

**TRANSCRIPT**

**OF**

**34<sup>TH</sup> ANNUAL GENERAL MEETING OF**

**HG INDUSTRIES LIMITED**  
*(formerly Himalaya Granites Limited)*

**Date: September 30, 2022**

**Time: 11:30 A.M. to 12:23 P.M. IST**

**MANAGEMENT PARTICIPANTS:**

**DIRECTORS & KEY MANAGERIAL PERSONNEL:**

**Mr. Ramesh Kumar Haritwal**, Managing Director & CEO

**Mr. Shalabh Jalan**, Independent Director

**Mr. Manojit Dash**, Independent Director

**Ms. Mathangi Ramanujam**, Non-Executive Director

**Mr. Jayasankar Ramalingam**, Chief Financial Officer

**Mr. Hariom Pandey**, Company Secretary

**INVITEES:**

**Mr. S. P. Shaw**, Partner of S. P. Shaw & Co., Statutory Auditors

**Mr. Dilip Kumar Sarawagi**, Proprietor of DKS & Co, Secretarial Auditor & Scrutinizer

**Ms. Jyoti Singh:**

We are live Sir.

Dear Members, Good Morning.

I, Jyoti Singh as moderator on behalf of Link Intime India Private Limited, RTA of your Company, welcome you all at 34<sup>th</sup> Annual General Meeting of HG Industries Limited, Company through our Insta meet platform and other audio visual facilities.

For members who have been pre-registered and confirmed as speaker to speak at the AGM, their audio and video can be opened once the Chairman Sir will invite them to speak one by one. Now without any delay, I hand it over to Mr. Hariom Pandey ji, Company Secretary and Compliance Officer of the Company.

Over to you Sir, Thank you.

**Mr. Hariom Pandey:**

Thank you, Jyoti.

Very Good Morning to all of you.

I am Hariom Pandey, Company Secretary of HG Industries Limited (*formerly Himalaya Granites Limited*) welcome you all to the 34<sup>th</sup> Annual General Meeting of the Company. Hope all of you and your family members are keeping well and safe.

The 34<sup>th</sup> Annual General Meeting of the Company is being conducted through Video Conferencing in accordance with the relevant circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India.

Let me introduce the Board Members of the Company:

**Mr. Ramesh Kumar Haritwal**, Managing Director & CEO

**Ms. Mathangi Ramanujam**, Non-Executive Director

**Mr. Manojit Dash**, Independent Director (*Chairman of Audit Committee and Nomination and Remuneration Committee*)

**Mr. Shalabh Jalan**, Independent Director (*Chairman of Stakeholders' Relationship Committee*), could not attend the meeting due to pre-occupations and authorised Mr. Manojit Dash, member of Stakeholders' Relationship Committee to attend the AGM on his behalf.

*We are also joined by;*

**Mr. Jayasankar Ramalingam**, Chief Financial Officer

**Mr. S P Shaw**, Partner of S.P. Shaw & Co., Statutory Auditors

**Mr. Dilip Kumar Sarawagi**, Proprietor of DKS & Co., Secretarial Auditor and Scrutinizer

For smooth and seamless conduct of the AGM, the audio of the members will be kept muted and their video will be kept off.

After completion of deliberations of the Chairperson of the meeting, the shareholders, who have already registered themselves as speaker, will be given opportunity to speak

and raise queries, if any. To avoid repetition, all the queries from the shareholders will be answered in one go.

Ms. Jyoti Singh of LinkIntime India Private Limited is the moderator of this meeting. The moderator will enable the speaker shareholders one by one serially to speak. If any audio / video failure is experienced at the shareholders' end, then, the moderator will invite the next shareholder. Any member who faces any technical issue during their turn, may be invited again once the other members complete their speech.

Please note, that the proceedings of this meeting is being recorded.

Speaker shareholders are requested to keep their place well lightened, noise free and speak loudly through their devices and also requested to limit their speech to 3 minutes.

Should a member experience any technical issue during this 34<sup>th</sup> Annual General Meeting they can contact the helpline number given in the Notice.

As per the Article 141 of Articles of Association of the Company, the Directors present shall elect one among themselves to be the chairperson of the Meeting. I would like to request the Directors present at the meeting to elect one among themselves to be the Chairperson and preside over the 34<sup>th</sup> Annual General Meeting of the Company.

