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# 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](mailto:roynr@isgec.com), Website: [www.isgec.com](http://www.isgec.com)

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01

## NOTICE

Notice is hereby given that the 84<sup>th</sup> Annual General Meeting of the Shareholders of Isgec Heavy Engineering Limited will be held on Saturday, July 29, 2017, 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, 2017 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, 2017 together with the reports of the Auditors thereon.
2. To confirm payment of Interim Dividend @ Rs. 15/- per Equity Share and to declare Final Dividend @ Rs. 15/- per Equity Share for the financial year ended March 31, 2017.
3. To appoint a Director in place of Mrs. Nina Puri (DIN: 01316769), who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint statutory auditors and fix their remuneration:

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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendation of the Audit Committee, M/s. S.C. Vasudeva & Co., Chartered Accountants (Firm Registration No. 000235N), be appointed as statutory auditors of the Company, in place of retiring auditors M/s. S.S. Kothari Mehta & Co., Chartered Accountants (Firm Registration No. 000756N), to hold office from the conclusion of this 84<sup>th</sup> Annual General Meeting (AGM) to until the conclusion of the 89<sup>th</sup> AGM, subject to the ratification by members every year, as applicable, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.

### **As Special Business:**

5. **Appointment of Mr. Vishal Kirti Keshav Marwaha(DIN: 00164204) 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) and 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Vishal Kirti Keshav Marwaha (DIN: 00164204), who was appointed as an Additional Director (Independent) by the Board of Directors at its meeting held on March 30, 2017, 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 Director and who has submitted a declaration that he meets with the criteria of independence as provided in Section 149 (6) of the Act, be and is hereby appointed as an Independent Director to hold the office until the conclusion of Annual General Meeting to be held in year 2020 to consider the Accounts for the financial year March 31, 2020 and that he shall not be liable to retire by rotation.

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.”

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6. **Re-appointment of Mr. Arun Kathpalia (DIN: 00177320) as an Independent Director:**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 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) and 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Arun Kathpalia (DIN: 00177320), an Independent Director of the Company, in respect of whom a notice has been received from a member in writing, under Section 160 of the Act, 2013 along with requisite deposit, proposing his candidature for the office of Director of the Company and who has submitted a declaration that he meets with the criteria of independence as provided in Section 149 (6) of the Act and who is eligible for re-appointment as an Independent Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for another term until the conclusion of Annual General Meeting to be held in year 2020 to consider the Accounts for the financial year March 31, 2020 and that he shall not be liable to retire by rotation.

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.”

7. **Re-appointment of Mr. Tahir Hasan (DIN: 00074282) as an Independent Director:**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 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) and 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Tahir Hasan (DIN:00074282), an Independent Director of the Company, in respect of whom a notice has been received from a member in writing, under Section 160 of the Act, 2013 along with requisite deposit, proposing his candidature for the office of Director of the Company and who has submitted a declaration that he meets with the criteria of independence as provided in Section 149 (6) of the Act, 2013 and who is eligible for re-appointment as an Independent Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for another term until the conclusion of Annual General Meeting to be held in year 2020 to consider the Accounts for the financial year March 31, 2020 and that he shall not be liable to retire by rotation.

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.”

8. **Re-appointment of Mr. Vinod Kumar Nagpal (DIN: 00147777) as an Independent Director:**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 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) and 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Vinod Kumar Nagpal (DIN: 00147777), an Independent Director of the Company, in respect of whom a notice has been received from a member in writing, under Section 160 of the Act, 2013 along with requisite deposit, proposing his candidature for the

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office of Director of the Company and who has submitted a declaration that he meets with the criteria of independence as provided in Section 149 (6) of the Companies Act, 2013 and who is eligible for re-appointment as an Independent Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for another term until the conclusion of Annual General Meeting to be held in year 2020 to consider the Accounts for the financial year March 31, 2020 and that he shall not be liable to retire by rotation.

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."

