
NOTICE

NOTICE is hereby given that the Nineteenth Annual General Meeting of the Shareholders of HINDUSTHAN ENGINEERING & INDUSTRIES LTD will be held on Monday, the 5th September, 2016 at 3.30 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 financial statements of the Company for the year ended March 31, 2016, including the audited Balance Sheet as at March 31, 2016, the statement of Profit & Loss Account on that date and 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 ratify the appointment of 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, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time and the resolution passed by the members at the Annual General Meeting (AGM) held on September 03, 2014, the appointment of M/s. A.K. Gutgutia & Co., Chartered Accountants, 135A, B.R.B. Basu Road, Kolkata-700001, having Firm Registration number 304074E as Auditors of the Company to hold office until the conclusion of the 20th AGM of the Company be and is hereby ratified on 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 the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013, and pursuant to the resolution passed by the members at the Annual General Meeting held on September 03, 2014, the appointment of M/s Asit Mehta & Co., Chartered Accountants, N-116, Panchsheel Park, New Delhi- 110 017 having Firm Registration number 000689N be and is hereby ratified as Branch Auditors for the Company’s Engineering Unit: Malanpur Plant, at Malanpur-477117, Dist. Bhind, Madhya Pradesh, until the conclusion of the 20th Annual General Meeting of the Company for auditing the accounts of the said Branch of the Company on such remuneration as may be determined by the Board of Directors of the Company.”
5. 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, the remuneration as detailed below, to be paid (apart from service tax including cess 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, 2017 be and is hereby approved and ratified.

NOTICE (Contd.)

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	Shri T. M Rathi	45,000

Registered Office

'Mody Building',

27, Sir R.N. Mukherjee Road,

Kolkata - 700 001

Date : The 2nd day of August, 2016

By Order of the Board of Directors

P. K. Agarwal

Secretary

CIN: U93000WB1998PLC086303

Phone : 033 2248 0166

Fax : 033 2248 1922

E-mail : pka@heilindia.com

Website : www.heilindia.com

NOTES

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING 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 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.
- The instrument of Proxy (enclosed seperately), in order to be effective must be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
- The Register of Members and Share Transfer Books of the Company will remain closed from August 30, 2016 to September 05, 2016 (both days inclusive) for the purpose of AGM.
- The 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.
- 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 normal business hours (11.00 am to 4.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
- The Annual Report for the financial year 2015-2016, Notice of the 19th AGM and instruction for remote e-voting along with Attendance Slip and Proxy form is 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 these documents is being sent in permitted mode.

NOTICE (Contd.)

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 Annual General Meeting. 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 share holdings 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. Voting through electronic means
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and 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 Annual General Meeting by electronic means and the business may be transacted through e -Voting Services. The facility of casting the votes by the member 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 meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on September 02, 2016 (10.00 am) and ends on September 04, 2016 (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/entitlement date of August 29, 2016 may cast their vote electronically. 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.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>

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- (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. 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.
 - (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.
- 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 August 29, 2016.
- 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. August 29, 2016 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to RTA at rta@cbmsl.com.
However, 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. If you forgot your password, you can reset your password by using "Forgot User Details/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 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.
- XIII. The Company has appointed Shri Manoj Kumar Banthia (Membership No. ACS 11470 & CP No. 7596), Partner, M/s. MKB & Associates, Compnay Secretaries, Kolkata as Scrutinizer to scrutinize the e-voting process and voting process at AGM in a fair and transparent manner.

EXPLANATORY STATEMENT

- 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 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.
- XV. 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 caste 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 report of the total votes cast in favor 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. 4

Malanpur Plant at Malanpur, Dist. Bhand, Madhya Pradesh is a unit of the Company. Pursuant to the resolution passed by the members at the Annual General Meeting held on September 03, 2014, M/s Asit Mehta & Co., Chartered Accountants, N-116, Panchsheel Park, New Delhi-110 017 was appointed as Branch Auditors for the Company's Malanpur Unit, until the conclusion of the 20th Annual General Meeting of the Company on such remuneration as may be determined by the Board of Directors of the Company. The said appointment has to be ratified by the members of the Company and accordingly consent of the member is sought for passing an Ordinary Resolution as set out at Item No-4 of the Notice for ratification of the appointment of the Branch Auditors.

