
ISGEC HEAVY ENGINEERING LIMITED

Registered Office: Radaur Road, Yamunanagar – 135001, Haryana.

CIN: L23423HR1933PLC000097

Ph.: 01732 – 661061/62, Fax No.: 01732 – 250991

Email Id: roynr@isgec.com, Website: www.isgec.com

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NOTICE

Notice is hereby given that the 83rd Annual General Meeting of the Shareholders of Isgec Heavy Engineering Limited will be held on Wednesday, August 10, 2016, at 11:30 a.m. at the office premises of Saraswati Sugar Mills Limited, Radaur Road, Yamunanagar-135001, Haryana, 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 March 31, 2016 together with 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 March 31, 2016 together with the reports of the Auditors thereon.
2. To confirm payment of Interim Dividend @ Rs. 10/- per Equity Share and to declare Final Dividend on Equity Shares for the year ended March 31, 2016.
3. To appoint a Director in place of Mr. Ranjit Puri (DIN: 00052459), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. S.S. Kothari Mehta & Co., Chartered Accountants, the retiring auditors, to hold office as auditors of the Company, from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

As Special Business:

5. **Appointment of Mr. Sidharth Prasad (DIN: 00074194) as an Independent Director:**

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sidharth Prasad (DIN: 00074194), who was appointed as an Additional Director (Independent) by the Board of Directors at its meeting held on October 31, 2015, in terms of Section 161(1) of the Act and whose term of office expires at this Annual General Meeting (‘AGM’) and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director to hold the office for a term of five years upto October 31, 2020.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

6. **Re-appointment of Mrs. Nina Puri (DIN: 01316769) as Whole Time Director:**

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED AS A SPECIAL RESOLUTION THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013, subject

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to the other approval, if required, consent of the Company be and is hereby accorded for the re-appointment of Mrs. Nina Puri (DIN: 01316769) as Whole Time Director of the Company for a further term of 5 years upto February 15, 2022 on terms and conditions and remuneration as set out below:-

- i) That Mrs. Nina Puri, shall be the Whole Time Director and will assist the Managing Director;
- ii) That Mrs. Nina Puri, shall be liable to retire from Directorship by rotation. However, the retirement by rotation and re-appointment shall not be deemed to be a break in service;
- iii) That Mrs. Nina Puri, will be entitled to following remuneration subject to the limits laid down in Sections 197 and 198 and Schedule V to the Companies Act, 2013:-
 - a) Salary - Rs. 5,00,000/- (Rupees Five Lacs only) per month.
 - b) Perquisites and Allowances - Perquisites and allowances in the form of Housing, Furnishing, Gas, Electricity, Water, Medical Reimbursement, Leave Travel Concession, Club Fees, Personal Accident Insurance and in any other form shall also be allowed in addition to salary, as may be determined by the Board from time to time. Provided that the aggregate of salary, perquisites and allowances shall not exceed Rs. 5,10,000/- (Rupees Five Lacs Ten Thousand only) per month.
 - c) Commission - Mrs. Nina Puri, Whole Time Director, will also be allowed remuneration by way of commission in addition to salary, perquisites and any other allowance, benefit or amenity. The amount of commission would be such that aggregate of remuneration by way of salary, perquisites, commission etc., payable to Mrs. Nina Puri, Whole Time Director, shall not exceed 5% of the net profits of the Company in a particular financial year as computed in the manner referred to in Section 197 and Section 198 of the Companies Act, 2013.

Provided that the aggregate amount of remuneration payable to Mrs. Nina Puri, Whole Time Director and Mr. Aditya Puri (DIN: 00052534), Managing Director, in a particular financial year will be subject to the overall ceiling laid down in Section 197 of Companies Act, 2013.
- iv) That Mrs. Nina Puri, shall not be entitled to any sitting fee for attending meetings of the Board/ Committees.
- v) That in case Mrs. Nina Puri, Whole Time Director, draws remuneration from any other company, the total remuneration drawn from all the companies will not exceed the higher maximum limit admissible from any of the companies of which she is a managerial person.
- vi) That the Board of Directors of the Company/Nomination and Remuneration Committee thereof are authorized to re-fix her salary to comply with the aforesaid condition."