9. **Re-appointment of Mr. Vinod Kumar Sachdeva (DIN: 00454458) as an Independent Director:**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 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) and 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Vinod Kumar Sachdeva (DIN:00454458), an Independent Director of the Company, in respect of whom a notice has been received from a member in writing, under Section 160 of the Act, 2013 along with requisite deposit, proposing his candidature for the office of Director of the Company and who has submitted a declaration that he meets with the criteria of independence as provided in Section 149 (6) of the Companies Act, 2013 and who is eligible for re-appointment as an Independent Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for another term until the conclusion of Annual General Meeting to be held in year 2020 to consider the Accounts for the financial year March 31, 2020 and that he shall not be liable to retire by rotation.

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."

10. **Ratification of remuneration of the Cost Auditors for the financial year ending March 31, 2018:**

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, 2018, 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, Isgec Heavy Engineering Limited

Registered Office:  
Radaur Road, Yamunanagar-135001, Haryana.  
Dated: July 04, 2017

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

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# ISGEC HEAVY ENGINEERING LIMITED

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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](mailto: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](http://www.isgec.com).

### 8. Book Closure:

The Register of Members and Share Transfer Books of the Company shall remain closed from July 22, 2017 to July 29, 2017 (both days inclusive).

### 9. Payment of Dividend:

The Dividend on Equity Shares for the financial year ended March 31, 2017, 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 July 29, 2017, after giving effect to all valid share transfers lodged with the Company on or before July 21, 2017.
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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 21, 2017.
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](mailto: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	Dr. (Mrs.) Nina Puri
Date of Birth (dd/mm/yyyy)	23/05/1943
Age (in years)	74
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
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	Liable to retire by rotation

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Nature of her expertise in specific function areas along with experience (in years)

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.

She was elected President of Family Planning Association of India (FPAI) for a maximum tenure of 6 years (1998-2003). 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).

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.

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).

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 150<sup>th</sup> 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 29<sup>th</sup> May, 2014. Presently have been asked by the National Book Trust to bring out a biography on Lala Harkishen Lal.

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	<p>Have been frequently invited by the National &amp; International Press, Television &amp; Radio on gender issues, women's empowerment, reproductive health &amp; rights. Actively participated at U.N. Conferences e.g. I.C.P.D-Cairo, International Social Summit-Copenhagen &amp; International Conferences on Women-Beijing, W.H.O.-Bhutan, E.U. Parliamentary Conference - Strasburg, France &amp; 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 substantially.</p>
Number of Meetings of the Board attended during the year	Seven
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, 2017	(15,953 Shares) 0.22%

#### 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 pleased to provide facility to the members 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 **July 26, 2017 at 9:00 a.m.** and ends on **July 28, 2017 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 July 22, 2017, 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 July 28, 2017. 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.

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# ISGEC HEAVY ENGINEERING LIMITED

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- (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](mailto:bajajin@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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.
- 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](http://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 July 22, 2017.
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- 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., July 22, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto: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](http://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](http://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 04, 2017

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

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# ISGEC HEAVY ENGINEERING LIMITED

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

CIN: L23423HR1933PLC000097

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

Email Id: [roynr@isgrec.com](mailto:roynr@isgrec.com), Website: [www.isgrec.com](http://www.isgrec.com)

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## ANNEXURE TO THE NOTICE DATED JULY 04, 2017

### 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. Vishal Kirti Keshav Marwaha (DIN: 00164204), as an Additional Director (Independent) with effect from March 30, 2017. In terms of Section 161 (1) of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rule, 2014, Mr. Vishal Kirti Keshav Marwaha 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. Vishal Kirti Keshav Marwaha, 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. Vishal Kirti Keshav Marwaha, 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. Vishal Kirti Keshav Marwaha, as an Independent Director of the Company for a term until the conclusion of Annual General Meeting to be held in year 2020 to consider the Accounts for the financial year March 31, 2020.
  - e) Copy of the draft letter of appointment of Mr. Vishal Kirti Keshav Marwaha, 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. Vishal Kirti Keshav Marwaha, 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.
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- 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. Vishal Kirti Keshav Marwaha, are given hereunder:-