**Mr. Manojit Dash:** I Manojit Dash, propose the name of Mr. Ramesh Kumar Haritwal to Chair the Meeting.

**Ms. Mathangi Ramanujam:** Yes, Mr. Ramesh Kumar Haritwal to Chair the Meeting.

**Mr. Ramesh Kumar Haritwal:** Thank you, Directors for electing me as the Chairman of the Meeting, I request the Company Secretary to proceed further.

**Mr. Hariom Pandey:** Thank you, Chairman Sir.

“As per the attendance, the requisite quorum is present and therefore, the Meeting is duly convened, constituted and is in order.”

Now I request Ramesh Haritwal Sir, Chairman of the Meeting to address the shareholders.

**Mr. Ramesh Kumar Haritwal:** **Good Morning Ladies and Gentlemen,**

It gives me immense pleasure to welcome you all at the 34<sup>th</sup> Annual General Meeting of the Company.

Friends, I believe that you and your family are keeping well. The year 2021-22 has witnessed many ups and downs in the economy of the country as well as globally. During the year under review, your Company continued to let out part of factory sheds till October 31, 2021 only. However, the year 2021-22 was eventful for the Company mainly due to the followings:

- Name of the Company has been changed from Himalaya Granites Limited to HG Industries Limited.
- Greenlam Industries Limited has acquired 74.91% of the equity share capital of the Company and consequently, your Company became a subsidiary of the Greenlam Industries Limited w.e.f. December 03, 2021.

- Your Company has announced to set-up a greenfield project for the manufacturing of plywood and allied products, having a proposed capacity of 18.9 million square meter per annum at Tindivanam, Tamil Nadu, with an investment of approximately ₹ 125 Crore, which is expected to commence by 4<sup>th</sup> quarter of FY 2022-23.
- The Company has initiated the process of shifting its Registered Office from State of the Tamil Nadu to National Capital Territory ('NCT') of Delhi.

Further, after close of the financial year 2021-22, the Board of Directors of your Company at its meeting held on June 30, 2022, has approved amalgamation of your Company with Greenlam Industries Limited with effect from April 01, 2022. The share exchange ratio shall be 1 equity shares of face value of Re. 1/- each of the Greenlam Industries Limited for every 2 equity shares of face value of Rs. 5/- each of your Company. The Scheme is subject to the receipt of requisite approvals from statutory and regulatory authorities, and the respective shareholders and creditors, under applicable laws.

In view of the losses (after other comprehensive income), and accumulated losses no dividend is recommended by the Board during the year under review.

I must thank and express my deep gratitude for our shareholders, employees, customers, bankers, auditors, legal advisors, consultants, distributors, vendors, lenders and the other business associates and the Government and other various authorities for their continued trust and confidence in the Company and its management.

I am also grateful to my colleagues on the Board and express my sincere thanks for their valuable guidance.

**Thank you once again for your time and your continued patronage.**

Further, I am interested in the item Number 2 and 3 of the Notice and accordingly, for the transaction of the said agenda I'll not chair the meeting.

**Thank you.**

Now I request Mr. Hariom Pandey, Company Secretary, to proceed with the rest of the proceedings of the meeting.

**Mr. Hariom Pandey:**

**Thank you, Chairman Sir.**

Now, the Members, who have already registered themselves as speaker, will be given opportunity to speak and raise queries, if any. To avoid repetition, all the queries from the shareholders will be answered in one go.

I request the moderator to invite the speaker shareholders to raise their queries and all the speaker shareholders are requested to mention their name and place from where they have joined the meeting before start of their speech.

Jyoti, over to you.

**Ms. Jyoti Singh:**

Thank you, Sir.

I'll now invite our Speaker No. 1 Mr. Abhishek J.

Mr. Abhishek, please go ahead with your question.

**Mr. Abhishek J.:**

Hello, Hello, Hello.

Can you hear me Sir? Am I audible?

**Mr. Hariom Pandey:**

Yes, yes you are audible.

**Mr. Abhishek J.:**

Sir, my name is Abhishek, shareholder of the Company. Sir, my DP ID is \*\*\*\*\*, Client ID is \*\*\*\*\*.

Sir, first of all, I congratulate the management on the eve of Annual General Body Meeting. Sir, trust all is well with you and your family in this challenging situation.