7. **Ratification of remuneration of the Cost Auditors for the financial year ending March 31, 2017:**

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, the remuneration of Rs. 75,000/- (Rupees Seventy Five Thousand Only) of M/s Jugal K. Puri & Associates, Cost Accountants (Firm Registration No. 000207), Plot No. 3, Sector-22, Gurgaon-122015, Haryana, appointed by the Board of Directors for conducting the cost audit of cost records maintained by the Company, for the year ending March 31, 2017, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

By Order of the Board of Directors
For, Isgrec Heavy Engineering Limited

Registered Office:
Radaur Road, Yamunanagar-135001, Haryana.
Dated: July 07, 2016

(S. K. KHORANA)
Executive Director
& Company Secretary

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Notes:

1. Proxy:

A member entitled to attend and vote 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. Proxy, in order to be effective, must be received by the Company not less than 48 hours before the commencement of the meeting. A blank proxy form is annexed to the Annual Report.

2. As per Section 105 of the Companies Act, 2013 and Companies (Management and Administration) Rule, 2014, a person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% (ten percent) of the total share capital of the Company carrying voting rights. Further, a member holding more than 10% (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 proxy for any other person or shareholder.

3. Corporate shareholders and other incorporated bodies shareholders inter-alia Trust, HUF, etc. intending to send their authorized representative to attend the meeting are requested to bring along with them, a certified true copy of resolution of the board of directors or its committee thereof/ power of attorney, authorizing such person to attend and vote on its behalf at the meeting.

4. The members/proxies/authorized representatives are advised to bring original photo identity proof for verification, if required.

5. Notice of AGM, Annual Report and other documents are being sent electronically to all members, whose e-mail IDs are registered with the Company/Depository Participants for communication purpose, unless any member has requested for a hard copy of the same. For members who have not registered their email address, hard copy of the Notice, Annual Report and other documents is being sent in the permitted mode.

6. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically. Even after registering for e-communication, members are entitled to receive such communication in hard copy, upon making a request for the same. The shareholders may request for any communication to the Company's email id: roynr@isgec.com.

7. The Notice, Annual Report and other documents circulated to members, are also available on the Company's website www.isgec.com.

8. Book Closure:

The Register of Members and Share Transfer Books of the Company shall remain closed from July 30, 2016 to August 10, 2016 (both days inclusive).

9. Payment of Dividend:

The Dividend on Equity Shares for the financial year ended March 31, 2016, will be paid after declaration by the members:-

- (i) In respect of shares held in physical form, to those members, whose names appear on the Register of Members of the Company on August 10, 2016, after giving effect to all valid share transfers lodged with the Company on or before July 29, 2016.
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- (ii) In respect of shares held in electronic form, to those beneficial owners, whose names appear in the statements of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as at the end of business hours on July 29, 2016.
10. Members holding shares in physical form are requested to notify and/or send the following to Company's Share Transfer Agent, M/s. Alankit Assignments Ltd., Alankit Heights, 1E/13, Jhandewalan Extn., New Delhi-110055 (Phone Number- 011-42541234, 23541234), e-mail address: rta@alankit.com to facilitate better services :-
- i) any change in their address; and
- ii) share certificate(s) held in multiple accounts in identical names or joint names in the same order of names, for consolidation of such shareholdings into one account.
11. **Nomination:**
- Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form SH-13.
12. A Statement pursuant to Section 102(1) of the Companies Act, 2013 and as per Secretarial Standard - 2 (SS-2) on "General Meetings", issued by Institute of Company Secretaries of India, relating to the Special Business to be transacted at the Meeting is annexed hereto.
13. Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Secretarial Standard - 2 (SS-2) on "General Meetings", the particulars of Director retiring by rotation and seeking re-appointment at the Annual General Meeting, are given hereunder:-

