
NOTICE

NOTICE is hereby given that the Twenty First Annual General Meeting of the Members of Hindusthan Engineering & Industries Ltd. will be held on Saturday, the 29th September, 2018 at 3.00 P.M. at Auditorium of Bengal National Chamber of Commerce & Industry, BNCCI House, 23, R. N. Mukherjee Road, Kolkata-700 001 to transact the following

business: As Ordinary Business:

1. To receive, consider and adopt:

(a) the audited Financial Statements of the Company for the financial year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon; and

(b) the audited consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 and the Report of Auditors thereon.

2. To appoint a Director in place of Shri Rajendra Prasad Mody (DIN: 00140503), who retires by rotation at this Annual General Meeting 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. S. Rastogi & Associates, Chartered Accountants, having Firm Registration No.318123E (Proprietor:– Sanjay Rastogi, FCA, having CA Membership No.053823) of 42, Kali Krishna Tagore Street, 1st Floor, Kolkata – 700007 be and is hereby appointed as Statutory Auditor of the Company in place of M/s. R. Rajgaria & Co., Chartered Accountants (Firm Registration No. 329855E) (who have expressed their unwillingness to continue as an auditors of the Company from the conclusion of this Annual General Meeting), to hold the office from the conclusion of this 21st Annual General Meeting (“AGM”) till the conclusion of 26th Annual General Meeting (“AGM”) to be held in the year 2023, at such remuneration as may be determined by the Board of Directors of the Company from time to time”.

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 the provisions of Section 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment thereof for the time being in force), Shri Vikram Aditya Mody (DIN: 00193192), who was appointed as an Additional Non-Executive Director of the Company by the Board of Directors with effect from 6th October, 2017 pursuant to Section 161 of the Companies Act, 2013 and Article 170 of the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Non-Executive Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.”

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED that pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Shareholders of the Company is hereby accorded to the re-appointment of Shri Anil Kumar Damari Singh, to hold the office as Whole-time Director designated as Executive Director (Technical) of the Company, for a period of 3 (Three) years commencing from 16th April, 2018 to 15th April, 2021 on the remuneration and other terms and conditions set out in the explanatory statement to this resolution with power to the Remuneration Committee and the Board of Directors to alter and vary the terms and conditions of the said appointment as felt appropriate by them and that the consent of the Company be and is hereby accorded to Shri Anil Kumar Damari Singh to hold such office or place of profit in the Company as a Whole-time Director designated as Executive Director (Technical)”.

6. 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

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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 31st March, 2019 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
Jute	Dalhousie Jute Company, Champdany, West Bengal	M/s. S K Sahu & Associates	15,000
Chemical	Hindusthan Chemicals Company, Olpad, District: Surat, Gujarat	Shri T. M Rathi	30,000

“FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

Registered Office
 'Mody Building'
 27, Sir R.N. Mukherjee Road
 Kolkata – 700 001
 Date: the day of 31st July, 2018

By Order of the Board of Directors

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

R. K. Agarwal
 Company Secretary
 Membership No.FCS-5047

NOTICE (Contd.,)**NOTES**

1. The Explanatory Statements setting out the material facts pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
2. **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 NUMBER 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.
3. 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.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2018 to 29th September, 2018 (both days inclusive) for the purpose of AGM.
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 2017-2018, Notice of the 21st 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 Participant(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 above mentioned documents are being sent in permitted mode. The same is also available on the Company's website www.heilindia.com. The physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on all working days. A route map showing direction to reach the venue of the 21st 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.
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. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialised form are, therefore, requested to

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submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form shall submit their PAN details to the Company at its Registered Office or to the Registrar and Share Transfer Agents.

15. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the meeting.
16. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names as per the Register of Members will be entitled to vote. The voting rights of the member shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date.
17. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days advance notice in writing is given to the Company.
18. Members/ proxies/Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copy(ies) of their Annual Report.
19. Members are also requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, PAN, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Company's Registrars and Transfer Agents, in case the shares are held by them in physical form.
20. Attendance Slip and Proxy Form are being annexed to this Notice of the 21st Annual General Meeting.
21. Non-resident Indian members are requested to inform CB Management Services (P) Ltd., immediately of any change in their residential status on return to India for permanent settlement.
22. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting. The register of contracts or arrangements in which director are interested under section 189 of the Companies Act, 2013 will be available for inspection at the Annual General Meeting.
23. 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 26th September, 2018 (9.00 am) and end on 28th September, 2018 (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. 22nd 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.

V. Process and manner for remote e-voting are as under.

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

NOTICE (Contd.,)**Details on Step 1 is mentioned below:**

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/>
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.nsdl.com/](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*****
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.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

If you are still unable to get the password by aforesaid two options, you can send a request at 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.

NOTICE (Contd.,)**Details on Step 2 is given below:**

How to cast your vote electronically on NSDL e-Voting system?

