

**NOTICE**

NOTICE is hereby given that the Seventeenth Annual General Meeting of the Shareholders of HINDUSTHAN ENGINEERING & INDUSTRIES LTD will be held on **Wednesday, the 3rd September, 2014 at 11:30 A.M. at Gyan Manch, 11, Pretoria Street, Kolkata- 700 071** to transact the following business:

**As Ordinary Business:**

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2014 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Shri Rajendra Prasad Mody (DIN : 00140503), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint Auditors 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 and the Rules framed thereunder, as amended from time to time, M/s. A.K. Gutgutia & Co., Chartered Accountants, 135A, B.R.B. Basu Road, Kolkata - 700 001, having Firm Registration number 304074E be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 20th AGM of the Company to be held in the year 2017 (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. Appointment of Shri Satish Kapur as an Independent Director of the Company

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 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Shri Satish Kapur (DIN 00051163), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an independent Director of the Company to hold office for a term upto five consecutive years commencing from 3rd September, 2014 up to 2nd September, 2019”.

5. Appointment of Shri Biswajit Choudhuri as an Independent Director of the Company

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 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Shri Biswajit Choudhuri (DIN 00149018), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an independent Director of the Company to hold office for a term upto five consecutive years commencing from 3rd September, 2014 up to 2nd September, 2019”.

6. Appointment of Shri Dileep Krishna Rohatgi as an Independent Director of the Company

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 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Shri Dileep Krishna Rohatgi (DIN 00773194), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an independent Director of the Company to hold office for a term upto five consecutive years commencing from 3rd September, 2014 up to 2nd September, 2019”.

**NOTICE (Contd.)**

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## 7. Appointment of Dr. Ranjan Ghosh as an Independent Director of the Company

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 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Dr. Ranjan Ghosh (DIN 03094522), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an independent Director of the Company to hold office for a term upto five consecutive years commencing from 3rd September, 2014 up to 2nd September, 2019”.

## 8. Borrowing Powers of the Company

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

“RESOLVED THAT pursuant to Section 180(1)(c) and all other applicable provisions of the Companies Act, 2013 and Rules made there under as may be amended, from time to time and Articles of Association of the Company, consent of the Company be and is hereby given to the Board of Directors to borrow moneys, from time to time, whether as rupee loans, foreign currency loans, debentures, bonds and/ or other instruments or non fund based facilities or in any other form (apart from temporary loans obtained or to be obtained from the Company’s Bankers in the ordinary course of business) from the Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, other Bodies Corporate or from any other source, located in India or abroad, whether unsecured or secured, on such terms and conditions as may be considered suitable by the Board of Directors up to an amount the aggregate outstanding of which should not exceed, at any given time, Rs.1000 crore”.

“RESLOVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to negotiate and decide terms and conditions of such borrowings, finalise and execute all such deeds, documents and writing as may be necessary, desirable or expedient, settle any question, difficulty or doubt that may arise in this regard, do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable and to delegate all or any of these powers to any Committee of Directors or Managing Director or Whole time Director or Director or any other officer of the Company or any other person”.

## 9. Creation of Security on the Properties of the Company in favour of the Lenders

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

“RESOLVED THAT pursuant to Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 and Rules made there under as may be amended, from time to time and Articles of Association of the Company, consent of the Company be and is hereby given to the Board of Directors for creation of mortgage/hypothecation/ pledge/charge/security in any form or manner on the properties of the Company whether tangible, intangible or otherwise, both present and future, in favour of lenders including Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, other Bodies Corporate, Trustees for holders of debentures/ bonds and/ or other instruments to secure all credit facilities including rupee loans, foreign currency loans, debentures, bonds and /or other instruments or non fund based facilities availed / to be availed by the company and / or for any other purpose, from time to time, together with interest, further interest thereon, compound interest in case of default, accumulated interest, liquidated damages, all other costs, charges and expenses payable by the Company in respect of such borrowing”.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to negotiate and decide terms and conditions of security, finalise and execute all deeds, documents and writings as may be necessary, desirable or expedient, settle any question difficulty or doubt that may arise in this regard, do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable and to delegate all or any of these powers to any Committee of Directors or Managing Director or Whole time Director or Director or any other officer of the Company or any other person”.