Name of the Director	Mr. Ranjit Puri
Date of Birth (dd/mm/yyyy)	04/03/1940
Age (in years)	76
Date of Appointment	14.10.1981
Qualification	B.Sc., Industrial Management from Massachusetts Institute of Technology (USA)
Relationships between Directors, Manager and other Key Managerial Personnel	Husband of Mrs. Nina Puri, Whole Time Director Father of Mr. Aditya Puri, Managing Director
Board position held	Chairman
Terms and conditions of re-appointment	Liable to retire by rotation
Nature of his expertise in specific function areas along with experience (in years)	Mr. Ranjit Puri, over a period spanning over 50 years, has played a pivotal role in the development of the Company. He joined the Company as Controller of Production in the year 1963, was appointed as Joint Managing Director in the year 1981 and was appointed as Chairman & Managing Director (CMD) in the year 1996. He continued as CMD till the year 2007. Under his stewardship, the Company progressed immensely, the turnover rose by 326 times and the profitability by 300 times.

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	<p>His guidance continues to be available as Chairman of the Board of Directors since 2007.</p> <p>Mr. Ranjit Puri has been associated with various Industrial Associations. He is a Permanent Committee Member of Indian Sugar Mills Association and was also its President during the year 2007-08. He was also Chairman of Indian Sugar Exim Corporation during the year 2007-08.</p> <p>Mr. Ranjit Puri has chaired the following National Committees of Confederation of Indian Industry (CII):-</p> <ol style="list-style-type: none">i) The Sugar Machinery Divisionii) The Boilers and Pressure Vessels Divisioniii) The Raw Materials Committeeiv) The Capital Goods Committeev) The Industrial Relations Committeevi) The Consumer Affairs Committee. <p>He also led following Missions of the CII:-</p> <ol style="list-style-type: none">i) CII Co-generation Technology Mission to the United Statesii) CII Trade Missions to Bhutan and Iran. <p>Mr. Ranjit Puri was also Governor of Indian Institute of Technology, Kanpur.</p> <p>The Board recommends reappointment of Mr. Ranjit Puri as Director.</p>
Number of Meetings of the Board attended during the year	Four
Other Directorship	<ol style="list-style-type: none">i) Jullundur Motor Agency (Delhi) Limitedii) Saraswati Sugar Mills Limitediii) The Yamuna Syndicate Limitediv) Isgec Engineering and Projects Limited
Chairperson/Member of Committee of the Board of Companies in which he is a Director	<p>Isgec Heavy Engineering Limited:</p> <ul style="list-style-type: none">- Chairman- Stakeholders Relationship Committee and Corporate Social Responsibility Committee <p>Saraswati Sugar Mills Limited:</p> <ul style="list-style-type: none">- Member-Nomination and Remuneration Committee, Audit Committee- Chairman- Corporate Social Responsibility Committee
Shareholding of Director as on March 31, 2016	(6,59,201 shares) 8.97%

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14. E-Voting:

Information and other instructions relating to e-voting are as under:

- i) In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meeting (SS-2), the Company is provide facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (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 venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
- ii) The remote e-voting period commences on **August 07, 2016 at 9:00 a.m.** and ends on **August 09, 2016 at 5:00 p.m.** During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 04, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting after 5:00 p.m. on August 09, 2016. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- iii) The 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 Participant(s)] :
 - (a) Open email and open PDF file viz; “remote 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.
 - (b) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (c) Click on Shareholder - Login
 - (d) Put user ID and password as initial password/PIN noted in step (a) above. Click Login.
 - (e) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Please 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.
 - (f) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (g) Select “Electronic Voting Event Number” (EVEN) of “Isgec Heavy Engineering Limited”.
 - (h) Now you are ready for remote e-voting as Cast Vote page opens.
 - (i) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (j) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (k) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (l) 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 bajajin@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 or requesting physical copy] :
 - (a) Initial password is provided at the bottom of the Attendance Slip for the AGM.
 - (b) Please follow all steps from Sl. No. A. (b) to A.(l) above, to cast vote.

