



## **HGI Industries Limited**

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

**NOTICE** is hereby given that the **SEVENTY FOURTH ANNUAL GENERAL MEETING of the Members of HGI INDUSTRIES LIMITED** (the Company) will be held at INDUSTRY HOUSE, 19<sup>th</sup> Floor, 10, CAMAC STREET, KOLKATA – 700 017 on **Thursday, 27<sup>th</sup> September, 2018 at 11.00 A.M.** to transact the following business:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2018 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 31<sup>st</sup> March, 2018 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.”

**Date: 8<sup>th</sup> August, 2018**

**Place: Kolkata**

By order of the Board  
**For HGI Industries Limited**  
**Rakesh Sharma**  
**Company Secretary**

## **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 FIFTY (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 Fifty (50) Members, he shall choose any Fifty (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 Fifty (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. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 21<sup>st</sup> September, 2018 to Thursday, 27<sup>th</sup> September, 2018 [both days inclusive] for the purpose of Annual General Meeting of the Company.
6. 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.
7. Members are requested to quote their folio number in all correspondence.
8. 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.
9. 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.
10. 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.
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 their respective Depository 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 2017-18 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).
14. Members may note that in terms of Notification dated 7<sup>th</sup> May, 2018 issued by the Ministry of Corporate Affairs, no further ratification of appointment of Auditors would be required by the members at the every Annual General Meeting. Hence, the said item has not been included in the notice convening the Annual General Meeting.
15. The Annual Report of the Company for the Financial Year 2017-18, circulated to the Members of the Company, is available on the Company's website viz. [www.hgjil.com](http://www.hgjil.com)
16. Members are requested to bring the attendance Slip along with the copy of the Annual Report at the Meeting.
17. 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, 24<sup>th</sup> September, 2018 (11:00 a.m. IST) and ends on Wednesday, 26<sup>th</sup> September, 2018 (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, 20<sup>th</sup> September, 2018, 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. Sandeep Sarkar, Practicing

Company Secretary (Membership No. FCS 7524), 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.nsd.com/>.
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. 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, 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](http://www.evoting.nsd.com).

- b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- 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 [cssandip.sarkar@gmail.com](mailto:cssandip.sarkar@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- D. The voting rights shall be as per the number of equity shares held by Member(s) as on cut-off date. Members are eligible to cast vote electronically only if they are holding shares as on that date.
- E. The results shall be declared within 48 hours from the conclusion of the AGM. The results along with the Scrutinizer’s Report shall be placed on the website of NSDL and such results will also be forwarded to the Stock Exchanges where the Company’s shares are listed.



## ANNEXURE TO THE NOTICE

**Details of the Director seeking re-appointment as set out in Item No. 2 of this Notice pursuant to Clause 1.2.5 of Secretarial Standard 2 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/ 73 years
Date of First Appointment	19.09.1984
Expertise in Specific functional areas	Merchant
Qualifications	B.A.(Hons) in Political Science
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"> <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. Meenakshi Steel Industries Ltd.</li> <li>10. Gwalior Properties and Estates Pvt. Ltd.</li> <li>11. A N Securities Pvt. Ltd.</li> <li>12. Contemporary Win Framz Pvt. Ltd.</li> <li>13. Subhiksh Infracon Pvt. Ltd.</li> <li>14. Dhaneswari Wood Products Ltd.</li> <li>15. Newar Food &amp; Hospitality Pvt. Ltd.</li> <li>16. Benito Urban (India) Pvt. Ltd.</li> <li>17. Koolkidz Koncepts Pvt. Ltd.</li> </ol>
Chairman/Member of the Committees of the Board of Directors of other Boards	NIL



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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 74<sup>th</sup> Annual General Meeting of the Company, to be held on Thursday, 27<sup>th</sup> September, 2018 at 11.00 a.m. at Industry House, 19<sup>th</sup> Floor, 10, Camac Street, Kolkata – 700 017 in respect of business as stated in the Notice dated 8<sup>th</sup> August, 2018, 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 <sup>st</sup> March, 2018, together with the Report of the Directors' and Auditors' thereon.			
2.	Re-appointment of Mr. Arvind Kumar Newar (DIN:00469492) Director, retiring by rotation.			

Place :

Date :

\_\_\_\_\_  
(Signature of the Member/Proxy Holder)

## ROUTE MAP TO THE VENUE OF THE 74<sup>TH</sup> ANNUAL GENERAL MEETING