1. 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.
 2. 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.
 3. Select "EVEN" of company for which you wish to cast your vote.
 4. Now you are ready for e-Voting as the Voting page opens.
 5. 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.
 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 8. Once you confirm your vote on the resolution, you will not be allowed to modify your 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. 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).
- VIII. 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 22nd September, 2018.
- IX. 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. 22nd September, 2018 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.
- X. 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.
- XI. 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.
- XII. 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.
- XIII. 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 authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail (scrutinizermkb@gmail.com) to with a copy marked to evoting@nsdl.co.in.
- XIV. 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?" option available on www.evoting.nsdl.com to reset the password.
- XV. Your login id and password can be used by you exclusively for e-voting on the resolution placed by the Companies in which you are the shareholder.
- XVI. 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 Securtinizer, 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.
- XVII. The Scrutinizer shall after the conclusion of the voting at the Annual General Meeting, will first count the votes caste 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.

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XVIII. 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.

XIX. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the meeting i.e., 29th September, 2018.

24. A route map showing direction to reach the venue of the 21st Annual General Meeting forms part of the notice as per requirement of the Secretarial Standard – 2 on “General Meeting”.

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013.

Resolution at Item No.

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

M/s. R. Rajgaria & Co., Chartered Accountants (Firm Registration No. 329855E) were appointed as Statutory Auditors of the Company at the Twentieth Annual General Meeting (AGM) of the Company held on 23rd September, 2017 for a period of five years to hold office from the conclusion of Twentieth Annual General Meeting (AGM) to till the conclusion of Twenty-fifth AGM.

Since, M/s. R. Rajgaria & Co., Chartered Accountants (Firm Registration No. 329855E) have expressed their unwillingness to continue as Statutory Auditors of the Company from the conclusion of this Annual General Meeting, the Board of Directors based on the recommendation of the Audit Committee at its meeting held on 31st July, 2018 have proposed the appointment of M/s. S. Rastogi & Associates, Chartered Accountants, having Firm Registration No.318123E (Proprietor: Sanjay Rastogi, FCA, having CA Membership No.053823) of 42, Kali Krishna Tagore Street, 1st Floor, Kolkata – 700007 as Statutory Auditors of the Company for a period of five years to hold office from the conclusion of this 21st Annual General Meeting (“AGM”) till the conclusion of 26th Annual General Meeting (“AGM”) to be held in the year 2023.

M/s. S. Rastogi & Associates, Chartered Accountants, 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 Companies Act, 2013.

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

The Board of Directors at its Meeting held on 6th October, 2017 on the recommendation of Nomination and Remuneration Committee has appointed Shri Vikram Aditya Mody (DIN: 00193192), as an Additional Non-Executive Director of the Company. Pursuant to Section(s) 149 and 161 of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Article 170 of the Articles of Association of the Company, Shri Vikram Aditya Mody holds office as such upto the date of this Annual General Meeting of the Company.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing the candidature of Shri Vikram Aditya Mody for the office of Director of the Company.

Shri Vikram Aditya Mody is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The information/details of Shri Vikram Aditya Mody as required under Secretarial Standard-2 on General Meetings are provided in the Annexure to the Notice.

Except Shri Vikram Aditya Mody, being an appointee and Shri Rajendra Prasad Mody, none of the other Directors / Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no.4 of the accompanying Notice.

The Board of Directors commends the resolution for approval of Shareholders by way of Ordinary Resolution as set out in Item no.4.

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The members of the Company, in the Annual General Meeting held on 29th September, 2015, had appointed Shri Anil Kumar Damari Singh as Whole time Director (designated as Executive Director-Technical) of the Company for a period of 3 (Three) years with effect from 16th April, 2015 to 15th April, 2018. Having regard to the qualifications, experience and association of Shri Anil Kumar Damari Singh with the Company and considering the overall performance of the Company and the growth during his tenure, the Nomination and Remuneration Committee and the Board of Directors at its meeting held on 17th January, 2018 has re-appointed Shri Anil Kumar Damari Singh as the Whole time Director (designated as Executive Director-Technical) of the Company, not liable to retire by rotation, for a further period of 3 (Three) years effective from 16th April, 2018 till 15th April, 2021, subject to approval of the members at the ensuing Annual General Meeting of the Company. The Board has also approved the remuneration, perquisites and other benefits payable to Shri Anil Kumar Damari Singh as the Whole time Director (designated as Executive Director-Technical) based on the approval accorded by a resolution passed by the Nomination and Remuneration Committee. The broad particulars of remuneration and perquisites payable to and other principal terms and conditions of his re-appointment as contained in the letter of appointment issued by the Company to Shri Anil Kumar Damari Singh, are as under:

