

NOTICE

NOTICE is hereby given that the Twentieth Annual General Meeting of the Shareholders of HINDUSTHAN ENGINEERING & INDUSTRIES LTD will be held on Saturday, the 23rd September, 2017 at 2.30 P.M. at Rotary Sadan, 94/2, Chowringhee Road, Kolkata-700 020 to transact the following business:

As Ordinary Business:

1. To receive, consider and adopt the audited financial statements including consolidated financial statements of the Company for the year ended March 31, 2017 together with the reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Raghavendra Anant Mody (DIN:03158072), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors of the Company and to authorise the Board of Directors to fix their remuneration and in connection therewith to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Section 139, and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. R.Rajgaria & Co. Chartered Accountants, (Firm Registration No. 329855E) be and is hereby appointed as Auditors of the Company in place of retiring Auditors M/s. A.K. Gutgutia & Co., Chartered Accountants, (Firm Registration number. 304074E), to hold the office from the conclusion of this Annual General Meeting (“AGM”) till the conclusion of twenty-fifth AGM to be held in the year 2022 subject to ratification of their appointment at every AGM, at such remuneration as may be determined by the Board of Directors of the Company.”

As Special Business:

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

“RESOLVED that pursuant to Section 148 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-enactment(s) thereof, for the time being in force), the remuneration as approved by the Board of Directors and detailed below, to be paid (apart from taxes as applicable and reimbursement of actual travel and out-of-pocket expenses) to the Cost Auditors M/s. S. K. Sahu & Associates and Shri. T. M. Rathi, to conduct the cost audit for the financial year ending March 31, 2018 be and is hereby ratified.

Name of the Industry	Name of the Manufacturing Units and their locations	Name of the Cost Auditors	Remuneration (in Rs.)
Engineering	Bamunari Plant, Santragachi Plant & Tiljala Plant, West Bengal	M/s. S K Sahu & Associates	40,000.00
Jute	Dalhousie Jute Company, Champdany, West Bengal	M/s. S K Sahu & Associates	15,000.00
Chemical	Hindusthan Chemicals Company, Olpad, Gujrat	Shri. T. M Rathi	30,000.00

Registered Office

‘Mody Building’
27, Sir R.N. Mukherjee Road
Kolkata – 700 001
Date: August 18, 2017

By Order of the Board of Directors

CIN: U93000WB1998PLC086303
Phone: 033 2248 0166
Fax: 033 2248 1922
Email: pka@heilindia.com
Website: www.heilindia.com

P.K.Agarwal
Secretary

NOTICE (Contd.)**NOTES**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 IN NUMBERS AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.
2. The instrument of Proxy (enclosed separately), in order to be effective must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the AGM.
3. The Register of Members and Share Transfer Books of the Company will remain closed from September 17, 2017 to September 23, 2017 (both days inclusive) for the purpose of AGM.
4. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the Special Business set out in the Notice is annexed hereto.
5. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and public holidays up to the date of AGM.
6. The Annual Report for the financial year 2016-2017, Notice of the 20th AGM and instruction for remote e-voting along with Attendance Slip and Proxy form are being sent by electronic mode to all members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of abovementioned documents are being sent in permitted mode. A route map showing direction to reach the venue of the 20th AGM is annexed.
7. Members intending to require information about accounts to be explained at the meeting are requested to write to the Company at least 10 (ten) days in advance of the Annual General Meeting.
8. Due to prohibitive cost of paper and printing, additional copies of the Annual Report may not be available for distribution at the AGM. Members are requested to bring their copies of the Annual Report for the meeting.
9. The name and address of the Company's Registrar and Share Transfer Agent is C.B. Management Services (P) Ltd., P-22, Bondel Road, Kolkata 700019. Hence, any correspondence relating to shares and debentures may be made with them only.
10. Members holding shares in physical form, who have multiple accounts in identical names or joint accounts in the same order, are requested to send the Share Certificates to the Company's Share Transfer Agent for consolidation of such shareholdings in one account to facilitate better service.
11. Members who hold shares in dematerialized form are requested to indicate without fail their DP ID and Client ID numbers in attendance slip.
12. To support the 'Green Initiative', the Members who have not registered their e-mail addresses, are requested to register the same with the Registrar in case of shares held in certificate form and with the Depositories in case of shares held in demat form. Rule 18(3)(i) of the Companies (Management and Administration) Rules, 2014 requires a Company to provide advance opportunity at least once in a financial year, to the Member to register his email address and any changes therein. In compliance with the same, we request the Members who do not have their email id registered with the Company to get the same registered with the Company. Members are also requested to intimate to the Company the changes, if any in their email address.

