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**NOTICE**

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NOTICE is hereby given that the Twenty Third Annual General Meeting of the Members of Hindusthan Engineering & Industries Ltd. will be held on Thursday, the 31st December, 2020 at 02.00 P.M. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") for which purpose registered office at 27, Sir R.N. Mukherjee Road, Kolkata – 700 001 shall be deemed for venue of meeting 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 31<sup>st</sup> March, 2020 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 31<sup>st</sup> March, 2020 and the Report of Auditors thereon.
2. To appoint a Director in place of Shri Vikram Aditya Mody (DIN: 00193192), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

**As Special Business:**

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

**To appoint Shri R. P. Mody as Advisor of the Company**

"RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 read with Rule 15 of The Companies (Meeting of Board and its Powers) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, if any, and based on the recommendations of the Audit Committee and Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for the appointment of Shri R.P. Mody, father of Shri V.A. Mody, Non – Executive Director of the company, as an advisor of the Company on a monthly remuneration of Rs. 25 Lacs (Rupees Twenty Five Lacs) with effect from 1<sup>st</sup> January, 2021 as per the terms and conditions mentioned in the Explanatory Statement of this notice."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to Shri R.K.Agarwal, Company Secretary to give effect to the aforesaid resolution."

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

**To re-appoint Shri Anil Kumar Damari Singh as Executive Director (Technical) of the Company**

"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 (DIN:07160198), 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 16<sup>th</sup> April, 2021 to 15<sup>th</sup> April, 2024 on the remuneration and other terms and conditions set out in the explanatory statement to this resolution with power to the Nomination & 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)".

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

**Approval for Capital Reduction under the provisions of Companies Act, 2013**

"RESOLVED THAT pursuant to the provisions of Section 66 of the Companies Act, 2013 and National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016 and other applicable provisions, if any, of the Companies Act, 2013, and/or any modification(s) or re-enactment thereof, if any, and as provided under Article 9 of the Articles of Association of the Company, and subject to the sanction of the Hon'ble National Company Law Tribunal, Kolkata Bench ('NCLT'), and any other statutory authorities, as the case may be, the consent be and is hereby accorded to reduce the total existing Equity Share Capital of the Company of Rs. 15,00,07,820/- (Rupees fifteen crore seven thousand eight hundred and twenty) divided into 1,50,00,782 (one crore fifty lakhs seven hundred and eighty two) Equity Shares

**NOTICE (Contd.)**

of Rs. 10/- (Indian Rupees Ten only) each fully paid up, by cancelling upto a maximum of 2,94,006 (Two lakh ninety four thousand and six Only) Equity Shares of Rs. 10/- (Indian Rupees Ten only) amounting to Rs. 29,40,060/- without consideration.

RESOLVED FURTHER THAT the reduced Equity shares of HEIL without any further application or deed, shall stand cancelled without any payment and simultaneously the Issued, Subscribed and Paid-up share capital of the Company shall stand reduced accordingly and the amount on cancellation of face value of Equity Shares shall be adjusted to the Capital Reserve of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and for removal of any difficulties or doubts, the Board of Directors of the Company (hereinafter referred to as 'Board', which term shall be deemed to include any committee or person which the Board may constitute/ nominate to exercise its powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper including and not limited to filing of application / petition with the NCLT and / or any other regulatory authorities for obtaining its approval and/ or make such adjustments in the books of account as are considered necessary to give effect to the above resolution or to carry out such modifications / directions as may be ordered by the NCLT to implement the aforesaid resolution.

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 time being in force) the remuneration as approved by the Board of Directors and details 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 31<sup>st</sup> March 2021 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	40,000

“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 18th Day of November, 2020

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. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (‘the Act’), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 25<sup>th</sup> December, 2020 to 31<sup>st</sup> December, 2020 (both days inclusive) for the purpose of AGM.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
8. In compliance with the MCA Circulars the Annual Report for the financial year 2019-2020, Notice of the 23<sup>rd</sup> AGM and instruction for remote e-voting are being sent by electronic mode to all members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes. In view of the current Covid – 19 pandemic physical copies of Annual Report and Notice for this AGM will not be sent in physical. The same is also available on the Company’s website [www.heilindia.com](http://www.heilindia.com).
9. 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.
- 10. 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.**
11. 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.
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.