Name of the Director	Mr. Vishal Kirti Keshav Marwaha
Date of Birth (dd/mm/yyyy)	26/11/1963
Age (in years)	53
Date of Appointment	30.03.2017
Qualification	<ul style="list-style-type: none"><li>• Chartered Accountant</li><li>• B. Com(H), University of Delhi</li></ul>
Relationships between Directors, Manager and other Key Managerial Personnel	None
Board position held	Non-Executive 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)	Private equity and investment banking
Number of Meetings of the Board attended during the year	One
Other Directorship	i). Jubilant Foodworks Limited ii). Genesis Colors Limited iii). IPE Global Limited iv). Henderson Equity Partners India Private Limited v). Genesis Luxury Fashion Private Limited vi). Imperia Health Private Limited
Chairperson/ Member of Committee of the Board of Companies in which he is a Director	<b>Jubilant Foodworks Limited:</b> - Chairman- Audit Committee -Member- Nomination and Remuneration Committee <b>Genesis Colors Limited:</b> -Member- Audit Committee and Nomination and Remuneration Committee <b>IPE Global Limited:</b> -Member- Audit Committee
Shareholding of Director as on March 31, 2017	None

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## Item No. 6 to 9:

- a) The Board, on the recommendation of Nomination and Remuneration Committee, has approved the re-appointment of Mr. Arun Kathpalia, Mr. Tahir Hasan, Mr. Vinod Kumar Nagpal and Mr. Vinod Kumar Sachdeva as Independent Directors of the Company. Pursuant to the provision of Section 149(10) of the Companies Act, 2013 ("the Act"), an Independent Director shall hold office for a term upto five consecutive years on the Board of a company, but shall be eligible for re-appointment for another term on passing of a Special Resolution by the Company.
  - b) Mr. Arun Kathpalia, Mr. Tahir Hasan, Mr. Vinod Kumar Nagpal and Mr. Vinod Kumar Sachdeva are eligible for re-appointment as Independent Directors in terms of Section 149 (4) and have given declarations to the Board that they meet the criteria of independence as provided under Section 149 (6) of the Act.
  - c) In terms of Section 149 and any other applicable provision of the Act, the aforesaid directors are proposed to be re-appointed as Independent Directors for another term of until the conclusion of Annual General Meeting to be held in year 2020 to consider the Accounts for the financial year March 31, 2020.
  - d) The Nomination and Remuneration Committee has recommended their re-appointment as Independent Directors for the aforesaid term and the Board has approved the same. Individual notices in writing under Section 160 of the Act have been received along with necessary deposits from members, signifying their intention to propose the re-appointment of the aforesaid Directors as Independent Directors.
  - e) Mr. Arun Kathpalia, Mr. Tahir Hasan, Mr. Vinod Kumar Nagpal and Mr. Vinod Kumar Sachdeva fulfill all the conditions specified in the Act and the Rules made there under and they are independent of the Management.
  - f) Based on an evaluation made by Board on the performance of Mr. Arun Kathpalia, Mr. Tahir Hasan, Mr. Vinod Kumar Nagpal and Mr. Vinod Kumar Sachdeva, the Board considers them fit and suitable for re-appointment and in the best interest of the Company. Hence, the Board recommends the Special Resolution as set out in Item No. 6 to 9 of the Notice for approval of the Members.
  - g) A copy of the draft letter of re-appointment of the independent directors setting out the terms and conditions would be available for inspection at the Registered office of the Company during normal business hours on any working day prior to the date of the meeting and will also be available for inspection at the meeting.
  - h) Mr. Arun Kathpalia, Mr. Tahir Hasan, Mr. Vinod Kumar Nagpal and Mr. Vinod Kumar Sachdeva are interested in their respective resolutions, as it related to their re-appointments. None of the other Directors and key managerial personnel of the Company or their relatives, are in any way, directly or indirectly concerned or interested, financially or otherwise, in these resolutions.
  - i) 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 Mr. Arun Kathpalia, Mr. Tahir Hasan, Mr. Vinod Kumar Nagpal and Mr. Vinod Kumar Sachdeva are given hereunder:-
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Name of the Director	Mr. Arun Kathpalia	Mr. Vinod Kumar Sachdeva	Mr. Vinod Kumar Nagpal	Mr. Tahir Hasan
Date of Birth (dd/mm/yyyy)	30-05-1963	02-12-1942	23-01-1948	21-07-1946
Age (in years)	54	74	69	70
Date of Appointment	31-01-2009	31-01-2009	30-03-1996	29-01-2005
Qualification	B.A. (Hons.), LL.B.	B.Sc., B.E. (Mech.)	B.Com, F.C.A	B.E. (Mech.)
Relationship between Directors, Manager and other Key Managerial Personnel	None	None	None	None
Board position held	Non-Executive Director	Non-Executive Director	Non-Executive Director	Non-Executive Director
Terms and conditions of re-appointment	As per resolution given in Notice	As per resolution given in Notice	As per resolution given in Notice	As per resolution given in Notice
Nature of his expertise in specific function areas along with experience (in year)	Advocate	General Administration, Man Management & Manufacturing	Practicing Chartered Accountant	Industrialist, Managing Companies
Number of Meeting of the Board attended during the year	Four	Seven	Seven	Seven
Other Directorship	(i) AKM Systems Private Limited (ii) Kasida Private Limited (iii) Malnad Projects Private Limited	Isgec Exports Limited	(i) The Yamuna Syndicate Limited (ii) The Lake Palace Hotels & Motels Private Limited (iii) South Asia Consultants Private Limited (iv) Calcon Consultants India Private Limited* *The Company has filed for winding up with Registrar of Company	(i) Shervani Hospitalitys Limited (ii) Saraswati Sugar Mills Limited (iii) Tara Products and Services Private Limited. (iv) Shervani Industrial Syndicate Limited (v) Uttar Pradesh Cricket Association
Chairman/ Member of Committee of the Board of Companies of which he is a Director	<b>Isgec Heavy Engineering Limited</b> -Member-Nomination & Remuneration Committee and Audit Committee	<b>Isgec Heavy Engineering Limited</b> -Member-Nomination & Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee	<b>Isgec Heavy Engineering Limited</b> -Chairman-Nomination & Remuneration Committee and Audit Committee  <b>The Yamuna Syndicate Limited</b> Chairman -Audit Committee	<b>Saraswati Sugar Mills Limited</b> Chairman-Audit Committee, Nomination & Remuneration Committee and Stakeholder Relationship Committee
Shareholding of Director as on March 31, 2017	120 shares 0.002%	390 shares 0.005%	476 shares 0.01%	1,640 shares 0.02%