Our Company deserves much more respect than after completing more than a decade of successful operations, profitability and becoming one of the strongest brands in our respective segment. Sir, in the Balance Sheet, you have not mentioned which year Annual General Body Meeting we are conducting, 21<sup>st</sup> year, 22<sup>nd</sup> year, 23<sup>rd</sup> year and nowhere in the Balance Sheet it is mentioned, it becomes practically difficult for us to understand.

Sir, stock which was traded at Rupees between 40 to 50, suddenly it has received a hike, uneven hike in the market and today the trading has been restricted on account of GSM, what is the reason Sir, what is the reason for such an uneven hike in the stock price, Return on Equity is -19.73, EPS is negative and the Company does not have any dividend after 2007. For the past 15 years, the shareholders have been eagerly waiting for the dividend of the Company, but unfortunately, nothing has happened in the Company. Sir, this is totally an uneven thing what has happened and what is the present position, are you trying anything with the BSE and the Ministry of Corporate Affairs to re-list the stock on the market and we have already objected on the, I had already sent you a letter and which has been returned to me stating that there is no such concern, so regarding the objection of moving the registered office from the state of Tamil Nadu to the State of Delhi, but this is, retrospective things are this should not be done and you not sought permission from the investor fraternity, it has to be sought from an Extra Ordinary General Body Meeting has to be conducted.

Then in the Page No. 15, we can see that Greenlam Industries Limited, Mittal was promoter and holding more than 2% of the paid-up share capital in both the Corporates, agreement in respect of immovable property of the Company, address measurement and does the promoter is related to any of the Board of Directors, I would like to know from you Sir.

Then, monthly rent, ₹ 5,10,000 is an uneven figure Sir, why so much of rent we do pay, we are a growing Company, we are a growing concern, how can we pay such a huge amount as a rent, please understand sir and we are not in a position to revert the minority shareholders even with a meagre dividend for the past 15 years and we can see in Page No. 19, there is an increase in the part of Remuneration 61 percentage increase, 293 percentage increase, 300 percent increase. What will happen to the Company? what will happen to the investor fraternity? who have joined with the Company for such a long time, we are staying with the Company, we are staying with the Company. My whole family has hold shares in the physical form and we are there with the Company since the IPO. What will happen to the investor fraternity who are staying with the Company for such a long time because you have taken 300 percent

increase sir, increase in remuneration, what will happen to the Company sir, please understand. We are not moving to, we should move in the direction that the Company should grow and reach devastating heights, but unfortunately, it is moving towards, the Company is moving towards NCLT, such be the case after 3 to 4 years our Company will be in NCLT proceedings sir. This should not happen in our Company, what is the direction, what is the purpose you are shifting the Registered office, I would like to know from you Sir and whether new management is entering the Board, kindly enlighten us on that. And, who is sitting in the Corporate office of Chennai, who is taking care, kindly enlighten us on that and we can see that in Page No. 2, the revenue when we compare it to the previous year ₹ 5,916 lakhs has dropped to ₹ 3,570 lakhs. When the revenue has dropped, what is the purpose of increase in the remuneration, we are not able to understand Sir and we can see that we have incurred a profit of ₹ 5 lakhs this year comparing to a loss of ₹ 87 thousand. If with whatever the profits being rendered, due to management takes away as Salary, what is the question, what will be the amount you will be taking it to the Reserves, what will be the amount you will be taking towards the growth of the Company and you will be investing in the business, what will be your rewarding to the minority shareholders, I would like to know from you sir and we just need the detailed reports of our other Subsidiary Companies and about this, about the details which I have asked you for the property, agreement in respect of the immovable property of the Company, we would like to seek some details Sir, I will share it to you via e-mail and you can very well share the documents to me in physical form or we can also have a, one to one discussion in this particular regard sir.

In the interest of time, I would like to restrict my questions in the Annual General Body Meeting and the same may be conveyed to you a later stage by means of con calls or by means of e-mails. Hence, kindly ensure that you reward the minority shareholders. Sir, please take part in con calls quarterly presentations and meeting the global investors on a regular basis. This will in fact give a boom to the business as well as to the stock price in the market, we can see that the other expansions in the Annual Report Page No. 49 has increased, uneven increase is there, so some proactive steps have to be taken by the management so that the same can be reduced in the years to come, till then. In the CDSL platform where we exercise our e-voting and where we get access to Annual General Body Meeting as well, you are supposed to update the inspection of documents like Register of Members, Register of KMP and Register of Contracts, if any, but unfortunately it is not updated in the website sir, so I would request your good self to kindly update the same for the inspection of members so that the members can very well inspect the same online and they may not reach out to you at a later stage seeking for all these documents. Hence, I would request your good self to take all our questions in the right spirit and reward the minority shareholders in the large numbers.