I. Tenure of Re-appointment: 3(Three) years with effect from 16th April, 2018 to 15th April, 2021.

II. Remuneration:

- a) Salary Rs.1,41,500 per month from 16.4.2018 or as may be increased by the Nomination and Remuneration Committee and the Board of Directors from time to time.
- b) He will be paid a sum of Rs.900 per month towards Books and Periodicals. The amount is to be spent by him for purchase of books and periodicals for academic references and other professional pursuits.
- c) Colony Allowance @Rs.2,250 per month.
- d) He will be paid a sum of Rs.14,150 per month towards Gas, Electricity & Water Charges.
- e) He will be paid a sum of Rs.29,000 per month towards Vehicle Upkeep Allowance for office use, and if used for personal purpose, then the same will be billed by the Company. In case he uses his own car exclusively for attending Company's work instead of Company's car, the Company will bear its running and maintenance expenses at actual.
- f) Personal Allowance @Rs.37,000 per month.
- g) Sweeper Allowance @Rs.16,500 per month.
- h) Watchman Allowance @Rs.16,000 per month.
- i) Washing Allowance @Rs.6,000 per month.
- j) Free use of 3 BHK house in HCC Housing Colony.
- k) Leave Travel Allowance: Reimbursement of actual fare but not hotel expenses etc., incurred by him for himself and his family, once in two years subject to a maximum of two month's salary as per the rules of the Company.
- l) Medical Expenses: Reimbursement of actual expenses incurred for himself and his family subject to a ceiling of one month's salary in a year or three month's salary over a period of three years.
- m) Company's contribution towards Provident Fund @ 12% of Basic Salary as per rules of the Company.
- n) Leave: One month's leave with remuneration for every eleven months of service with right to accumulation upto 84 days.
- o) Free Telephone facility at residence except personal long distance calls.
- p) All taxes, deductions etc. as per Law & Rules and as are applicable from time to time will be deducted at source.

The above remuneration shall also be paid as minimum remuneration in case of inadequacy of profit.

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III. Other Conditions:

- a) As long as Shri Anil Kumar Damari Singh is the Executive Director (Technical) of the Company, no sitting fees will be paid to him for attending the Meetings of the Board of Directors or Committee thereof, nor will he be entitled to supplement his earning under the Agreements with any buying or selling commission. He will not also become interested or otherwise concerned directly or through his wife and/or minor children in any selling agency of the Company without the prior approval of the Central Government.
- b) He will hold the above office for a period of 3 (Three) years from 16th April, 2018 to 15th April, 2021 unless determined earlier by voluntary resignation or any other reason.
- c) His services may be terminated by one month's notice on either side.
- d) If at any time he cease to be a Director of the Company for any cause whatsoever, he will cease to be Executive Director (Technical).
- e) If at any time he cease to be in the employment of the Company for any cause whatsoever, he will cease to be a Director of the Company.
- f) He will observe secrecy about all affairs of the Company as may come to his knowledge while discharging his duties.
- g) The Executive Director (Technical) shall be considered as a Key Managerial Personnel pursuant to the provision of Section 203 of the Companies Act, 2013 read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Keeping in view the professional qualifications & vide experience of Shri Anil Kumar Damari Singh, the Nomination and Remuneration Committee and Board of Directors accorded their approvals to the above and in the interest of the Company have recommended the aforesaid Resolution as set out in this Notice for approval of members.

The information/details of Shri Anil Kumar Damari Singh as required in the Secretarial Standard -2 on General Meetings are provided in the Annexure to the Notice.

Except Shri Anil Kumar Damari Singh, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution at Item no.5 of the Notice.

The Board of Directors commends the resolution for approval of Shareholders by way of Special Resolution as set out in Item no.5.

Information as required as per the provisions of Section-II of Part- II of Schedule-V to the Companies Act,**2013 I. General Information**

1.	Nature of Industry	Manufacture of Wagon(Railway Rolling Stock), Jute Sacking Bags, Chemicals			
2.	Year of Commencement of Commercial Production	1998			
3.	In case of New Companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	N.A			
4.	Financial Performance based on given indicator	Financial Parameters	2017-18 (Rs. In Lakhs) Audited	2016-17 (Rs. In Lakhs) Audited	2015-16 (Rs. In Lakhs) Audited
		Sales	6 90 91.14	6 80 70.08	6 82 31.34
		Net Profit	24 89.71	24 98.83	7 70.23
5.	Foreign Investments or collaboration, if any	N.A			

NOTICE (Contd.,)