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- iv) 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 call on toll free no.: 1800-222-990.
- v) 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.
- 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 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 04, 2016.
- viii) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date, i.e., August 04, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Company/RTA.
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" option available on www.evoting.nsdl.com. or contact NSDL at the following toll free no.: 1800-222-990.
- ix) 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.
- x) 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.
- xi) 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 for voting at the AGM through ballot paper, in case he/she does not avail the facility of remote e-voting.
- xii) Mr. Himanshu Bajaj, Practicing Chartered Accountant (Membership No. 091050) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- xiii) The Chairman 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.
- xiv) The Scrutinizer shall after the conclusion of voting at the general meeting, 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 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 authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- xv) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company viz; www.isgec.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

By Order of the Board of Directors
For, Isgec Heavy Engineering Limited

Registered Office:
Radaur Road, Yamunanagar-135001, Haryana.
Dated: July 07, 2016

(S. K. KHORANA)
Executive Director
& Company Secretary

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ANNEXURE TO THE NOTICE DATED JULY 07, 2016 STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND AS PER SECRETARIAL STANDARD - 2 (SS - 2) ON “GENERAL MEETINGS”:

Item No. 5:

- a) The Board, on the recommendation of the Nomination and Remuneration Committee, has approved the appointment of Mr. Sidharth Prasad (DIN: 00074194), as an Additional Director (Independent) with effect from October 31, 2015. In terms of Section 161(1) of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rule, 2014, Mr. Sidharth Prasad holds office upto the date of this Annual General Meeting but is eligible for the appointment as Director. The Company has received a notice from a member in writing along with requisite deposit under Section 160 of the Act, proposing his candidature for the office of Director.
- b) Mr. Sidharth Prasad, has given a declaration to the Board that he meets with the criteria of independence as provided under Section 149(6) of the Act.
- c) In the opinion of the Board, Mr. Sidharth Prasad, is a person of integrity, possess the relevant expertise and experience and his association would be of immense benefit to the Company. He fulfills the conditions specified in the said Act and the rules made thereunder and is independent of the management of the Company. In terms of Section 149 of the Companies Act, 2013, an independent director shall hold office for two terms of up to five consecutive years each on the board of a Company. Further, in terms of Section 149(13) of the said Act, Independent Directors are not liable to retire by rotation.
- d) In view of above, the Board proposes to appoint Mr. Sidharth Prasad, as an Independent Director of the Company for a term of five years upto October 31, 2020.
- e) Copy of the draft letter of appointment of Mr. Sidharth Prasad, as an Independent Director is available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.
- f) Apart from Mr. Sidharth Prasad, who is interested himself, none of the Directors or Key Managerial Personnel of the Company or their relatives, are in any way, concerned or interested, financially or otherwise, in the resolution.
- g) Pursuant to Regulation 36(3) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS-2) on “General Meetings”, the particulars of Mr. Sidharth Prasad, are given hereunder:-

Name of the Director	Mr. Sidharth Prasad
Date of Birth (dd/mm/yyyy)	30/03/1963
Age (in years)	53
Date of Appointment	31.10.2015
Qualification	Graduate
Relationships between Directors, Manager and other Key Managerial Personnel	None
Board position held	Director
Terms and conditions of appointment	As per resolution given in Notice
Nature of his expertise in specific function areas along with experience (in years)	General Management with 20 years experience
Number of Meetings of the Board attended during the year	Two
Other Directorship	i) Shrikar Hotels Private Limited ii) Prasad Heritage Projects Private Limited

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	iii) Ivory Hotels Private Limited iv) Indian Sugar Exim Corporation Limited v) Gangaheritage Resorts Private Limited vi) Imperial Heritage Hotels Private limited vii) Shrikar Pharmaceuticals Private Limited viii) L H Sugar Factories Limited ix) The United Provinces Sugar Company Limited
Chairperson/Member of Committee of the Board of Companies in which he is a Director	Nil
Shareholding of Director as on March 31, 2016	Nil

Item No. 6:

- a) Mrs. Nina Puri (DIN: 01316769), who was appointed as Whole Time Director by the members to hold office up to February 15, 2017, attained the age of more than 70 years, therefore her re-appointment as Whole Time Director requires the approval of members by way of a Special Resolution under Section 193(3) of the Companies Act, 2013.
- b) The Board of Directors of the Company, in its meeting held on May 26, 2016, subject to the approval of the Company in general meeting and such other approvals as may be necessary, under any financial agreements, re-appointed Mrs. Nina Puri as Whole Time Director, for a term of five years from February 16, 2017 to February 15, 2022 on the terms and remuneration, as recommended by the Nomination and Remuneration Committee and detailed in the aforesaid Resolution.
- c) The remuneration and terms of appointment are in accordance with Section 197 of the Companies Act, 2013 and the rules made thereunder read with Schedule V to the Companies Act, 2013.
- d) Apart from Mrs. Nina Puri, who is interested herself, Mr. Ranjit Puri, Chairman and Mr. Aditya Puri, Managing Director, are also interested in the resolution being husband and son respectively, of Mrs. Nina Puri. Apart from them, none of the Directors/Key Managerial Personnel of the Company/their relatives, are in any way, concerned or interested, financially or otherwise, in the said resolution.

The terms of re-appointment and remuneration as detailed in the Resolution may be regarded as Abstract of the Agreement and Memorandum of Interest under Section 190 of the Companies Act, 2013.

- e) Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Secretarial Standard -2 (SS-2) on "General Meetings", the particulars of Mrs. Nina Puri, are given hereunder:-

Name of the Director	Dr. (Mrs.) Nina Puri
Date of Birth (dd/mm/yyyy)	23/05/1943
Age (in years)	73
Date of Appointment	16.02.2007
Qualification	B.A. (Hons.) (History)-Delhi University, M.A. (History)-Georgetown University, Washington D.C., Ph.D-Modern India History Kurukshetra University

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Relationships between Directors, Manager and other Key Managerial Personnel	Wife of Mr. Ranjit Puri, Chairman Mother of Mr. Aditya Puri, Managing Director
Board position held	Whole Time Director
Terms and conditions of re-appointment	As per resolution given in the Notice
Details of Remuneration	Remuneration as detailed in the resolution
Nature of her expertise in specific function areas along with experience (in years)	<p>Dr. (Mrs.) Nina Puri, apart from being a Company Director, has been deeply involved in the sphere of honorary social work for five decades, mainly focused on the areas of population stabilization, the girl child and women & child development.</p> <p>She was elected President of Family Planning Association of India (FPAI) for a maximum tenure of 6 years (1988-2003). She was on the Governing Council of International Planned Parenthood Federation (IPPF) from 1993, the largest voluntary organization in the world in the sphere of Reproductive Health & Women's rights (working in 152 countries) and in the year 2003 was elected the President/Chairperson of IPPF from 2003-2005. From the 1980s till 2005 remained on the Governing Body of the South Asia Region of IPPF being elected as Chairperson on its various committees, and again for a maximum term remained as its Chairperson on the Regional Council and its Regional Executive Council (9 countries).</p> <p>Presently serving on the Governing Body of Population Foundation of India (PFI), established by Mr. JRD Tata and Mr. Bharat Ram. She is also presently a member of the Steering Committee of Centre for Research in Rural and Industrial Development Society (CRRID) whose past President is Dr. Manmohan Singh, former Prime Minister of India and immediate past President, Mr. Keshub Mahindra. She is a member, Governing Body of Bhai Vir Singh Sahitya Sadan (BVSSS) whose present President is Dr. Manmohan Singh, former Prime Minister of India.</p> <p>Dr. Puri has been actively involved with the corporate sector (CII, FICCI, ISMA and PHDCCI) and was nominated on various panels and addressed seminars & conferences. Was member of the National Commission on Population, Government of India, which drafted the National Policy on Population-2000. She was a member of the Advisory Board of India International Aids Vaccine Initiative (IAVI).</p>

ISGEC HEAVY ENGINEERING LIMITED

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CIN: L23423HR1933PLC000097

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Email Id: roynr@isgrec.com, Website: www.isgrec.com