**NOTICE (Contd.)**

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 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 authorise their representatives are requested to send through e-mail a certified copy of the relevant Board Resolution together with the specimen signature(s) of the authorised representative(s) 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. 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.
18. 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.
19. During the AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Act shall be made available for inspection upon login at NSDL e-Voting system at <https://www.evoting.nsdl.com>
20. Since the AGM will be held through VC/OAVM, the route map of the venue of the meeting is not annexed hereto
21. 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 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.
  - III. The remote e-voting period will commence on 28<sup>th</sup> December, 2020 (9:00 A.M.) and end on 30<sup>th</sup> December, 2020 (5:00 P.M.). 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. 24<sup>th</sup> December, 2020 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.

**IV. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

**The remote e-voting period begins on 28<sup>th</sup> December, 2020 at 09:00 A.M. and ends on 30<sup>th</sup> December, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.**

**NOTICE (Contd.)****How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**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.**

Details on Step 1 is mentioned below:

<b>How to Log-in to NSDL e-Voting website?</b>	
<p>1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.</p> <p>2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.</p> <p>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.</p> <p><i>Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> 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.</i></p> <p>4. Your User ID details are given below :</p>	
<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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***
<p>5. Your password details are given below:</p> <p>a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.</p> <p>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 to enter the ‘initial password’ and the system will force you to change your password.</p> <p>c) How to retrieve your ‘initial password’?</p> <p>(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’.</p> <p>(ii) If your email ID is not registered, please follow steps mentioned below in <b>process for those shareholders whose email ids are not registered</b></p>	

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| 6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:  |
| a) Click on “ <b>Forgot User Details/Password?</b> ”(If you are holding shares in your demat account with NSDL or CDSL) option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a> .  |
| b) <b>Physical User Reset Password?</b> (If you are holding shares in physical mode) option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a> .   |
| c) If you are still unable to get the password by aforesaid two options, you can send a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> mentioning your demat account number/folio number, your PAN, your name and your registered address. |
| d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.   |
| 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.  |

**Details on Step 2 are 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.
- V. 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](http://www.evoting.nsdl.com) or contact NSDL at the following toll free number 1800-222-990.
- VI. 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).
- VII. 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 24th December,2020.
- VIII. 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. 24th December, 2020 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or to RTA at [rta@cbmsl.com](mailto: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 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](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no: 1800-222-990
- IX. 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.

**NOTICE (Contd.)**

- X. 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.
- XI. 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.
- 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. 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.
- XIII. 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.
- XIV. 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.
- XV. The Scrutinizer shall after the conclusion of the voting at the Annual General Meeting, will first count the votes cast at the meeting and there after unblock the votes cast through remote e-voting in presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall counter sign the same and declare the result of the voting forthwith.
- XVI. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.heilindia.com and on the website of NSDL immediately after the declaration of the result by the Chairman or a person authorised by him in writing.
- XVII. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the meeting i.e., 31<sup>st</sup> December, 2020.

**ANNEXURE TO THE NOTICE**

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

**Resolution at Item No. 3**

Shri Rajendra Prasad Mody, 83 years of age has been the former Chairman of the Company. He has been instrumental in the growth of the Hindusthan Group and has worked untiringly for over 55 years.

The Hindusthan Group has impeccably been working to create a better future by enhancing the quality of people's lives both in India and abroad, guided by the visionary leadership of Shri Rajendra Prasad Mody, the Founder Chairman of the Group. The Group today holds the privilege of being a market leader in the following six strategic high-growth business verticals-

- Engineering
- Chemicals
- Power, Renewable Energy and Performance Polymers
- Agriculture
- Renewable Energy
- Education

Sturdy foundations of the past are a corroboration of present buoyant pace of advancement. Today, the Group is a consortium of diverse companies, made up of a vast manpower and professional approaches that are not only outstanding, but also fervently dedicated to service. Under his dynamic leadership the Group has grown to great heights.

**NOTICE (Contd.)**

Shri Rajendra Prasad Mody has also held important positions such as President of Indian Chamber of Commerce in the year 1976 and has also served as a Member of Parliament from 1992 to 1998.

His quest for women education and empowerment let him to establish the Mody University in the year 2004. He is a true visionary who took an idea ahead of his time and founded the Mody University exclusively for women. His philanthropic attributes, operated in terms of social and psychological promotion of the women community, led him to impart his proposed vision through practical infrastructure. The Mody University instils the thought that is fully capable of orienting knowledge and information in a scientific manner in the minds of the common mass. This acts as a boon towards the development of a 21<sup>st</sup> century perspective of the knowledge acquisition process implemented within the university.

In view of the exemplary accomplishments of Shri Rajendra Prasad Mody, in building the Group, the Board desires to have his association and guidance as an advisor to the Company post his resignation as a director, and therefore, recommends the ordinary resolution for prior approval of the members.