Now since, on this Annual day of shareholders, we are not able to meet you physically and we are forced to meet you virtually in the past 3 years, we would request you to please take care of the hospitality part of the investor's fraternity and nothing much to ask sir.

Kindly, share the details of the contact numbers of the Non-executive Directors and the CFO and the Company Secretary because we are left with all the wrong numbers being printed on the Balance Sheet. We have been working, contacting you for the last 2 days, none of the contact numbers are working sir, whether e-mail is working and you reverted back to me but we need some contact numbers to contact Company

Secretary, CFO and the Non-executive Directors contact numbers provided to us Sir, nothing much to ask.

I wish the Company, their Company Secretary and their entire team for contacting us well in advance, sending us the link in advance and making this Annual General Body Meeting a grand success.

I wish the Company and the Board of Directors a great success and prosperity in the coming future and one more shareholder sir, Mr. P. Jai Chand, who is also registered as a speaker for today's meeting and he is a subsequent speaker, kindly allow him to join from the same device sir to restrict time and because of the digital challenges in this virtual platform.

Kindly allow him to join from the same device and he will announce his Folio No. before speaking sir.

Thank you, very much sir.

**Mr. P. Jai Chand:**

Sir, I am P. Chand Sir. My folio no. \*\*\*\*\*.

**Mr. Hariom Pandey:**

Yes Sir.

**Mr. P. Jai Chand:**

Good Morning, respected Chairman, Board of Directors, Secretary and esteem and my fellow shareholders.

Sir, already criteria and concern of shareholders is the dividend and the appreciation of the share price which has been not done for the past 15 years sir. I hope the dream will come true the Company will flourish and cherish the shareholders.

Sir, why there is no dividend for the past several years sir, what is the reason sir, what are the future plans and what are the products you are manufacturing sir, please kindly elaborate and through light sir and what are the diversifications going to take place sir.

Thank you, very much sir.

Kindly provide the hospitality part sir.

**Mr. Hariom Pandey:**

Thank you.

**Ms. Jyoti Singh:**

Thank you, Sir.

As there are no other speaker shareholder present with us, please go ahead with your next proceedings. Over to you sir.

**Mr. Hariom Pandey:**

Okay.

Thank you so much speaker shareholders for your queries, suggestion and guidance. Before we answer the shareholders' query, I would like to inform that:

"The Financial Statements for the financial year ended March 31, 2022 and the Reports of the Board of Directors and the Auditors thereon, the Register of Directors and KMP (Key Managerial Personnel) and their shareholding maintained under Section 170 and the Register of Contracts or Arrangements in which the directors are interested as maintained under Section 189(1) of the Companies Act, 2013 along with the Secretarial Auditors' Report and other relevant documents are available on the

website of the Company or available electronically for inspection by the members throughout the meeting.”

“The Notice convening the meeting has already been with you. With your permission, I shall take the same as read.”

There is no qualification, observation, comment or other remarks on the financial transactions or matters, which have any adverse effect on the functioning of the company mentioned in the report issued by Statutory Auditors of the Company, M/s. S. P. Shaw & Co. and by Secretarial Auditor of the Company, M/s. DKS & Co. and therefore, it is not required to read the said Auditors’ Report in the Annual General Meeting.

As already informed, the Meeting is conducted through Video Conferencing and the Company provided remote e-voting facility to all the members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the 34<sup>th</sup> Annual General Meeting in accordance with the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The remote e-voting facility were kept open from 10.00 a.m. on September 27, 2022 to 5.00 p.m. on September 29, 2022.

In line with the provisions of Clause 7.1 of Secretarial Standard-2 on General Meetings, proposing and seconding the Resolutions is not required as remote e-voting was commenced before the commencement of the Meeting.

“Further, as per Section 107 and Section 108 of the Companies Act, 2013 read with relevant MCA Circulars, there will be no show of hands at the Annual General Meeting. Therefore, in order to enable the members present at the meeting and who have not availed the facility of remote e-voting, to cast their votes, an electronic voting facility at the AGM has been arranged and voting will be taken in respect of all the business contained in this Notice.”