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	<p>Dr. Puri is a Ph.D. in Modern India History and has presented and written several articles on Punjab. Her book “Political Elite and Society in the Punjab- 1900-1920” was published in 1985. On the occasion of the 150th Birth Anniversary of Mr. Harkishen Lal Gauba, one of the founders of Punjab National Bank and the founder of People’s Bank & Punjab’s first Agriculture & Industry Minister (1920-21), her article titled “He put Punjab on India’s Financial Map” was published in The Tribune on 29th May, 2014. Presently have been asked by the National Book Trust to bring out a biography on Lala Harkishen Lal.</p> <p>Have been frequently invited by the National & International Press, Television & Radio on gender issues, women’s empowerment, reproductive health & rights. Actively participated at U.N. Conferences e.g. I.C.P.D-Cairo, International Social Summit-Copenhagen & International Conferences on Women-Beijing, W.H.O.-Bhutan, E.U. Parliamentary Conference - Strasburg, France & their preparatory meetings at the U.N. Headquarters in New York.</p> <p>She has been Whole Time Director of Isgrec Heavy Engineering Limited since 2007 and the Company has grown 241% since then.</p>
Number of Meetings of the Board attended during the year	Three
Other Directorship	Jullundur Auto Sales Corporation Limited
Chairperson/Member of Committee of the Board of Companies in which she is a Director	Nil
Shareholding of Director as on March 31, 2016	(15,953 Shares) 0.22%

Item No. 7:

The Board on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s Jugal K. Puri & Associates, Cost Accountants, Plot No. 3, Sector-22, Gurgaon-122015 as Cost Auditor to conduct the cost audit of cost records maintained by the Company, for the year ending March 31, 2017. In accordance with the provisions of section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditor has to be ratified by the Shareholders of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives, are in any way, concerned or interested, financially or otherwise, in the said resolution.

ISGEC HEAVY ENGINEERING LIMITED

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Registered Office: Radaur Road, Yamunanagar - 135001, Haryana.

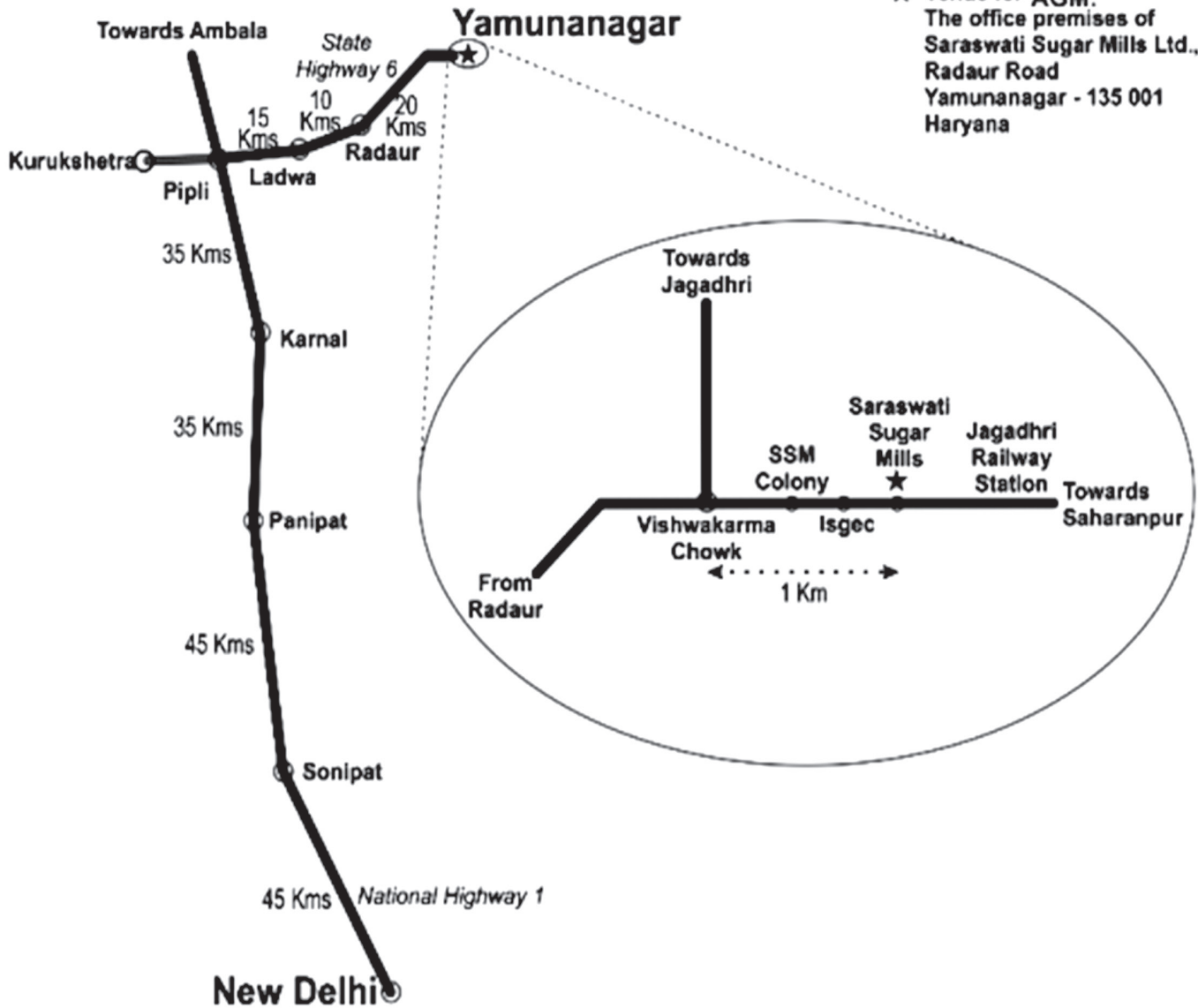
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Email Id: roynr@isgrec.com, Website: www.isgrec.com