II. Information about the appointee		
1.	Background Details	Shri Anil Kumar Damari Singh (66 Years) is a M.Tech in Chemical Engineering from Institute of Technology, B.H.U University with a vast experience of 42 Years in all functions of business including marketing, development, plant operations and project management.
2.	Past Remuneration	Rs. 36.46 Lakhs per annum.
3.	Recognition or awards	None
4.	Job Profile and his suitability	Shri Anil Kumar Damari Singh will be responsible for overall business management of the Company under the supervision of Board of Directors. He has a vast experience of 42 Years in all functions of business including marketing, development, plant operations and project management.
5.	Remuneration Proposed	Rs. 36.46 Lakhs per annum (as per details given in Explanatory Statement of Resolution at Item no.5)
6.	Comparative Remuneration profile with respect to industries, size of the Company, Profile of the position and person(in case of expatriates the relevant details would be w.r.t the country of his origin	The Remuneration being paid to the Whole-time Director by the Company is in line with the Remuneration being paid by the Companies of comparable size
7.	Pecuniary relationship directly or indirectly with the Company or relationship with Managerial Person if any	Shri Anil Kumar Damari Singh did not hold any equity share in the Company. Apart from receiving remuneration as stated above Shri Anil Kumar Damari Singh does not have any other pecuniary relationship with the Company or with the managerial personnel of the Company.

III. Other Information

1.	Reasons of loss or inadequate profits	The Company's profit improved in the financial year ended in 31.03.2018 and 31.03.2017. However the financial performance for the past one year (i.e. 31.03.2016) had been impacted mainly due to lack of orders for procurement of Wagons from Indian Railways compounded by Low pricing resorted to by some of the manufacturers aimed at securing larger allocation in the tender rendering the Wagons business unremunerative.
2.	Steps taken or proposed to be taken for improvement	Implementation of the Company's plans to achieve growth in the other segments has been taken with greater focus and is being pursued. Cost efficiency and improvement in productivity for optimization of resources are consistently practiced in order to achieve further improvement in performance.
3.	Expected increase in productivity and profits in measureable terms	Productivity improvement is assured and the increase in production will depend upon orders. Profitability is expected to improve further from the measures taken like aggressive marketing efforts to secure orders for wagons from Private sector Customers.

IV. Disclosures

The information and disclosures of remuneration package of Shri Anil Kumar Damari Singh, Executive Director (Technical) have been mentioned in Explanatory Statement of Resolution No.5 as above.

Resolution at Item No.6

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 Cost Auditors for the financial year ending 31st March, 2019 by passing an Ordinary Resolution as set out at Item no.6 of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way concerned or interested, financial or otherwise, in the resolution set out at Item no.6 of the Notice.

NOTICE (Contd.,)

The Board of Directors commends the resolution for approval of Shareholders by way of Special Resolution as set out in Item no-6.

Details of Directors seeking Appointment / Re-appointment in the ensuing Annual General Meeting scheduled to be held on 29st September, 2018.

Particulars	Shri Rajendra Prasad Mody	Shri Vikram Aditya Mody	Shri Anil Kumar Damari Singh
Date of Birth	18.06.1937	17.11.1961	17.09.1952
Nationality	Indian	Indian	Indian
Age	81 years	57 years	66 years
Date of Appointment	17.03.2000	06.10.2017	16.04.2015
Qualification	Graduate in Commerce	Graduate in Commerce	M.Tech in Chemical Engineering
Experience and Expertise in specific functional area	Wide business experience across the variety of industries.	Wide business experience across the variety of industries.	Wide experience in all functions of plant operations and project management.
Number of Shares held in the Company	Nil	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	Shri Rajendra Prasad Mody is the father of Shri Vikram Aditya Mody and hence they are related to each other	Shri Vikram Aditya Mody is the son of Shri Rajendra Prasad Mody and hence they are related to each other	None
Number of Board Meeting attended during the Financial Year 2017-18	4 (Four)	1 (One)	1 (One)
List of outside Directorships held	<input type="checkbox"/> Hindusthan M-I Swaco Ltd. <input type="checkbox"/> Pradyumna Steels Ltd. <input type="checkbox"/> Mody Investment & Mfg Company Pvt. Ltd. <input type="checkbox"/> Superb Finance Pvt. Ltd. <input type="checkbox"/> Kanchan Stocks Pvt. Ltd. <input type="checkbox"/> Intercontinental Trading and Investment Company Ltd. <input type="checkbox"/> Hindusthan Consultancy and Services Ltd. <input type="checkbox"/> Orient Bonds and Stock Ltd. <input type="checkbox"/> Hindusthan Vidyut Corporation Ltd.	West India Insulator Company Ltd.	Nil
Chairman / Member of the Committee of the Board of Directors of the Public Company	Chairman of Corporate Social Responsibility Committee of Hindusthan Engineering & Industries Ltd.	Nil	Nil

Registered Office
 'Mody Building'
 27, Sir R.N. Mukherjee Road
 Kolkata – 700 001
 Date: the day of 31st July, 2018

By Order of the Board of Directors

CIN: U93000WB1998PLC086303
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 Email: ho@heilindia.com
 Website: www.heilindia.com

R. K. Agarwal
 Company Secretary
 Membership No.FCS-5047