Kolkata as the Statutory Auditors of the Company for a first term of 5 (five) consecutive years, i.e., from the conclusion of 80th AGM till the conclusion of 85th AGM to be held in the year 2029. The appointment is subject to approval of the shareholders of the Company.

The Audit Committee and the Board of Directors considered the background and experience of M/s Ashok Amit & Co., for recommending the appointment as the Statutory Auditors of the Company.

M/s Ashok Amit & Co., is around 40 years old firm servicing clients across India from Kolkata managed by experienced professional with experiences spanning various industries. The partners have adequate experience in rendering professional services in different type of business set-ups and NGOs society in India. The firm shares the combined knowledge of the partners in difference sectors like Bank, Financial Institution, NBFC, Hospitality, Power, FMCG, Media, Coal & Mining, Tea, Jute, Textile, Steel, Civil and Mechanical Construction, etc.

M/s Ashok Amit & Co., has consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act. The proposed remuneration to be paid for FY 2024-25 is ₹ 1 Lakhs (Rupees One Lakh) (plus applicable taxes and reimbursement of out-of-pocket expenses).

The remuneration to be paid to Statutory Auditors for the remaining term i.e. from FY 2024-25 through FY 2028-29 (till the conclusion of the 85th AGM of the Company to be held in the year 2029), shall be mutually agreed between the Board of Directors and the Statutory Auditors, from time to time. None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 3 of the Notice.

The Board recommends the Resolution set forth in Item No. 3 for the approval of the Members.

Item nos. 4 to 6 – Appointment of Mr. Jitendra Kumar Agarwal, Mr. Nikhil Agarwala and Mr. Rahul Goyal as Independent Directors

The Nomination & Remuneration Committee (NRC) of the Board of Directors, has recommended the appointment of Mr. Jitendra Kumar Agarwal, Mr. Nikhil Agarwala and Mr. Rahul Goyal in the capacity of Independent Directors for the first term of 5 (five) consecutive years on the Board of the Company in accordance with the provisions of the Act.

Pursuant to the provisions of Section 149, 161 of the Companies Act, 2013, the Board as per recommendation of NRC considered that, given their background and experience, the association of Mr. Jitendra Kumar Agarwal, Mr. Nikhil Agarwala and Mr. Rahul Goyal would be beneficial to the Company and appointed them as Additional Directors of the Company (Independent Directors) who shall hold office up to the date of ensuing Annual General Meeting of the Company.

Accordingly, it is proposed to appoint Mr. Jitendra Kumar Agarwal, Mr. Nikhil Agarwala and Mr. Rahul Goyal as Independent Directors of the Company, not liable to retire by rotation and to hold office for the first term of 5 (five) consecutive years in the Board of the Company.

A brief profile of the Directors, being 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:

Notice (Contd.)

Mr. Jitendra Kumar Agarwal is a Chartered Accountant from the Institute of Chartered Accountants of India and B.Com (Hons.) from St. Xavier's College, Calcutta University. He has over 3 decades of rich & comprehensive experience backed by benchmark competencies in the areas of Bank audits, management consultancy, Taxation, Finance, Strategic & Tactical Planning, Risk Management, and Corporate Governance, etc.

Mr. Nikhil Agarwala is a commerce graduate from the university of Calcutta and a Chartered Account with an experience of more the 10 years. Mr. Agarwala is Partner of NNG & Co – Chartered Accountants and having deep understanding of the subject viz. Accounting, MIS, Taxation and Finance.

He has expertise in the matters related to Transfer Pricing, FEMA Compliances including FDI, ODI, ECB, Foreign Remittances and NRI Taxation and Setting up business (legal entities) outside India.

Mr. Rahul Goyal stands out as a distinguished Chartered Accountant with more than a decade experience, complemented by a multitude of additional certifications, which enrich his expertise across various dimensions of the financial land scape. Having set his own practice, Rahul's proficiency extends to both small and large business finance and his command over the subject viz. financial planning, tax laws, regulatory and compliance frameworks is commendable.

In addition to the above Mr. Goyal has expertise in the matters related to Corporate Laws, risk management, internal controls, etc.

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.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. Jitendra Kumar Agarwal, Mr. Nikhil Agarwala and Mr. Rahul Goyal and their relatives are concerned or interested in the respective resolutions for their appointment.