The Board recommend the resolution set out in Item No-4 of the accompanying Notice as a Ordinary Resolution.

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

Resolution at Item No. 5

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint Cost Auditors for audit of its various manufacturing units.

Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014 prescribed that the remuneration of the Cost Auditors shall be ratified by the members. Accordingly consent of the member is sought for passing an Ordinary Resolution as set out at Item No-5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2017.

The Board recommend the resolution set out in Item No.5 of the accompanying Notice as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.5 of the Notice.

Registered Office

'Mody Building',
27, Sir R.N. Mukherjee Road,
Kolkata - 700 001
Date : The 2nd day of August, 2016

By Order of the Board of Directors
P. K. Agarwal
Secretary

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



Hindusthan Engineering & Industries Limited

Corporate Identity No. : U93000WB1998PLC086303

Registered Office : Mody Building, 27, Sir R. N. Mukherjee Road, Kolkata 700 001
Phone: 033 22480166, Fax : 033 22481922, Email : pka@heilindia.com, Website : www.heilindia.com

ATTENDANCE SLIP

I/We hereby record my/our presence at the 19th Annual General Meeting of the Company at Rotari Sadan, 94/2, Chowringee Road, Kolkata 700 020, on Monday, the 5th September, 2016 at 3.30 p.m.

Registered Folio No/ DP ID & Client Id :	
Name and Address of the Shareholder :	
Name of joint holders, if any :	
No. of Shares held :	

SIGNATURE OF THE SHAREHOLDER(S)

SIGNATURE OF PROXY

Notes :

1. Please remember to bring this Attendance Slip with you and hand it over at the entrance of the Meeting Hall.

ELECTRONIC VOTING PARTICULARS

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

Commencement of e-voting	End of e-voting
September 02, 2016 from 10.00 am	September 04, 2016 till 5.00 pm

NOTE : Please read instructions given at Note No. 14 of the Notice of the 19th Annual General Meeting carefully before voting electronically.

ROUTE MAP OF AGM VENUE





Hindusthan Engineering & Industries Limited

Corporate Identity No. : U93000WB1998PLC086303

Registered Office : Mody Building, 27, Sir R. N. Mukherjee Road, Kolkata 700 001
Phone: 033 22480166, Fax : 033 22481922, Email : pka@heilindia.com, Website : www.heilindia.com

PROXY FORM FORM No. MGT-11

[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:	
DPID:	

I/We, being the Member(s) and holding shares in the above named Company, hereby appoint

- (1) Name: _____
Address: _____
E-mail Id: _____ Signature : _____, or failing him/her
- (2) Name: _____
Address: _____
E-mail Id: _____ Signature : _____, or failing him/her
- (3) Name: _____
Address: _____
E-mail Id: _____ Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 19th Annual General Meeting of the Company, to be held on Monday, the 5th September 2016 at 3.30 p.m. at Rotary Sadan, 94/2, Chowringhee Road, Kolkata-700 020, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution
Ordinary Business	
1	To receive, consider and adopt the Financial Statement for the year ended March 31, 2016, including audited Balance Sheet as at March 31, 2016, the statement of Profit & Loss Account on that date and 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 ratify the appointment of M/s A.K. Gutgutia & Co., (Firm Registration number 304074E), Chartered Accountants, Kolkata as Auditors of the Company.
Special Business	
4	Ordinary Resolution for ratification of the appointment of M/s Asit Mehta & Co (Firm Registration number 000689N) Chartered Accountants, New Delhi as Branch Auditors.
5	Ordinary Resolution for approval of remuneration of the Cost Auditors under section U/s 148(3) of The Companies Act, 2013

Signed this _____ day of _____ 2016

Signature of Shareholder(s) _____

Signature of Proxy holder(s) _____

Affix
Revenue
Stamp

- Note: 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes please refer to the Notice of the 19th Annual General Meeting.