**NOTICE (Contd.)**

10. 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 143(8) and other applicable provisions, if any, of the Companies Act, 2013, M/s Asit Mehta & Co., Chartered Accountants, N-116, Panchsheel Park, New Delhi-110 017 having Firm Registration number 000689N be and are hereby re-appointed as Branch Auditors for the Company’s Engineering Unit: Malanpur Plant, at Malanpur-477117, Dist. Bhind, Madhya Pradesh to hold office from the conclusion of this meeting till the conclusion of the 20th AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM) for auditing the accounts of the said Branch of the Company at such remuneration as may be determined by the Board of Directors of the Company”.

11. 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 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, M/s. S. K. Sahu & Associates and Mr. T. M. Rathi, being the Cost Auditors appointed by the Board of Directors of the Company to conduct the cost audit for the financial year ending 31st March, 2015, be paid the remuneration (apart from service tax including cess as applicable and reimbursement of actual travel and out-of-pocket expenses) as per details given below:

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, Gujrat	Mr. T. M Rathi	45,000

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

“RESOLVED THAT in partial modification of the resolution passed at the Annual General Meeting held on 7th September, 2013 and pursuant to the provisions of Sections 196, 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and subject to such consents, approvals or permissions as may be necessary, approval of the Company be and is hereby accorded to the revision in the salary of Shri R R Mehta (DIN : 01766055), Whole-time Director, designated as Executive Director to take effect from 1st April, 2014, for the unexpired period of his term, upon the terms and conditions set out in the explanatory statement annexed to the notice convening this Annual General Meeting and as per Memo dated 07.07.2014 a copy whereof initialed by the Chairman of the meeting for the purpose of identification, submitted to this meeting, be and is hereby approved”.

“RESOLVED FURTHER that the Board of Directors be and is hereby authorised to alter and vary the terms and conditions of the said appointment and /or Memo, to the extent the Board of Directors may consider appropriate, or as may be permitted or authorised in accordance with the provisions of the Act for the time being in force and within such limits, if any, as may be set out in the Act including the said Schedule V to the Act, in such manner as may be decided by the Board of Directors and, the terms of the aforesaid Memo shall be suitably modified to give effect to such alteration and/or variation.”

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

“RESOLVED THAT pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 and Rules made there under as may be amended, from time to time, consent of the Company be and is hereby accorded to a Scheme of loan for its whole-time director as set out in the explanatory statement annexed to the notice convening this Annual General Meeting”.

**NOTICE (Contd.)**

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to ratify any loans given earlier and to finalize, sanction and disburse the loans to whole-time director, and also to delegate all or any of the above powers to any one Director of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

**Registered Office**

‘Mody Building’,  
27, Sir R.N. Mukherjee Road,  
Kolkata - 700 001  
Date : The 7th day of July, 2014

By Order of the Board  
K K Rajgaria  
Secretary

CIN: U27109WB1998PLC086303  
Phone : 033 2248 0166  
Fax : 033 2248 1922  
E-mail : kkr@heilindia.com  
Website : www.heilindia.com

**NOTES**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a Member of the Company.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 26th August, 2014 to 3rd September, 2014 both days inclusive.
3. Members intending to require information about accounts to be explained at the meeting are requested to write to the Company at least 10 days in advance of the Annual General Meeting.
4. Due to prohibitive cost of paper and printing, additional copies of the Annual Report may not be available for distribution at the Annual General Meeting. Members are requested to bring their copies of the Annual Report for the meeting.
5. The names 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.
6. 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 share holdings in one account to facilitate better service.
7. Members who hold shares in dematerialized form are requested to indicate without fail their DP ID and Client ID numbers in attendance slip.
8. To support the 'Green Initiative', the Members who have not registered their e-mail address are requested to register the same with the Company's Registrar and Share Transfer Agent / Depositories.
9. 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 665C01018. The address of the Company's interface Registrar is C B Management Services (P) Ltd., P-22, Bondel Road, Kolkata- 700019.

