HERCULES HOISTS LIMITED

Ref: KSM/CM6

Date:-17/07/2018

Listing Department
The Bombay Stock Exchange Limited,
Phiroze jeejeebhoy Towers
Dalal Street, Mumbai- 400023
[Scrip Code- 505720]

Listing Department,
National Stock Exchange of India Limited
Exchange Plaza,
Bandra-Kurla Complex,
Bandra (East), Mumbai-400051
[Scrip Code HERCULES EQ]

Dear Sir,

Sub: Notice of 56th Annual General Meeting under regulation 30

As per regulation no. 30 read with clause 12 of Para A Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we wish to inform that the 56th Annual General Meeting [AGM] of the Company is to be held on August 10, 2018 at 11.30 am at Kamalnayan Bajaj Hall, Ground Floor, Jamnalal Bajaj Marg, Nariman Point, Mumbai 400021 to transact the businesses as specified in the notice of the AGM.

Enclosed notice of the AGM and publication of information of the AGM, Evoting facility and book closure of the 56th AGM , at local Free Press Journal and Navshakti newspapers dated 15/07/2018.

Please take on record.

Thanking you,

FOR HERCULES HOISTS LIMITED,

KIRAN MUKADAM
COMPANY SECRETARY

Corporate Office
501 to 504, Shelton Cubix
Sector 15, Plot No. 87
CBD Belapur, New Mumbai 400614
Maharashtra INDIA

T: +91 022 75717300/01
E: indef@indef.com
U: www.indef.com
Works: Khalapur & Pune

Registered Office
Bajaj Bhawan, 2nd Floor
226, Jamnalal Bajaj Marg
Mumbai 400 021, INDIA
CIN: L45400MH1962PLC012385

NOTICE

NOTICE is hereby given that the 56th **Annual General Meeting of the Members of Hercules Hoists Limited** will be held at Kamalnayan Bajaj Hall, Ground Floor, Bajaj Bhavan, 226, Jamnalal Bajaj Marg, Nariman Point, Mumbai 400021 on **Friday, August 10, 2018 at 11.30 a.m.** to transact the following businesses :-

1. To receive, consider and adopt the audited statement of Profit and Loss Account for the year ended March 31, 2018 and the Balance Sheet as at that date and Report of Directors and Auditors thereon.

2. To declare dividend for the financial year ended March 31, 2018.

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

   "RESOLVED THAT Shri Naresh Chandra [DIN No. 00027696], who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby appointed as Director"

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

   "RESOLVED THAT Shri K F Jhunjhunwala [DIN No. 00055822], who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby appointed as Director"

Special Business

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 the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the remuneration payable of Rs. 45000/- plus service tax, reimbursement of out of pocket expenses to Cost Auditor, M/s R Nanabhoy & Co, Cost Accountants appointed by the Board of Directors of the Company, for the financial year 2018-19, be and are hereby ratified and confirmed.

NOTES:

1. A member entitled to attend and vote is allowed to appoint a proxy to attend and vote instead of himself and a proxy need not be a member. In order to be effective, the proxy form duly completed and stamped must reach the registered office of the company not later than 48 hours before the time of holding of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The Register of Members and the Share Transfer Books of the Company will remain closed from August 4, 2018 to August 10, 2018 both days inclusive.

3. Payment of Dividend, if sanctioned, will be made after August 10, 2018

4. Members holding shares physically are requested to notify immediately any change in address to the Company.

5. Members desirous of asking any questions at the Annual General Meeting are requested to send in their questions as to reach the Company at least 10 days before the Annual General Meeting, so that the same can be suitably replied.

6. As per section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, electronic copies of the Annual Report 2017-18 and the Notice of the 56th AGM are sent to all members whose email addresses are registered with the Company / Depository Participant(s). For members who have not registered their email addresses, physical copies of the Annual Report 2017-18 and the Notice of the 56th AGM are sent in the physical mode.

7. All documents referred to in the accompanying Notice and Explanatory statement shall be open for inspection at the Registered Office of the Company during the office hours on all working days up to the date of the Annual General Meeting of the Company.

8. The Company is providing e-voting facility to all members to enable them to cast their votes electronically on all resolutions set forth in the Notice. This is pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014.

9. The Companies can send various notices/documents to its shareholder through electronic mode to the registered email addresses of shareholders. Accordingly, members are requested to intimate their email address to the Company's Registrar and Share Transfer Agent. Please note that as a member of the Company, you are entitled to receive on request a physical copy of the said documents in accordance with the provisions of the Companies Act, 2013.