Route Map

★ Venue for AGM:
The office premises of
Saraswati Sugar Mills Ltd.,
Radaur Road
Yamunanagar - 135 001
Haryana



Distance from New Delhi border - approx. 200 Km

All distances shown in the map are approx. & indicative.

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Form No. MGT-11

Proxy form

Name of the member(s):
Registered address:
E-mail Id:
Folio No/Client Id:
DPID:

I/We, being the member (s) of shares of the above named company, hereby appoint

- Name :
Address :
E-mail Id :
Signature :or failing him
- Name :
Address :
E-mail Id :
Signature :or failing him
- 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 83rd Annual General Meeting of the company, to be held on the August 10, 2016 at 11.30 a.m. at the office premises of Saraswati Sugar Mills Limited, Radaur Road, Yamunanagar-135001, Haryana and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business

Item No.	Description of Resolution	Type of resolution
(1)(a)	To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2016, together with reports of the Board of Directors and Auditors thereon.	Ordinary Resolution
(1)(b)	To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Auditors thereon.	Ordinary Resolution
2.	To confirm payment of Interim Dividend @ Rs. 10/- per Equity Share and to declare Final Dividend on Equity Shares for the year ended March 31, 2016.	Ordinary Resolution
3.	To appoint a Director in place of Mr. Ranjit Puri (DIN: 00052459), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution
4.	To appoint M/s. S.S. Kothari Mehta & Co., Chartered Accountants, the retiring auditors, to hold office as auditors of the Company, from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.	Ordinary Resolution

Special Business

5.	Appointment of Mr. Sidharth Prasad (DIN: 00074194) as an Independent Director.	Ordinary Resolution
6.	Re-appointment of Mrs. Nina Puri (DIN: 01316769) as Whole Time Director.	Special Resolution
7.	Ratification of remuneration of the Cost Auditors for the financial year ending March 31, 2017.	Ordinary Resolution

Signed this..... day of..... 2016

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note: 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.

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ATTENDANCE SLIP

Please fill attendance slip and hand it over at the entrance of the meeting hall

Name of the Shareholder (In Block Letters)	
Address of the Shareholder	
DPIId*/Client Id*/Folio No.	
No. of Shares	

I hereby record my presence at the 83rd ANNUAL GENERAL MEETING of the Company held on Wednesday, August 10, 2016 at 11:30 a.m. at the office premises of Saraswati Sugar Mills Limited, Radaur Road, Yamunanagar-135001, Haryana.

* Applicable for shareholders holding shares in electronic form.

Signature of Shareholder/Proxy

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD / PIN