



**HINDUSTHAN UDYOG LTD.**

Registered Office :  
"TRINITY PLAZA" 3rd Floor  
84/1A, Topsia Road (South)  
Kolkata-700 046, India  
Phone : (033) 4055 6800 / 2285 1079 & 81  
Fax : (033) 4055 6863  
E-mail : hulho@hul.net.in  
CIN No. : L27120WB1947PLC015767

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 71<sup>st</sup> Annual General Meeting (AGM) of the Members of the Company will be held on Friday, the 28<sup>th</sup> day of September, 2018 at 10.00 a.m. at the Registered Office of the Company at Trinity Plaza, 3<sup>rd</sup> Floor, 84/1A, Topsia Road (South), Kolkata-700046 to transact the following business:-

**ORDINARY BUSINESS:-**

- I. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2018 together with the Reports of the Board of Directors and the Auditors thereon.
- II. To appoint a Director in place of Mr. Prakash Agarwal (DIN 00249468), who retires by rotation at this Meeting and being eligible offers himself for re-appointment.

**SPECIAL BUSINESS:-**

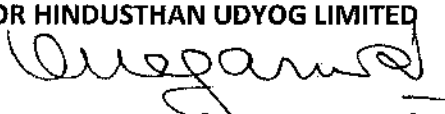
- III. To consider and if thought fit, to pass with or without modification(s), the following resolutions as **SPECIAL RESOLUTION**:

**RE-APPOINTMENT OF MR. V. N. AGARWAL AS MANAGING DIRECTOR**

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of The Companies Act, 2013 (the Act) read with Schedule V of the Act and the Rules made thereunder or any amendment or re-enactment thereof and such other approval as may be necessary, approval be and is hereby accorded to the re-appointment of Mr. V. N. Agarwal (DIN 00408731), aged 78 years, as Managing Director of the Company for a period of three years with effect from 1<sup>st</sup> January, 2018 on the terms and conditions and payment of remuneration as recommended by the Nomination and Remuneration Committee of Directors and as set out in the Explanatory Statement under this item to the Notice convening this Meeting."

**"RESOLVED FURTHER THAT** in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule V to the Act, the Board of Directors be and are hereby authorised to alter and vary the terms and conditions of re-appointment including remuneration, if necessary, in such manner and as may be agreed to by and between the Board and Mr. V. N. Agarwal within such prescribed limit(s) or ceiling without any further reference to the members of the Company in General Meeting."

**REGISTERED OFFICE:**  
**TRINITY PLAZA, 3<sup>RD</sup> FLOOR,**  
**84/1A, TOPSIA ROAD (SOUTH),**  
**KOLKATA-700046**  
**CIN: L27120WB1947PLC015767**  
**DATE: 30<sup>TH</sup> MAY, 2018**

**BY ORDER OF THE BOARD**  
**FOR HINDUSTHAN UDYOG LIMITED**  
  
**[V. N. AGARWAL]**  
**MANAGING DIRECTOR**

#### **NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies in order to be effective must be received at the registered office of the company not less than 48 hours before the commencement of the meeting. Members are requested to note that a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights.
2. The Register of Members and Share Transfer Books will remain closed from 24.09.2018 (Monday) to 28.09.2018 (Friday) (both days Inclusive).
3. Relevant Statement pursuant to Section 102(1) of The Companies Act, 2013 in respect of special business is annexed hereto.
4. The Notice of the Meeting will be available on the website of the National Securities Depository Limited (NSDL) [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
5. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44(1) of SEBI (LODR) Regulations, 2015, the Company is providing Members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by the National Securities Depository Limited (NSDL).
6. 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.
7. 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.
8. The remote e-voting period shall commence on 25<sup>th</sup> September, 2018 (9:00 am) and end on 27<sup>th</sup> September, 2018 (5:00 pm). During this period the Members of the Company as on the cut-off date of 21<sup>st</sup> September, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
9. The procedure to login to e-voting website consists of two steps as detailed hereunder:-

#### **Step 1: Log-in to NSDL e-voting system**

- a) Visit the e-Voting website of NSDL. Open web browser by typing the URL: <https://www.evoting.nsdl.com>.
- b) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

- c) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> 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.
- d) Your User ID details are given below :
  - i) 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\*\*\*\*\*).
  - ii) For Members holding shares in demat account with CDSL: 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*).
  - iii) 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\*\*\*).
- e) Your password details are given below:
  - i) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - ii) 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.
  - iii) How to retrieve your 'initial password'?
    - a. 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'.
    - b. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- f) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - i) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - ii) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- iii) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- g) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- h) Now, you will have to click on "Login" button.
- i) After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-voting system**

