



HGI Industries Limited

Regd. Office: Industry House, 18th 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 **SEVENTY THIRD ANNUAL GENERAL MEETING** of the Members of **HGI INDUSTRIES LIMITED** (the Company) will be held at its Registered Office premises i.e., "INDUSTRY HOUSE", 19th Floor, 10, CAMAC STREET, KOLKATA – 700 017 on **Monday, 28th DAY of August, 2017 at 4 P.M** at to transact, the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2017 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, 2017 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."
2. 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".
3. To ratify the appointment of M/s. Salarpuria, Jajodia & Co., Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration and in this connection, to consider and if thought fit, to pass the following resolution, as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification (s) or re-enactments, for time being in force), and pursuant to the resolution passed by the Members at the Annual General Meeting (AGM) held on 25th September, 2014, the appointment of M/s. Salarpuria, Jajodia & Co, Chartered Accountants (Firm Registration No. 302111E), as the Statutory Auditors of the Company, has been made to hold until the conclusion of 75th AGM, be and is hereby ratified for the financial year 2017-18, at a remuneration to be mutually decided by the Board of Directors and Auditors of the Company."

Place: Kolkata

Date: 26th May, 2017

Regd. Office: Industry House, 18th Floor,
10, Camac Street,
Kolkata – 700 017

By order of the Board
For HGI Industries Limited

Shubhradip Bose
Company Secretary
ACS 34099

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. THE PROXIES IN ORDER TO BE 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 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.

2. Corporate Members intending to send their authorised representatives to attend and vote at the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 22nd August, 2017 to 28th August, 2017 [both days inclusive] for the purpose of Annual General Meeting of the Company.
4. 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.
5. Members are requested to quote folio numbers in all correspondence.
6. 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.
7. 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 and Sundays including all Public Holidays upto the date of the meeting.
8. Disclosure pursuant to 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 annexed to this Notice.
9. The Annual Report of the Company for the Financial Year 2016-17, circulated to the members of the Company, is also uploaded on the Company's website: www.hgjil.com
10. 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).

11. 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 their respective Depository Participants (DP). 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.
12. The Notice of AGM alongwith Annual Report for the year 2016-17 is being sent by electronic mode to all the Members whose E-mail addresses 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 address with the Company or Depository Participant(s).
13. Members are requested to bring the attendance Slip along with the copy of the Annual Report to the Meeting.

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 24th August, 2017 (11:00 am) and ends on 27th August, 2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st August, 2017, 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.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :**
 - (i) Open email and open PDF file viz; "HGI_ e voting_ AGM Notice_28.08.17.pdf" with your Client ID

or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "HGI_e voting_ AGM Notice_28.08.17.pdf".

- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nSDL.com/>
- (iii) Click on Shareholder - Login
- (iv) Put your user ID and password. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "HGI Industries Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "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.
- (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to cssandip.sarkar@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>	<u>PASSWORD/PIN</u>
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- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- (xiii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nSDL.com or call on toll free no.: 1800-222-990.
- (xiv) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details / Password?" or "Physical User Reset Password?" option available on www.evoting.nSDL.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+Client ID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

- (xv) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (xvi) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21st August, 2017.
- (xvii) Any person, who acquires shares of the Company and become a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., 21st August, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or shubhradip.bose@adityabirla.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 your 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 contact NSDL at the following toll free no.: 1800-222-990.

- (xviii) A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- (xix) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- (xx) Mr. Sandip Sarkar, Practicing Company Secretary (Membership No. F7524) and Proprietor of M/s. S. Sarkar & Associates, Practicing Company Secretaries has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the remote e-voting process in a fair and transparent manner.
- (xxi) 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 scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- (xxii) The Scrutinizer shall after the conclusion of voting at the general meeting, will 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 three days 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.
- (xxiii) The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company viz., <http://hgil.com/> and on the website of NSDL immediately after the declaration of result by the Chairman of the meeting or a person authorized by him in writing. The results shall also be immediately forwarded to the Calcutta Stock Exchange Limited, Kolkata.
- (xxiv) On receipt of the requisite number of vote, the Resolutions shall be deemed to have been passed on the date of the AGM.



“Annexure 1”

Details of the Director seeking re-appointment as set out in Item No. 2 of this Notice pursuant to the Secretarial Standard II on General Meeting and Regulation 36(3) of Listing Regulations are as follows:

Name of Director	Mr. Arvind Kumar Newar
Date of Birth/ Age	06.05.1945/ 72 years
Date of First Appointment	19.09.1984
Expertise in Specific functional areas	Merchant
Qualifications	B.A.(Hons) in Political Science
Date of First appointment on the Board	19/09/1984
Shareholding in the Company	500 Equity Shares
Number of meetings of Board attended during the year	Mr. Newar attended one meeting of the Board held during the year
Disclosures of Relationship between Directors / KMPs	None
List of outside Directorship held	<ol style="list-style-type: none"> 1. Arvind Press Caps Ltd. 2. Dukenhengra Tea Pvt. Ltd. 3. Halmira Estate Tea Pvt. Ltd. 4. Halmira Properties Pvt. Ltd. 5. Kushal Investment Pvt. Ltd. 6. Kool Kidz Products Ltd. 7. Manjushree Properties Pvt. Ltd. 8. Umashree Properties Pvt. Ltd. 9. Meenakshi Steel Industries Ltd. 10. Gwalior Properties and Estates Pvt. Ltd. 11. A N Securities Pvt. Ltd. 12. Contemporary Win Framz Pvt. Ltd. 13. Subhiksh Infracon Pvt. Limited 14. Dhaneswari Wood Products Limited 15. Newar Food & Hospitality Pvt. Limited 16. Benito Urban (India) Pvt. Ltd. 17. Koolkidz Koncepts Private Limited
Chairman/Member of the Committees of the Board of Directors of other Boards	NA

None of the Directors are related inter-se.



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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 73rd Annual General Meeting of the Company, to be held on Monday, 28th August, 2017 at 4 p.m at Industry House, 19th Floor, 10, Camac Street, Kolkata – 700 017 in respect of business as stated in the Notice dated 26th May, 2017, by conveying my/our assent or dissent to the said resolution by placing tick (✓) 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 year ended 31 st March, 2017, together with the Report of the Directors' and Auditors' thereon.			
2.	Re-appointment of Mr. Arvind Kumar Newar, Director, retiring by rotation.			
3.	Ratification for appointment of M/s. Salarpuria, Jajodia & Co. Chartered Accountants, Kolkata as Statutory Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of next AGM and to fix their remuneration.			

Place :

Date :

(Signature of the Member/Proxy Holder)

ROUTE MAP- VENUE- 73RD ANNUAL GENERAL MEETING

