

Hindusthan Engineering & Industries Ltd.

Registered Office: "Mody Building" 27, Sir R.N. Mukherjee Road, Kolkata - 700 001
CIN: U93000WB1998PLC086303 ; Phone: 033 2248 0166; Fax: 033 2248 1922
Email: pka@heilindia.com; Website: www.heilindia.com

NOTICE

NOTICE is hereby given that the 20th Annual General Meeting (AGM) of the Members of the Company will be held at 2.30 p.m., on Saturday, the 23rd September, 2017 at Rotary Sadan, 94/2, Chowringhee Road, Kolkata-700 020, to transact the Ordinary and Special Business, as set out in the Notice convening the AGM.

NOTICE is also hereby given that pursuant to Section 91 of the Companies Act, 2013 read with Companies (Management and Administration) Rules 2014, the Register of Members and Share Transfer Books of the Company will remain closed from 17th September, 2017 to 23rd September, 2017 (both days inclusive) for the purpose of AGM.

The Notice of AGM together with Annual Report 2016-17 has been sent in electronic mode to Members whose e-mail ids are registered with the Company or the Depository Participant(s) on 31st August, 2017. Physical copy of the Notice together with Annual Report 2016-17 has been dispatched to all other Members at their registered address through the permitted mode on 29th August, 2017. The notice of AGM, Attendance slip and proxy form is available on the website of the Company (www.heilindia.com) and can also be downloaded from the link <https://www.evoting.nsdl.com>. Members, who have not received the Notice and the Annual Report, may request for a copy of the same from the Company.

Pursuant to Section 108 of the Companies Act, 2013 and the relevant Rules, the Company has entered into an Agreement with National Securities Depository Limited (NSDL) to facilitate the Members to exercise their vote by electronic means on each item of business set forth in the Notice. The detailed process for participating in e-voting is available in the Notice of the Meeting.

A person whose name appears in the Register of member/beneficial owners as on the cutoff date i.e. 16th September, 2017 shall only be entitled to avail the facility of remote e-voting as well as voting at the AGM. Members who have cast their vote by remote e-voting may attend the Meeting, but shall not be entitled to vote again at the AGM.

The facility for voting through ballot paper shall be made available at the AGM venue and Members who have not cast their vote by remote e-voting can attend the meeting and exercise their vote through ballot paper.

Any person who becomes a Member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date, 16th September, 2017, may obtain login ID and password by sending an email to evoting@nsdl.co.in or rita@cbmsl.com.

The e-voting period commences at 9.00 a.m. on Wednesday the 20th September, 2017 and will end at 5 p.m. on Friday the 22nd September, 2017. The e-voting module shall be disabled by NSDL thereafter.

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.

The result of voting will be declared as stipulated under the relevant Rules and will also be posted on the Company's website.

For any queries or issues regarding e-voting, please refer to the FAQs (Frequently Asked Questions) and remote e-voting user manual for members available at the download section of www.evoting.nsdl.com or contact NSDL at the toll free no- 1800-222-990.

For any grievances in the matter of e-voting, member may contact-Mr. Rajiv Ranjan, Asst. Manager, NSDL, 5th Floor, A Wing, Trade World, Kamla Mill Compound, Lower Parel, Mumbai-400013, Phone No-022-24994738 or toll free no-1800-22-990 or email at rajivr@nsdl.co.in and evoting@nsdl.co.in.

By Order of the Board
Hindusthan Engineering & Industries Ltd
Sd/-

P.K. Agarwal
Secretary

Place: Kolkata

Date: 31st August, 2017

NOTICE OF THE 30TH ANNUAL GENERAL MEETING ("AGM") OF AC

September 20, 2017 at 3.00 p.m. at Churchgate, Mumbai. Business as set out in the Notice convening the AGM.

Electronic copies of the Notice of AGM for the year 2016-17 have been sent to Members whose email address as registered with the Company (DP) / Company. Physical copies of the Notice of AGM have been sent to those Members who have not received a physical copy. The Notice of AGM is available on the Company's website at www.acrindia.com.

The Company shall provide facilities to Members to transact the businesses of the Company through the NSDL Limited (CDSL).

- i. The e-voting on the agenda of the AGM shall begin on September 19, 2017 at 9.00 a.m. of the Company, hold the AGM in electronic form on the NSDL website entitled for availing the facility of e-voting.
- ii. Any person, who acquires shares of the Company, shall be entitled for availing the facility of e-voting only after becoming a member of the Company by sending request at evoting@nsdl.co.in.
- iii. The e-voting shall not be available on the day of the AGM.
- iv. The members attending the AGM shall not be entitled to exercise their vote by remote e-voting or through ballot paper.
- v. A member may participate in the AGM and exercise their vote through remote e-voting or through ballot paper again.
- vi. In case of any queries regarding the AGM, please refer to the Frequently Asked Questions (FAQs) available at www.evotingindia.com or contact NSDL at the toll free no- 1800-222-990 or email at helpdesk.evoting@nsdl.co.in or rita@cbmsl.com. Company Secretary.
- vii. Please refer to the Notice of AGM for the details of the AGM for e-voting.

Pursuant to Section 91 of the Companies Act, 2013 read with Section 42 of SEBI (LODR), Regulation 42, the Share Transfer books of the Company shall be closed from Thursday, September 14, 2017 to Saturday, September 16, 2017 (both days inclusive) for the purpose of dividend for the financial year 2016-17.

Place : Mumbai
Date : August 29, 2017