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**EXPLANATORY STATEMENT**

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**AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013****Resolution at Item No. 4, 5, 6 & 7**

The Directors of the Company were appointed / reappointed in terms of the provisions of the erstwhile Companies Act, 1956. However, in terms of the Companies Act, 2013 ('the Act'), Independent Directors shall be appointed for not more than two terms of five consecutive years each and shall not be liable to retire by rotation at every AGM. The Board has following Non-Executive (Independent) Directors namely Shri Satish Kapur, Shri Biswajit Choudhuri, Shri Dileep Krishna Rohatgi and Dr. Ranjan Ghosh whose period of office was liable to determination by retirement of director by rotation under the applicable provisions of the erstwhile Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Act, an Independent Director can hold office for a term up to 5 (five) consecutive years on the Board of a company and their office is not to be determined by retirement of directors by rotation.

In the opinion of the Board, Shri Satish Kapur, Shri Biswajit Choudhuri, Shri Dileep Krishna Rohatgi and Dr. Ranjan Ghosh fulfills the conditions as specified in the Companies Act, 2013 and rules made there under and submitted declarations fulfilling the criteria of independence provided under section 149(6) of the Act. Therefore, all the Directors mentioned above are eligible to be appointed / continued as Independent Directors for a consecutive term of 5 (five) years. Accordingly, the resolution mentioned in item No.4, 5, 6 and 7 are recommended for the approval of Shareholders.

No Director and Key Managerial Personnel of the Company or their relatives, except the Directors seeking appointment as Independent Directors as above, is deemed to be concerned or interested in the resolutions mentioned in Item No.4,5,6 and 7.

**Resolution at Item No. 8 & 9**

The shareholder of the company had, in their meeting on 12th September 2000, increased the borrowing limits of the company and authorized the Board of Directors to borrow funds, from time to time, for the business of the company, up to an amount, the aggregate, outstanding of which should not exceed, at any given time Rs.1000 crores and to create charge on properties of the Company to secure the repayments of the borrowings.

Keeping in view, the existing borrowing and the additional fund requirements for meeting the capital expenditure for the ongoing / future projects, capacity expansion, acquisitions and enhanced long term working capital needs of the Company, the Board of Directors had, in its meeting held on 7th July, 2014, considered and approved subject to the approval of the shareholders, the borrowing limits of the company to Rs. 1000 crores and creation of security on the properties of the Company and recommends Resolution no. 8 & 9 of the accompanying Notice to the shareholder for their approval by way of special resolution.

Pursuant to Section 180(1)(c) and 180(1)(a) of the Companies Act 2013, approval of the Shareholder by way of special resolution is required to authorize the Board of Director to borrow moneys up to the said limits and create security in respect thereof.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.8 & 9.

**Resolution at Item No. 10**

Malanpur Plant at Malanpur, Dist. Bhind, Madhya Pradesh is a branch of the Company. It is proposed to re-appoint M/s. Asit Mehta & Co., Chartered Accountants, N-116, Panchshila Park, New Delhi – 110 017 as Auditors for the said branch.

The said M/s. Asit Mehta & Co. have confirmed their willingness to act as the Auditors for the said branch, if appointed.

The Directors recommend their appointment as branch auditors for Malanpur Plant at Malanpur, Dist. Bhind, Madhya Pradesh, including its office, for approval of the shareholders.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.10.

**Resolution at Item No. 11**

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board shall appoint an individual who is a cost accountant in practice or a firm of cost accountants in practice, as cost auditor

**EXPLANATORY STATEMENT (Contd.)**

on the recommendations of the Audit Committee. The remuneration recommended by Audit Committee shall be considered and approved by the Board of Directors and ratified by the shareholders.

On recommendation of Audit Committee at its meeting held on 7th July, 2014, the Board has considered and approved appointment of M/s. S K Sahu & Associates (Lead Cost Auditor) and Mr. T M Rathi, for the conduct of the Cost Audit of the Company's various manufacturing units at a remuneration as mentioned in the resolution for this item of the notice.

The Resolution at item No.11 of the Notice is set out as an Ordinary Resolution for approval and ratification by the members in terms of Section 148 of the Companies Act, 2013.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.11.

**Resolution at Item No. 12**

The Board of Directors at its meeting held on 14th May, 2012 re- appointed Shri R R Mehta as a Whole-time Director designated as Executive Director of the Company for a period of 3 years from 20th August, 2012 to 19th August, 2015 on the terms and conditions set out in the Letter of Appointment dated 14th May, 2012 issued to him which was approved by the shareholders at the Fifteenth Annual General Meeting of the Company held on 29th September, 2012.