Shri Rajendra Prasad Mody is the father of Shri V.A. Mody, Non-Executive Director of the Company. Therefore, he falls under the definition of a “related party” as per Section 2(76) of the Companies Act, 2013 and hence his appointment amounts to ‘Office or Place of profit’ and requires prior approval of the members of the Company under section 188 of the Companies Act, 2013. The Audit Committee at its meeting held on 17<sup>th</sup> March 2020 and the Board of Directors at their meeting held on 17<sup>th</sup> March 2020 and 18<sup>th</sup> November 2020 have also consented to the appointment of Mr. Mody as an Advisor to the Company.

The terms of appointment of Shri R. P. Mody are as follows:-

1)	Date of Appointment	1 <sup>st</sup> January 2021
2)	Period of Appointment	10 (Ten) Years
3)	Salary Details	The appointment is made at a salary of Rs. 25 (Twenty Five) Lacs per month.
4)	Duties & Responsibilities	The appointee shall act as an Advisor to the company for its overall growth & strategy.

Except Shri V.A. Mody, none of the Directors / Key Managerial Personnel of the company/ their relatives are concerned or interested in this resolution.

**Resolution at Item No. 4**

The members of the Company, in the Annual General Meeting held on 29<sup>th</sup> September, 2018, 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 16<sup>th</sup> April, 2018 to 15<sup>th</sup> April, 2021. 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 18<sup>th</sup> November, 2020 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 16<sup>th</sup> April, 2021 till 15<sup>th</sup> April, 2024, 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 16<sup>th</sup> April, 2021 to 15<sup>th</sup> April, 2024.

II Remuneration:

- a) Salary Rs.1,52,000 per month from 16.4.2021 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.15,200 per month towards Gas, Electricity & Water Charges.



**NOTICE (Contd.)**

- e) He will be paid a sum of Rs.32,000 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.63,900 per month.
  - g) Sweeper Allowance @Rs.23,000 per month.
  - h) Watchman Allowance @Rs.23,000 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.

**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 16<sup>th</sup> April, 2021 to 15<sup>th</sup> April, 2024 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 ceases 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 ceases 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 & wide 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 is concerned or interested, financially or otherwise, in the resolution.

**NOTICE (Contd.)**

The Board of Directors recommends the resolution for approval of Shareholders by way of Special Resolution.

**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	<u>2019-2020</u>	<u>2018-19</u>	<u>2017-18</u>
			(Rs. In Lakhs)	(Rs. In Lakhs)	(Rs. In Lakhs)
			Audited	Audited	Audited
		Sales	81018.52	87934.50	69091.14
	Net Profit	2255.60	3970.96	2489.71	
5.	Foreign Investments or collaboration, if any	N.A			

**II. Information about the appointee**

1.	Background Details	Shri Anil Kumar Damari Singh (68 Years) is a M.Tech in Chemical Engineering from Institute of Technology, B.H.U University with a vast experience of 44 Years in all functions of business including marketing, development, plant operations and project management.
2.	Past Remuneration	Rs. 39.88 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 44 Years in all functions of business including marketing, development, plant operations and project management.
5.	Remuneration Proposed	Rs. 43.41 Lakhs per annum (as per details given in Explanatory Statement of Resolution at Item no. 4)
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 has adequate profits, but for abundant precaution the company is taking approval under Schedule V.
2.	Steps taken or proposed to be taken for improvement	
3.	Expected increase in productivity and profits in measureable terms	

**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. 4 as above.

**NOTICE (Contd.)****Details of Directors seeking Appointment / Re-appointment in the ensuing Annual General Meeting scheduled to be held on 31st December, 2020.**

Particulars	Shri Vikram Aditya Mody	Shri Anil Kumar Damari Singh
DIN	00193192	07160198
Date of Birth	17.11.1961	17.09.1952
Nationality	Indian	Indian
Age	59 Years	68 Years
Date of First Appointment	06.10.2017	16.04.2015
Qualification	Graduate in Commerce	M.Tech in Chemical Engineering
Experience and Expertise in specific functional area	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
Relationship with other Directors, Manager and other Key Managerial Personnel	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 2019-2020	5 (Five)	5 (Five)
List of outside Directorships held	Nil	Nil
Chairman / Member of the Committee of the Board of Directors of the Public Company	Nil	Nil
Terms and Condition of appointment / reappointment	Liable to Retire by Rotation	Not Liable to Retire by Rotation
Remuneration last drawn by such person	Rs. 50,000	Rs. 39.88 Lakhs per annum.
Remuneration sought to be paid	Shall be paid Sitting fees for the meeting of Board and Committees.	Rs. 43.41 Lakhs per annum