Explanatory Statements under the Companies Act, 2013 and SEBI (LODR) Regulations 2015:

Item No. 3

As per section 152 (6) of the Companies Act, 2013, Shri Naresh Chandra [DIN No. 00027696] is liable to retire by rotation and being eligible, he has offered himself for reappointment . As per regulation no. 17 (1A) of the SEBI (LODR) Amendment Regulations 2018, approval of the shareholders vide special resolution is required in case a Director seeking appointment, has attained the age of 75. Accordingly, your approval is sought for the re-appointment of Shri Naresh Chandra as a Director of the Company, as his age is 83 years. He is Director of the Company since 1972. He has vast experience in overall management and engineering industry. He attends Board & Committee Meetings and actively participates in discussions. The Board of Directors of your Company feel that his continued contribution on various matters will be in the interest of the Company. The Board recommends passing of the Special Resolution as set out in item No. 3 of the Notice.

None of the Directors, Key Managerial Personnel and relatives thereof other than Shri Naresh Chandra are concerned or interested in the said Resolution.

Item No. 4

As per section 152 (6) of the Companies Act, 2013, Shri K F Jhunjhunwala [DIN No. 00055822] is liable to retire by rotation and being eligible, he has offered himself for reappointment . As per regulation no. 17 (1A) of the SEBI (LODR) Amendment Regulations 2018, approval of the shareholders vide special resolution is required in case a Director seeking appointment has attained the age of 75. Accordingly, your approval is sought for the re-appointment of Shri K F Jhunjhunwala as a Director of the Company, as his age is 81 years. He attends Board & Committee Meetings and actively participates in discussions. He is an industrialist having vast experience in business and manufacturing activities. The Board of Directors of your Company feel that his continued contribution on various matters will be in the interest of the Company. The Board recommends passing of the Special Resolution as set out in item No. 4 of the Notice.

None of the Directors, Key Managerial Personnel and relatives thereof other than Shri K F Jhunjhunwala are concerned or interested in the said Resolution.

Item No. 5

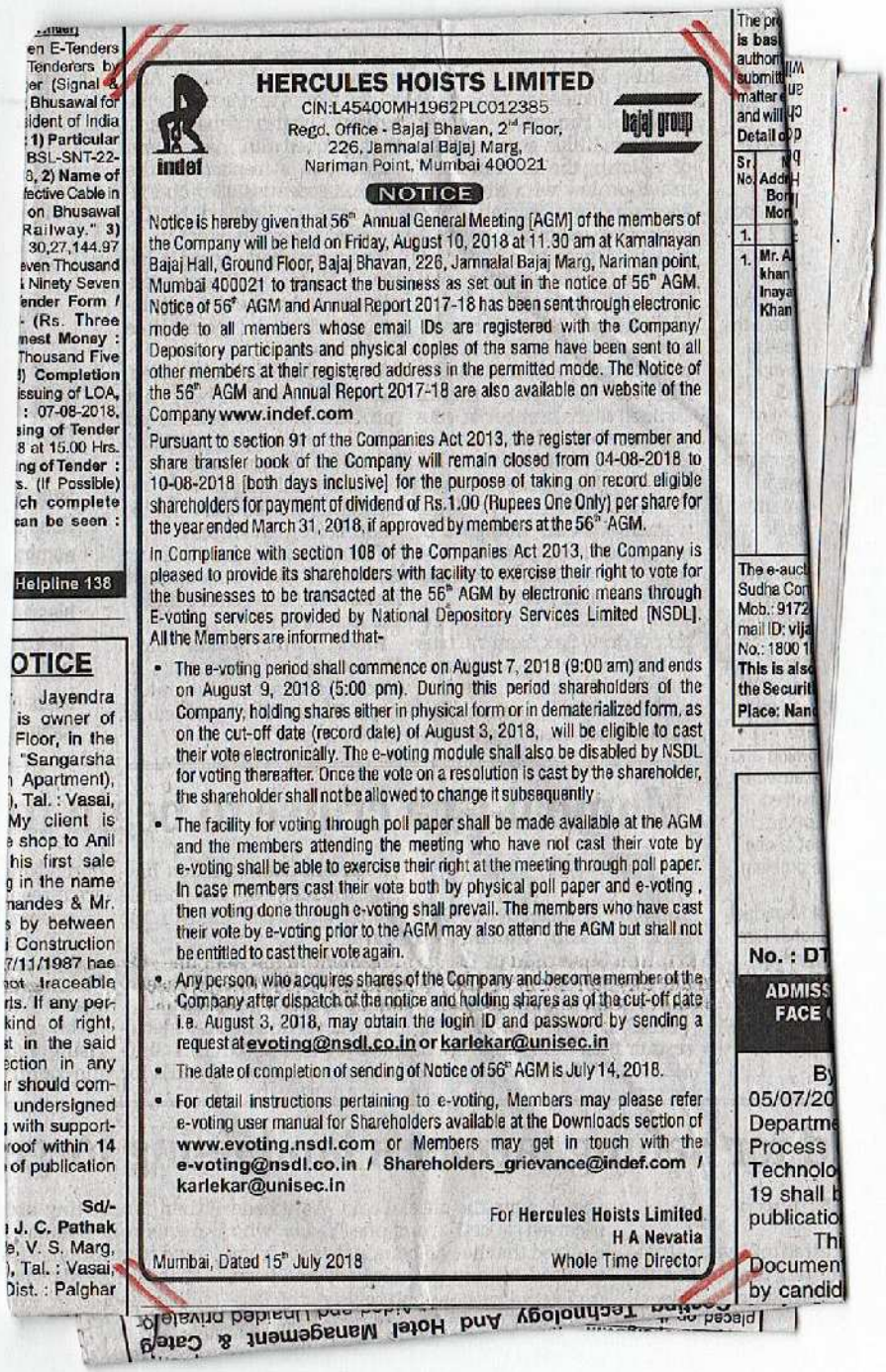
The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s R Nanabhoy & Co., Cost Accountants, to conduct the audit of the cost records of the Company for the financial year 2018-19. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors as set out in the Resolution for the aforesaid services to be rendered by them. The Board recommends passing of the Ordinary Resolution as set out in item No. 5 of the Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested in the said Resolution.