Shri R R Mehta is a B.Com. L.L.B., F.C.A., with 41 years of experience in industry and has been associated with the organization since the year 1987. He has wide and varied experience in finance, production, sales and administration and has held senior executive position in the past.

The matter regarding increase / revision in the salary of Shri R R Mehta was discussed in the Remuneration Committee. The Remuneration Committee recommended that the salary of Shri R R Mehta, Executive Director be enhanced as under with effect from 1st April, 2014 for the unexpired period of his term.

The revised remuneration of Shri R R Mehta, Executive Director effective from 1st April, 2014 is mentioned below:

	Amount per month (in Rs.)	
	From (Rs.)	To (Rs.)
Salary	3,15,000	3,30,000
House Rent Allowance	1,38,500	1,42,700
Gas, Electricity & Water charges	31,500	33,000
Books & Periodicals Allowance	2,500	2,500
Sweeper Allowance	10,000	10,000
Watchman Allowance	10,000	10,000
Dearness Allowance	18,000	18,000
CC(D)	Actual	Actual
Medical Reimbursement (30 days)	26,250	27,500
L T A (30 days)	26,250	27,500
Provident Fund (12%)	37,800	39,600
<b>Total CTC Per Month</b>	<b>6,15,800</b>	<b>6,40,800</b>

The perquisites stated above shall be valued as per Income Tax Act, 1961, wherever applicable, and in the absence of any provisions in the said Act, the perquisites shall be valued at actual.

**EXPLANATORY STATEMENT (Contd.)**

He shall not be entitled to sitting fee payable to the Directors for attendance at Board Meetings and Meetings of all committee appointed by the Board, nor shall he be entitled to supplement his earning under the Agreements with any buying or selling commission. He shall not also become interested or otherwise concerned directly or through his wife and / or minor children in any selling agency of the Company.

The Remuneration Committee and the Board of Directors shall be authorized to revise the remuneration from time to time, provided that the remuneration package shall be within the maximum limits laid down under Section 197, Schedule V and all other applicable provisions of the Act, as amended from time to time.

He will, subject to the superintendence, control and directions of the Board of Directors, carry out such duties as may be entrusted to him by the Board and will undertake to the best of his skill, ability and utmost endeavors to promote the interest and welfare of the Company.

All other terms and conditions as approved at the Annual General Meeting held on 29th September, 2012 remain unchanged.

The Board of Directors recommend passing of the said Resolution.

The appointment letter, Memo and other related documents are open for inspection at the Registered Office of the Company from 11.00 A.M. to 1.00 P.M. on any working day.

Shri R R Mehta and his relatives are interested in the resolution set out at Item No.12. No other Director and / or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in respect of the said resolution.

**Resolution at Item No. 13**

In compliance with Section 185 and all other applicable provisions of the Companies Act, 2013 and Rules made there under as may be amended from time to time, Company introduces a policy of Loan Scheme for its whole-time director(s).

- i) Purpose : Purchase / Construction of flat / house.
- ii) Amount of loan : Maximum 60 times of monthly gross pay or the actual cost or the amount requested, whichever is less.
- iii) Rate of Interest : Nil
- iv) Recovery : In not more than 250 monthly installments.

Sanction of loan will be at the sole discretion of the Management. The above mentioned policy is subject to review by the management from time to time. The Board of Directors recommend passing of the said Resolution.

Shri R R Mehta and his relatives are interested in the resolution set out at Item No.13. No other Director and / or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in respect of the said resolution.

**Registered Office**

'Mody Building',  
27, Sir R.N. Mukherjee Road,  
Kolkata - 700 001

Date : The 7th day of July, 2014

By Order of the Board  
K K Rajgaria  
Secretary

CIN: U27109WB1998PLC086303

Phone : 033 2248 0166

Fax : 033 2248 1922

E-mail : kkr@heilindia.com

Website : www.heilindia.com

# HINDUSTHAN ENGINEERING & INDUSTRIES LTD

Corporate Identity No. (CIN) : U27109WB1998PLC086303

Regd. Office: 'Mody Building', 27 Sir R N Mukhejee Road, Kolkata 700 001

Ph: 033-2248 0166, Fax: 033-22481922, Email: kkr@heilindia.com, Website: www.heilindia.com

## ATTENDANCE SLIP

Regd. Folio No.	
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**D.P. I.D.	
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**Client I.D.	
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## SEVENTEENTH ANNUAL GENERAL MEETING - 3RD SEPTEMBER, 2014

I certify that I am a member / proxy for the member of the Company

I hereby record my presence at the Seventeenth Annual General Meeting of the Company held on, Wednesday, the 3rd September, 2014 at 11:30 A.M. at Gyan Manch, 11, Pretoria Street, Kolkata-700 071, West Bengal .