**Resolution at Item No. 5****REDUCTION OF EQUITY SHARE CAPITAL OF THE COMPANY:**

In the year 1994, Hindusthan Development Corporation Limited (HDC) had issued 1,58,53,659 units comprising 3,17,07,317 Global Depository Receipts (GDR) representing 3,17,07,317 Shares with 1,58,53,659 warrants. Pursuant to a scheme of arrangement between Hindusthan Development Corporation Ltd. (HDC) and Hindusthan Engineering & Industries Ltd. (HEIL) sanctioned by the Hon'ble Calcutta High Court in the year 2000, the shareholders of HDC were allotted new shares & warrants of HDC & HEIL. The name of HDC was subsequently changed to Malanpur Steel Ltd. The said Malanpur Steels was referred to Hon'ble BIFR under sick Industrial companies (Special Provision) Act, 1985. Thereafter, in terms of order dated 4<sup>th</sup> September, 2012 issued by Hon'ble BIFR, Malanpur Steel Ltd. (MSL) merged with Hindusthan Engineering & Industries Ltd.

Deutsche Bank Trust Company Americas being the "Depository" is holding 2,94,006 equity shares of Rs. 10/- each of the Applicant Company corresponding to the uncertified positions of GDR from the year 2001 corporate action.

The said 2,94,006 shares are liable for cancellation as per the terms and conditions No.9 (B) of the Master GDR and DBTCA has also sought cancellation of the said shares through their letter dated 23-05-2019 addressed to the company. For your reference, terms and conditions No.9 (B) of the Master GDR is mentioned below:-

"9 (B) Delivery of any securities or other property or rights other than cash shall be made as soon as practicable to the entitled Holder, subject to any laws or regulations applicable thereto. If any distribution made by the Company with respect to the Deposited Property and received by the Depository shall remain unclaimed at the end of 12 years from the first date upon which such distribution is made available to Holders in accordance with the Deposit Agreement, all rights of the Holders to

**NOTICE (Contd.)**

such distribution or the proceeds of the sale thereof shall be extinguished and the Depository shall (except for any distribution upon the liquidation of the Company when the Depository shall retain the same), at the request of the Company return the same to the Company for its own use and benefit”.

The corporate action took place back in the year 2001 and from the date of the first distribution thereunder, 12 years have already passed and all the rights of the Holders to such distribution or the proceeds of the sale thereof have, consequently, been extinguished. Hence as per the terms and conditions No.9 (B) of the Master GDR, the said unclaimed shares are liable to be extinguished. Accordingly, it is proposed to cancel the said shares.

The Applicant Company shall make requisite application before Hon'ble National Company Law Tribunal (NCLT), Kolkata for Reduction of Share Capital of the Company to the extent of 2,94,006 equity shares of Rs. 10/- each. Consequent upon such reduction, the Paid up share capital of the company shall decreased from existing Rs. 15,00,07,820/- to Rs.14,70,67,760/- comprising of 1,47,06,776 shares of Rs.10/- each.

The Board of Directors (“**Board**”) of the Company at their meeting held on 18<sup>th</sup> November 2020 have considered and approved the reduction of paid up Equity Share Capital without any consideration in accordance with Section 66 of the Companies Act, 2013 and National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016 and other applicable provisions, if any, of the Companies Act, 2013, and/or any modification(s) or re-enactment thereof, if any.

The proposed reduction of Equity Share Capital requires approval of the members through a special resolution, the National Company Law Tribunal and approvals of other regulatory authorities, as may be required, to give effect to the reduction.

The proposed reduction is not likely to cause any prejudice to the creditors of the Company. The creditors of the Company, if any, are not adversely affected by the proposed reduction of paid up capital as there is no reduction in the amount payable to any of the creditors, no compromise or arrangement is contemplated and the company will have assets in excess of all its liabilities. Further, the proposed adjustment would not in any way adversely affect the ordinary operations of the Company or the ability of the Company to honour its commitments or to pay its debts in the ordinary course of business.

The Directors recommend the resolution for approval by the members.

None of the Directors, key managerial personnel or their relatives are in any way concerned or interested in this resolution.

**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 31<sup>st</sup> March, 2021 by passing an Ordinary Resolution.

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.

The Board of Directors recommends the resolution for approval of Shareholders.

Registered Office

‘Mody Building’

27, Sir R.N. Mukherjee Road

Kolkata – 700 001

Date: the 18th Day of November, 2020

By Order of the Board of Directors

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R.K.Agarwal

Company Secretary

Membership No.FCS-5047