“Mr. Dilip Kumar Sarawagi, Practicing Company Secretary, has been appointed as the Scrutinizer, by the Board of Directors for scrutinizing the remote e-voting and the poll process through e-voting and to give report thereon in the prescribed manner.”

Now, we would like to answer the queries raised by the shareholders, like Mr. Abhishek raised a query, like that the number of the Annual General Meeting is not mentioned in the Annual Report, so it was mentioned in the Director’s Report on the 1<sup>st</sup> page as 34<sup>th</sup> Annual General Meeting. Regarding dividend, we would like to inform you that the Company has accumulated loss as it has stopped manufacturing activity in 2008. You would be happy to know that the Company has announced greenfield project for plywood and the commercial production is expected in Quarter 4 of 2022-23. We expect that the company to achieve growing performance thereafter. As the manufacturing facility is under construction, it requires huge time and attention of the Managing Director of the Company and considering the experience and expertise, Mr. Ramesh Kumar Haritwal, the remuneration proposed seems reasonable to us and we are leaving it to the shareholders to decide. The revised salary will be implemented only after the receipt of shareholder approval.



Regarding the rent please note that the Company received rent during last year, it was not paid, the Company has no subsidiary. The increase in share price and expenses are in line with the ongoing activities of the Company.

We have tried to give replies to your queries on the basis of information available with us. If you need any additional information, like Mr. Abhishek said, please feel free to write us separately, we would be happy to reply to them.

Now, with the permission of Chairman sir, I will proceed with the following businesses as set out in the Notice convening the 34<sup>th</sup> Annual General Meeting for consideration and approval of members.”

There are two ordinary businesses and one Special Businesses in the notice of the Annual General Meeting.

The first item of businesses related to consideration and adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2022, and the Reports of the Board of Directors and Auditors thereon. The objective of this item is to comply with the requirements of the Companies Act 2013.

As already informed by Chairman Sir, he is interested in the agenda at Item No. 2 and Item No. 3 of the notice and accordingly, he will not chair the meeting for agenda at Item Number 2 and 3 and with the consent of all the members present, I request Mr. Manojit Dash, Independent Director of the Company, to Chair the meeting for said agenda items.

The Second item of business relates to Re-appointment of Mr. Ramesh Kumar Haritwal (DIN: 01486666), as Director of the Company, who retires by rotation. The objective of this item is to comply with the requirement of Article of Association of the Company and the Companies Act 2013.

The third item of business relates to revision in the Managerial Remuneration payable to Mr. Ramesh Kumar Haritwal, Managing Director & CEO of the Company. Objective of this item is to revise the remuneration of Mr. Ramesh Haritwal for his increased efforts and involvement in the operations of the Company especially in respect of setting up of a greenfield project for manufacturing of plywood and allied products at Tindivanam, Tamil Nadu and such revision in remuneration requires approval of members of the Company in General Meeting by way of Special Resolution.

Now I request Mr. Ramesh Kumar Haritwal to chair the Meeting for rest of the meeting.

“E-voting facility for voting at the 34<sup>th</sup> AGM is open for the members present at the meeting and will also remain open for 15 minutes after the conclusion of the Meeting.”

“I would like to inform that, the results of the e-voting and remote e-voting will be announced on receipt of the Scrutinizer’s Report and the same will be placed on the Company’s website and on the website of Link intime India Private Limited i.e. e-voting service provider and will also be sent to the Stock Exchange. Further, the transcript of the AGM shall also be uploaded on the website of the Company.”

As we are approaching the closure of this meeting, I would like to convey heartiest thanks to Chairman Sir for sparing his valuable time to conduct the 34<sup>th</sup> Annual General Meeting and enlightening us on the various important aspects of the business and prospects of the Company. I would also like to thank Mr. Manojit Dash for chairing the meeting for the agendas in which Mr. Ramesh Kumar Haritwal was interested. I would also like to thank all the Directors, Chief Financial Officer, Statutory Auditor, Secretarial Auditor, Scrutinizer, Registrar and Transfer Agent and all the shareholders for their participation.

Thank you all once again.

Now I request Chairman Sir to declare the formal closure of the 34<sup>th</sup> Annual General Meeting.

**Mr. Ramesh Kumar Haritwal:** The 34<sup>th</sup> Annual General Meeting is now concluded.

Thank you. Stay Safe and Stay Healthy.