On behalf of the Board of Directors

Shekhar Bajaj
Chairman
(DIN No. 00089358)

Dated : 22/05/2018
Place : Mumbai



HERCULES HOISTS LIMITED

CIN:L45400MH1962PLC012385
Regd. Office - Bajaj Bhavan, 2nd Floor,
226, Jamnalal Bajaj Marg,
Nariman Point, Mumbai 400021

indef

bajaj group

NOTICE

Notice is hereby given that 56th Annual General Meeting [AGM] of the members of the Company will be held on Friday, August 10, 2018 at 11.30 am at Kamalnayan Bajaj Hall, Ground Floor, Bajaj Bhavan, 226, Jamnalal Bajaj Marg, Nariman point, Mumbai 400021 to transact the business as set out in the notice of 56th AGM. Notice of 56th AGM and Annual Report 2017-18 has been sent through electronic mode to all members whose email IDs are registered with the Company/ Depository participants and physical copies of the same have been sent to all other members at their registered address in the permitted mode. The Notice of the 56th AGM and Annual Report 2017-18 are also available on website of the Company **www.indef.com**

Pursuant to section 91 of the Companies Act 2013, the register of member and share transfer book of the Company will remain closed from 04-08-2018 to 10-08-2018 [both days inclusive] for the purpose of taking on record eligible shareholders for payment of dividend of Rs.1.00 (Rupees One Only) per share for the year ended March 31, 2018, if approved by members at the 56th AGM.

In Compliance with section 108 of the Companies Act 2013, the Company is pleased to provide its shareholders with facility to exercise their right to vote for the businesses to be transacted at the 56th AGM by electronic means through E-voting services provided by National Depository Services Limited [NSDL]. All the Members are informed that-

- The e-voting period shall commence on August 7, 2018 (9:00 am) and ends on August 9, 2018 (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 date (record date) of August 3, 2018, will be eligible to cast their vote electronically. The e-voting module shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently
- The facility for voting through poll paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by e-voting shall be able to exercise their right at the meeting through poll paper. In case members cast their vote both by physical poll paper and e-voting , then voting done through e-voting shall prevail. The members who have cast their vote by e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- 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 3, 2018, may obtain the login ID and password by sending a request at **evoting@nsdl.co.in** or **karlekar@unisec.in**
- The date of completion of sending of Notice of 56th AGM is July 14, 2018.
- For detail instructions pertaining to e-voting, Members may please refer e-voting user manual for Shareholders available at the Downloads section of **www.evoting.nsdl.com** or Members may get in touch with the **e-voting@nsdl.co.in / Shareholders_grievance@indef.com / karlekar@unisec.in**

For **Hercules Hoists Limited**
H A Nevatia
Whole Time Director

Mumbai, Dated 15th July 2018

Place : Mumbai

HERCULES HOISTS LIMITED

CIN:L45400MH1962PLC012385
Regd. Office - Bajaj Bhavan, 2nd Floor,
226, Jamnalal Bajaj Marg,
Nariman Point, Mumbai 400021

indef

Bajaj group

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For Hercules Hoists Limited
H A Nevatia
Whole Time Director

Mumbai, Dated 15th July 2018

एमआयडीसी, मरोल,
फोन : + ९१ (२२) ४०३
ई-मेल : investors@ufom
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विनंती अर्जाच्य

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