# ISGEC HEAVY ENGINEERING LIMITED

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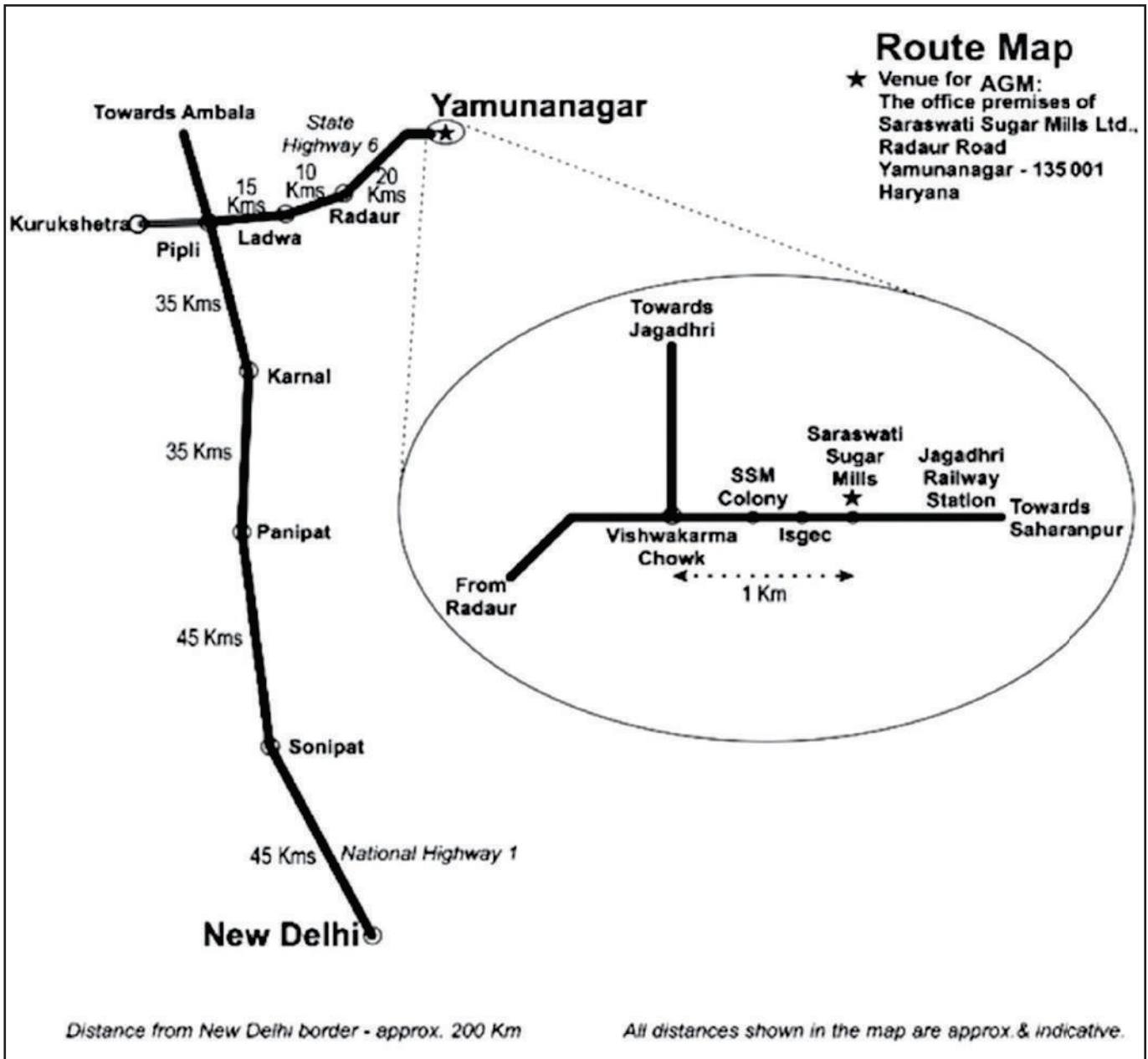
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## Item No. 10:

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, 2018. 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.



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## Form No. MGT-11

### Proxy form

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

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

1. Name: .....  
Address: .....  
E-mail Id: .....  
Signature:..... or failing him
2. Name: .....  
Address: .....  
E-mail Id: .....  
Signature:..... or failing him
3. 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 84<sup>th</sup> Annual General Meeting of the company, to be held on Saturday, July 29, 2017 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, 2017, 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, 2017, together with the reports of the Auditors thereon.	Ordinary Resolution
2.	To confirm payment of Interim Dividend @ Rs. 15/- per Equity Share and to declare Final Dividend @ Rs. 15/- per Equity Share for the financial year ended March 31, 2017.	Ordinary Resolution
3.	To appoint a Director in place of Mrs. Nina Puri (DIN: 01316769), who retires by rotation and being eligible, offers herself for re-appointment.	Ordinary Resolution
4.	To appoint M/s. S.C. Vasudeva & Co., Chartered Accountants (Firm Registration No. 000235N), as statutory auditors of the Company to hold office from the conclusion of this 84 <sup>th</sup> Annual General Meeting to until the conclusion of the 89 <sup>th</sup> Annual General Meeting of the Company, subject to the ratification by member at every Annual General Meeting and to authorize the Board of Directors of the Company to fix their remuneration.	Ordinary Resolution

#### Special Business

Item No.	Description of Resolution	Type of resolution
5.	Appointment of Mr. Vishal Kirti Keshav Marwaha (DIN: 00164204) as an Independent Director.	Ordinary Resolution
6.	Re-appointment of Mr. Arun Kathpalia (DIN: 00177320) as an Independent Director.	Special Resolution
7.	Re-appointment of Mr. Tahir Hasan (DIN: 0074282) as an Independent Director.	Special Resolution
8.	Re-appointment of Mr. Vinod Kumar Nagpal (DIN: 00147777) as an Independent Director.	Special Resolution
9.	Re-appointment of Mr. Vinod Kumar Sachdeva (DIN: 00454458) as an Independent Director.	Special Resolution
10.	Ratification of remuneration of the Cost Auditors for the financial year ending March 31, 2018.	Ordinary Resolution

Signed this..... day of..... 2017

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 84<sup>th</sup> ANNUAL GENERAL MEETING of the Company held on Saturday, July 29, 2017 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