\_\_\_\_\_  
\*Member's / Proxy's Name in Block Letter

\_\_\_\_\_  
\* Member's /Proxy's Signature

Note :

1. Member/Proxy must bring the Attendance Slip to the Meeting and hand it over, duly signed, at the registration counter.
2. The Copy of the Notice may please be brought to the Meeting Hall.

\* **Strike out whichever is not Applicable.**

\*\* **Applicable only in case of investors holding Shares in Electronic form.**

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# HINDUSTHAN ENGINEERING & INDUSTRIES LTD

Corporate Identity No. (CIN) : U27109WB1998PLC086303

Regd. Office: 'Mody Building', 27 Sir R N Mukhejee Road, Kolkata 700 001

Ph: 033-2248 0166, Fax: 033-22481922, Email: kkr@heilindia.com, Website: www.heilindia.com

## PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules 2014]

Name of the Member(s) : .....

Registered address : .....

E-Mail ID : .....

Folio No./Client ID No.\*\* : ..... D.P. ID No.\*\* .....

I/We being a member(s) of ..... shares of Hindusthan Engineering & Industries Limited, hereby appoint

1. Name: ..... E-mail ID .....

Address : ..... Signature.....

or failing him.

2. Name: ..... E-mail ID .....

Address : ..... Signature.....

or failing him.

3. Name: ..... E-mail ID .....

Address : ..... Signature.....

as my/our Proxy to attend and vote (on a poll) for me/us on my/our behalf at the Seventeenth Annual General Meeting of the Company to be held on Wednesday, 3rd September, 2014 at 11:30 A.M at Gyan Manch, 11, Pretoria Street, Kolkata - 700071, West Bengal and at any adjournment thereof in respect of such resolutions as are indicated below:



1. Adoption of Audited Statement of Profit and Loss for the year ended March 31, 2014 and the Balance Sheet as at that date with the Reports of the Board of Directors and Auditors thereon.
2. Re-appointment of Shri Rajendra Prasad Mody (DIN : 00140503) as a director.
3. Re-appointment of Auditors to hold office from the conclusion of the 17th Annual General Meeting until the conclusion of the 20th Annual General Meeting of the company and fixing their remuneration.
4. Appointment of Shri Satish Kapur (DIN 00051163), as an Independent Director.
5. Appointment of Shri Biswajit Choudhuri (DIN 00149018), as an Independent Director.
6. Appointment of Shri Dileep Krishna Rohatgi (DIN 00773194), as an Independent Director.
7. Appointment of Dr. Ranjan Ghosh (DIN 03094522), as an Independent Director.
8. Consent for Borrowing Powers of the Company.
9. Consent for creation of mortgage/hypothecation/pledge/charge/security on the properties of the Company.
10. Re-appointment of Branch Auditors for the Company's Engineering Unit: Malanpur Plant, at Malanpur to hold office from the conclusion of the 17th Annual General Meeting until the conclusion of the 20th Annual General Meeting of the company and fixing their remuneration.
11. Ratification of Remuneration payable to M/s. S. K. Sahu & Associates and Mr. T. M. Rathi, Cost Auditors of the Company for the financial year 2014-15.
12. Revision in Remuneration of Shri R. R. Mehta, Whole-time Director designated as Executive Director.
13. Consent to Scheme of loan for Whole-time Director(s).

Signed this.....day of .....2014.

**Note:**

1. Proxy need not be a member.
2. Proxy form, complete in all respects, should reach the Company's Registered Office at : 'Mody Building', 27, Sir R N Mukherjee Road, Kolkata-700001, West Bengal, not less than 48 hours before the scheduled time of the meeting.

**\*\* Applicable only in case of investors holding Shares in Electronic form.**



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Signature of Shareholder