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13. Members are requested to avail the dematerialization facility of Company's shares. Demat ISIN No. allotted by National Securities Depository Ltd. and Central Depository Services (India) Ltd. is INE 665C01026. The address of the Company's interface Registrar is C.B. Management Services (P) Ltd., P-22, Bondel Road, Kolkata- 700019.
14. Voting through electronic means
- I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amended Rules, 2015, the Company is pleased to provide its members facility to exercise their right to vote on the resolution proposed to be considered at the 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 the venue of 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 AGM 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 will commence on September 20, 2017 (9.00 am) and end on September 22, 2017 (5.00 pm). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. September 16, 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. 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; "heil e-voting.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 "heil e-voting.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 "Hindusthan Engineering & Industries Ltd".
- (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.

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- (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 scrutinizermkb@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 at the bottom of the Attendance Slip for the AGM :

EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. 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 contact NSDL at the following toll free number -1800-222-990.

VII. 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).

VIII. 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).

IX. The voting rights of the 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 September 16, 2017.

X. Any person who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 16, 2017 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to RTA at rt@cbmsl.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

XI. 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.

XII. 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 AGM through ballot paper.

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- XIII. The Company has appointed Shri Raj Kumar Banthia, (Membership No. ACS 17190 & CP No. 18428) Partner, M/s MKB & Associates, Company Secretaries, Kolkata as the Scrutinizer to scrutinize the e-voting process and voting process at AGM in a fair and transparent manner.
- XIV. The Chairman shall at the AGM at the end of the discussion on the resolutions on which voting is to be held allow voting with the assistance of the 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.
- XV. The Scrutinizer shall after the conclusion of the voting at the Annual General Meeting, will first count the votes cast at the meeting and there after unblock the votes cast through remote e-voting in 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 or a person authorised by him in writing, who shall counter sign the same and declare the result of the voting forthwith.
- XVI. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.heilindia.com and on the website of NSDL immediately after the declaration of the result by the Chairman or a person authorised by him in writing.

ANNEXURE TO THE NOTICE

Statement pursuant to Section 102 of the Companies Act, 2013.

Resolution at Item No.3

The explanatory statement is provided though strictly not required as per section 102 of the Act.

M/s. A.K. Gutgutia & Co., Chartered Accountants, (Firm Registration number. 304074E) were appointed as Auditors of the Company at the Seventeen Annual General Meeting (AGM) of the Company held on 03.09.2014 for a term of three years to hold office till the conclusion of this AGM. M/s. A.K. Gutgutia & Co., Chartered Accountants have been the Auditors of the Company since financial year 2006-2007.

As per the provision of section 139 of the Act, the Company cannot appoint or re-appoint an audit firm as auditors for more than two term of five consecutive years. In view of above M/s. A.K. Gutgutia & Co., Chartered Accountants can continue as Auditors of the Company only up to the conclusion of this AGM having completed their term as per provision of section 139 of the Act.

The Board of Directors has, based on the recommendation of the Audit Committee, at its meeting held on August 18, 2017 proposed the appointment of M/s R. Rajgaria & Co. Chartered Accountants (Firm Registration No-329855E.) as Statutory Auditors of the Company for a period of 5 years, to hold the office from the conclusion of this AGM till the conclusion of twenty-fifth AGM to be held in the year 2022, subject to the ratification of their appointment at every AGM.

M/s R. Rajgaria & Co. Chartered Accountants have 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.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way concerned or interested, financially or otherwise, in the resolution set out at Item No.3 of the Notice.

The Board recommends the Resolution set out at Item No-3 of the accompanying Notice as an Ordinary Resolution.

Resolution at Item No. 4

In accordance with the provision of Section 148 of the Companies Act, 2013 read with and the Companies (Audit and Auditors) Rules, 2014 the remuneration of the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors shall be ratified by the members. Accordingly ratification by the member is sought to the remuneration payable to the

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Cost Auditors for the financial year ending March 31, 2018 by passing an Ordinary Resolution as set out at Item No-4 of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way concerned or interested, financially or otherwise, in the resolution set out at Item No.4 of the Notice.

The Board recommends the Resolution set out at Item No.4 of the accompanying Notice as an Ordinary Resolution.

Registered Office
'Mody Building'
27, Sir R.N. Mukherjee Road
Kolkata – 700 001
Date: The 18th day of August, 2017.

By Order of the Board of Directors

P.K.Agarwal
Secretary

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