- a) 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.
  - b) 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.
  - c) Select "EVEN" of Hindusthan Udyog Limited.
  - d) Now you are ready for e-Voting as the Voting page opens.
  - e) 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.
  - f) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - g) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  - h) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
  - i) 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 by e-mail to [vidhyabaid@gmail.com](mailto:vidhyabaid@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - j) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
9. The voting rights of 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 21<sup>st</sup> September, 2018.
  10. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21<sup>st</sup> September, 2018, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

11. A person, whose name is recorded in the Register of Members as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
12. Ms. Vidhya Baid, Company Secretary in Practice (Membership No. FCS-8882) has been appointed as the Scrutinizer for conducting the entire process of polling (both voting electronically and through Ballot Paper) in a fair and transparent manner.
13. The Chairman of Meeting shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, 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.
14. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours 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 authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. The Results declared along with the report of the Scrutinizer shall be placed on the website of NSDL immediately after its declaration and shall also be communicated to the Stock Exchanges.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**ITEM NO. III**

Mr. V. N. Agarwal was re-appointed as the Managing Director for a period of three years with effect from 01.01.2015 and his term of office was due to expire on 31.12.2017. Keeping in mind the significant contribution to the growth and performance of the Company by Mr. V. N. Agarwal during the said tenure, the Board of Directors at its meeting held on 12.12.2017, approved the re-appointment of Mr. V. N. Agarwal as the Managing Director for a further period of three years with effect from 01.01.2018. The terms of his re-appointment including remuneration as approved by the Nomination and Remuneration Committee and the Board subject to the approval of the Members to be obtained at this Meeting are as follows:-

**1. PERIOD**

Three years commencing from 01.01.2018.

**2. REMUNERATION**

Subject to overall limit laid down under the Act, Mr. V.N. Agarwal shall be entitled to receive from the Company following remuneration:-

(a) Salary : ₹ 2,50,000/- per month

(b) Perquisites : In addition to the above, he shall be entitled to Perquisites like Furnished Accommodation, gas, electricity, water and soft furnishings, medical reimbursement and leave travel concession for self and family, club fees, medical insurance, personal accident insurance, leave encashment, benefits of Provident Fund, Gratuity Fund, Car and telephone etc. in accordance with the Rules of the Company. In case, no accommodation is provided, he may be paid House Rent Allowance @ 60% of his basic salary. The aforesaid perquisites other than benefits of Provident Fund, Gratuity Fund and Leave Encashment shall be restricted to the annual salary of Mr. V. N. Agarwal.

Provided that the Total Remuneration payable to him by way of Salary, Perquisites, Contributions towards Provident Fund and Gratuity Fund on his account shall not exceed 5% of the Net Profits of the Company calculated in accordance with the provisions of the Act.

Notwithstanding anything contained hereinabove, where in any financial year during his tenure, the Company has no profits or profits of the Company are inadequate or in the event of loss, the Company will pay remuneration to him by way of Salary, allowances, benefits, Perquisites etc., as specified above as minimum remuneration.

### 3. **TERMINATION**

This re-appointment may be terminated by any party herein, by giving to the other party, a six months notice in writing.

4. The Managing Director shall not be entitled to any Sitting Fees for attending Board/Committee Meetings and shall not be liable to retire by rotation.
5. The re-appointment of Mr. V. N. Agarwal as Managing Director and remuneration payable to him are in line with Schedule V to the Act subject to the approval of Members to be obtained at this AGM and to the extent any of the provisions herein are inconsistent or contrary to the terms of such approval, the latter will prevail.
6. As required under the Act, the following further particulars pertaining to the Company and the appointee are set out herein:-

#### I **General Information**

##### (a) **Nature of Industry**

The Company is engaged in the manufacturing of Alloy and Stainless Steel Castings with stringent quality requirements required in Turbines, Metal Shredding, Earth Moving and Mining Equipment, Power Plants, Pumps, Valves, Compressors and other Heavy Engineering Industries.

##### (b) **Date or expected date of commencement of commercial production**

The Company commenced its business on 3<sup>rd</sup> September, 1947.