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

Item no. 7 – Appointment of Ms. Minakshi Jalan (DIN: 10666355) as Independent Director

The Nomination & Remuneration Committee (NRC) of the Board of Directors, have recommended the appointment of Ms. Minakshi Jalan (DIN 10666355) in the capacity of Independent Director for the first term of 5 (five) consecutive years on the Board of the Company in accordance with the provisions of the Act.

The Board as per recommendation of NRC considered that, given her background and experience the association of Ms. Jalan would be beneficial to the Company and appointed her as Additional Director of the Company (Independent Category) who shall hold office up to the date of ensuing Annual General Meeting of the Company.

Accordingly, it is proposed to appoint Ms. Minakshi Jalan as Independent Directors of the Company, not liable to retire by rotation and to hold office for the first term of 5 (five) consecutive years in the Board of the Company.

Ms. Minakshi is a qualified Chartered Accountant and Company Secretary having more than 10 years of experience in the field of finance, accounting, auditing and taxation. She is currently working as Accounts and Finance head at Chamong Tee Exports Private Limited.

Ms. Jalan is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given her consent to act as Director. The Company has received declarations from her that she meets 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.

None of the Directors, Key Managerial Personnel and their relatives other than Ms. Minakshi Jalan and her relatives are concerned or interested in the resolution for her appointment.

The Board accordingly recommends the resolution as set out at item nos. 7 of this Notice for your approval as **special resolution**.

Notice (Contd.)

Disclosure relating to Director seeking appointment /re-appointment as set out in Item Nos. 2 and 4 to 7 of this Notice pursuant to Regulation 36(3) of Listing Regulations and Clause 1.2.5 of Secretarial Standard 2 on General Meeting:

Name of Director	Arvind Kumar Newar (DIN: 00469492)	Jitendra Kumar Agarwal (DIN: 06830635)	Nikhil Agarwala (DIN: 08558646)	Rahul Goyal (DIN: 0639927)	Ms. Minakshi Jalan (DIN: 10666355)
Date of Birth/Age	06.05.1945/ 79 years	05.01.1965/ 59 years	27.01.1990/ 34 years	30.09.1985/ 39 years	21.06.1988/ 36 years
Date of First Appointment	19.09.1984	22.05.2024	22.05.2024	22.05.2024	01.08.2024
Expertise/Experience in specific functional area	Businessman	Practicing Chartered Accountant	Practicing Chartered Accountant	Practicing Chartered Accountant	Finance, Accounting, auditing and Taxation
Qualification	B.A.(Hons.) in Political Science	Chartered Accountant	Chartered Accountant	Chartered Accountant	Chartered Accountant and Company Secretary
Shareholding in the Company	500	-	-	-	-
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	None	None	None	None	None
No. of Board Meeting attended during the FY 2023-24	4 out of 4 held	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Name of other companies in which directorship held	1. Arvind Press Caps Limited 2. Meenakshi Steel Industries Ltd. 3. Kool Kidz Products Limited 4. Dhaneswari Wood Products Limited 5. Halmira Estate Tea Pvt. Ltd. 6. Kushal Investment Pvt. Ltd. 7. Dukenhengra Tea Private Limited 8. Halmira Properties Pvt. Ltd. 9. Umashree Properties Pvt. Ltd. 10. Manjushree Properties Pvt. Ltd. 11. A N Securities Pvt. Ltd. 12. Contemporary Win Framz Pvt. Ltd. 13. U. P. Paper Corporation Pvt. Ltd. 14. Newar Food & Hospitality Pvt. Ltd. 15. Benito Urban (India) Pvt. Ltd. 16. Koolkidz Concepts Pvt. Ltd. 17. Silky Builders & Fincon Pvt. Ltd. 18. Newar Metals Private Limited 19. YN Tea Plantation Pvt. Ltd.	1. Skyscrapers Chemex Private Limited 2. Jay Chem ICO & Fertilisers Ltd.	1. N N G Business Solutions Private Limited 2. Intellimate Services Private Limited		
Chairman/Member of the Committee of Directors of other public limited companies in which he is director	-				
a) Audit	1. Meenakshi Steel Industries Ltd. (Member)				
b) Nomination & Remuneration Committee	1. Meenakshi Steel Industries Ltd. (Member)				