##### (c) **Financial Performance**

Performance of the Company during the last three years is set out as under:-

	(₹ In Lakhs)		
	2016-17	2015-16	2014-15
Gross Turnover	2,635.88	3,676.58	4,420.49
Profit/(Loss) before Tax	(112.96)	(117.76)	85.12
Provision for Taxes	---	0.26	5.80
Profit/(Loss) after Tax	(112.96)	(118.02)	79.32
Share Capital	1,317.67	1,317.67	1,317.67
Reserves & Surplus	2,072.62	2,185.82	2,304.11
Non Current Liabilities	19.17	31.62	42.07
Current Liabilities	3,228.50	4,095.50	5,108.41
Fixed Assets	1,422.59	1,515.28	1,579.52
Investments	459.99	461.80	461.80
Other Non Current Assets	109.80	130.34	165.74
Current Assets	4,645.58	5,523.19	6,565.20

##### (d) **Foreign Investments or collaborators, if any**

None

## **II. Information about the Appointee**

### **(a) Background Details**

Mr. V. N. Agarwal is a Graduate in Mechanical Engineering from Banaras Hindi University. He has got in depth exposure to and involvement in steering diverse business activities and has considerable experience and expertise in the marketing, management and operations of Engineering Industries.

### **(b) Past Remuneration**

The remuneration drawn by Mr. V. N. Agarwal during the Financial Year ended 31<sup>st</sup> March, 2018 has been mentioned in the Corporate Governance Report.

### **(c) Recognition or awards**

None

### **(d) Job Profile and his suitability**

Subject to the superintendence, control and direction of the Board, Mr. Agarwal will manage and superintend the business affairs of the Company and do all such lawful acts and things in relation to such management and superintendence as he shall think fit and reasonable.

Mr. Agarwal has been in the Engineering Industry for more than 45 years and is well conversant with the business operations of the Company as he is associated with it since its takeover in the year 1972 and has been its Managing Director for more than 25 years.

### **(e) Remuneration proposed**

As mentioned in foregoing pages.

### **(f) Comparative remuneration profile with respect to industry, 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 origin)**

The remuneration structure of Mr. V. N. Agarwal is not higher than what is drawn by his peers in comparable Companies.

### **(g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any**

Mr. Agarwal being the Promoter Managing Director will not be entitled to remuneration under any other head. No relative of his is employed by the Company.

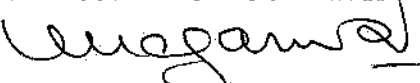


### **III      Disclosures**

- (a)      The remuneration package of Mr. V. N. Agarwal is already set out above.
- (b)      The necessary disclosure as required under Paragraph B (IV) of Section II, Part II of Schedule V of the Act has been made in the Report of Corporate Governance.
- (c)      The Board considers that having regard to the contribution made by Mr. V.N. Agarwal towards the operations of the Company during his current tenure, his re-appointment as Managing Director for a further period of three years is fully justified. As such, the Board recommends the Special Resolution as set out in Item No. III for approval of the Shareholders.
- (d)      Except Mr. V. N. Agarwal, Mr. Prakash Agarwal and Mrs. Ritu Agarwal, no other Director of the Company is concerned or interested in the said resolution.

REGISTERED OFFICE:  
TRINITY PLAZA, 3<sup>RD</sup> FLOOR,  
84/1A, TOPSIA ROAD (SOUTH),  
KOLKATA-700046  
CIN: L27120WB1947PLC015767  
DATE: 30<sup>TH</sup> MAY, 2018

BY ORDER OF THE BOARD  
FOR HINDUSTHAN UDYOG LIMITED

  
[V.N. AGARWAL]  
MANAGING DIRECTOR

**DISCLOSURE OF DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015**

<b>Name of the Director</b>	<b>PRAKASH AGARWAL</b>
<b>Date of Birth</b>	14.07.1971
<b>Date of First Appointment</b>	09.12.1998
<b>Qualifications</b>	B.E. (Mechanical) from Manipal Institute of Technology
<b>No. of shares held</b>	5,16,200
<b>Nature of Expertise</b>	Having professional expertise in the Operations of the Engineering Industry and wide experience in Global Marketing and Overall Business Management and Industrial Operations including acquisitions and turnarounds.
<b>Other Directorships in Indian Companies</b>	1. WPIL Limited 2. Bengal Steel Industries Limited 3. Hindusthan Parsons Limited 4. V.N. Enterprises Limited 5. HSM Investments Limited 6. Macneill Electricals Limited 7. Spaans Babcock India Limited 8. Morgan Finvest Private Limited 9. Live-Life Buildcon Private Limited 10. Clyde Pumps India Private Limited
<b>Other Committee Memberships/Chairmanships</b>	In WPIL Limited: (a) Risk Management Committee - Chairman (b) Stakeholders Relationship Committee - Member (c) Share Transfer Committee – Member (d) Corporate Social Responsibility Committee – Member