



Ref: Ho-463

Dated: August 24, 2022

To,
Mrs. Rashi Sikka
B-5/11,
Safdarjang Enclave,
Delhi-110029

Dear Madam,

APPOINTMENT LETTER AS AN INDEPENDENT DIRECTOR

1. The Shareholders in the Annual General Meeting held on August 24, 2022, were pleased to appoint you as Independent Director of the Company for a term of three (3) years with effect from May 28, 2022 up to and including May 27, 2025.
2. A copy of the Resolution passed by the Annual General Meeting is enclosed for your information and record.
3. As an Independent Director of the Company you will be entitled to following remuneration:-
 - (a) Board Meeting Fee: Rs. 1,00,000/- (Rupees One Lakh only) for each meeting to be attended.
 - (b) TA & DA for attending the Board Meeting outside your Headquarter.
 - (c) Commission: Rs. 25,000/- (Rupees Twenty Five Thousand only) per annum, subject to commission payable to all Non-Executive Director shall not exceed 1 % of the Net Profit for the financial year.



4. As an Independent Director you are required to abide by the provisions as specified in Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and SEBI (Prohibition of Insider Trading) Regulations, 2015.
5. Paragraphs I, II & III of Schedule-IV of the Companies Act, 2013, with regard to professional conduct, rules and functions and duties. A copy of paragraphs I, II & III of Schedule-IV is enclosed for ready reference.

In accordance with the Companies Act, 2013, Independent Directors are required to hold at least one meeting in a financial year. The meeting shall review:-

- (a) The performance of non-independent directors and the Board as a whole;
 - (b) The performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors;
 - (c) Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.
6. In accordance with Regulation 25 of the Listing Regulations, the Company undertaken Directors and Officers (D and O) insurance.



7. Pursuant to the provisions of the Listing Regulations, all Board members shall affirm compliance with the Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and code of conduct for all Board members, where general guidance on the standards of conduct expected of the Directors including guidelines on conflict of interests are given.

By Order of the Board

Shweta Agrawal
Company Secretary & Compliance Officer

Encl:

1. Copy of Resolution of appointment passed by the Shareholders
2. Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and code of conduct for all Board members
3. Copy of paragraphs I, II & III of Schedule IV of the Companies Act, 2013



Copy of Special Resolution passed by the Shareholders of Isgpec Heavy Engineering Limited in its Annual General Meeting held on August 24, 2022 through video conferencing facility (VC).

The Mechanism provided by the Ministry of Corporate Affairs vide it's circular dated May 05, 2020, read with circular dated April 08, 2020, April 13, 2020 and May 05, 2022 along with other provisions of the Companies Act, 2013 and rules made thereunder, for holding Annual General Meeting through VC were duly complied with and passed following resolution as a Special 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 modifications or re-enactments thereof for the time being in force) read with Schedule IV to the Act and Regulation 16 (1) (b), 17 and 25 (2A) of the SEBI (Listing Obligations and Disclosure Requirements) (“SEBI (Listing Regulations)”), Mrs. Rashi Sikka (DIN: 00320145), who, on the recommendation of the Nomination and Remuneration Committee, was appointed as an Additional Director (Independent) by the Board of Director at its meeting held on May 28, 2022, 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 the Company has receive notice in writing, under Section 160 of the Act, proposing her candidature for the office of Director and who has submitted a declaration that she meets with the criteria of independence as provided in Section 149 (6) of the Act and Regulation 16 (1) (b) of SEBI (Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold the office for a term of 3 (Three) years with effect from May 28, 2022 up to and including May 27, 2025 and that she shall not be liable to retire by rotation.”

Date: 25.08.2022

Certified to be true copy

(Shweta Agrawal)
Company Secretary
MEM. No. 14148



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

- a) The Board, on the recommendation of the Nomination and Remuneration Committee, appointed Mrs. Rashi Sikka (DIN: 00320145), as an Additional Director (Independent) with effect from May 28, 2022. In terms of Section 161 (1) of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mrs. Rashi Sikka holds office up to the date of this Annual General Meeting but is eligible for appointment as a Director of the Company. The Company has received a notice in writing under Section 160 of the Act, proposing her candidature for the office of Director.
- b) Mrs. Rashi Sikka holds Post Graduate Diploma in Management (Finance) from the Indian Institute of Management, Kolkata and B.Com (Hons) degree from Delhi University. She has rich experience of three years in Corporate Banking with Citibank N.A., New Delhi, where she worked in the Cash Management, Trade Products etc. She has also served at ICRA, New Delhi, for two years, working in the advisory division, consulting clients in their internal processes and operations. She possesses good experience and expertise in financial management, financial investments, financial control, taxation and human resource development.
- c) Mrs. Rashi Sikka meets the criteria of independence under Section 149 (6) of the Act and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as per declarations given by her. She is not disqualified for appointment as Director under Section 164 of the Act and possesses suitable skills & expertise.



- d) In the opinion of the Board, Mrs. Rashi Sikka fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her appointment as an Independent Director of the Company and is independent of the management. A copy of the letter for appointment of Mrs. Rashi Sikka as an Independent Director setting out the terms and conditions would be available for inspection in the manner specified in the Notice up to the date of the Annual General Meeting.
- e) The Board considers that her association would be benefit to the Company and it is desirable to avail services of Mrs. Rashi Sikka as an Independent Director. Accordingly, the Board recommends the resolution set out at Item No.5 in relation to the appointment of Mrs. Rashi Sikka as an Independent Director for a period of three (3) years with effect from May 28, 2022, upto and including May 27, 2025, for the approval by the Shareholders of the Company.
- f) The Board of Directors recommends the resolutions at Item No. 5 of the Notice for approval of the Members by way of a Special Resolution.
- g) Apart from Mrs. Rashi Sikka, who is interested herself, 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.

Certified to be true copy

(Shweta Agrawal)
Company Secretary

MEN. No. 14148

Code of Conduct

Preamble

Regulation 17(5) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") stipulates that the Board of Directors of every listed company shall lay down a code of conduct for all Board members and Senior Management personnel of the Company.

The term "Senior Management" shall mean All Unit Heads, Company Secretary and Chief Financial officer.

Relationships with Suppliers and Customers

The directors and senior management will not compromise the company's interest in dealing with customers and suppliers.

- This Code of Conduct will provide Directors and Senior Management of the Company general guidance on the standards of conduct expected of the Directors and Senior Management including guidelines on conflict of interests.
- Within the Company there are other policies/procedures, which complement or support this Code. Board Members and Members of Senior Management will Exercise the care, diligence and skill of a reasonably prudent person under comparable circumstances.
- Ensure to enhance and maintain the reputation of the Company.
- Strive to contribute toward the growth, stability and service that the Company seeks to provide to its consumers, members, stakeholders and society in general. Conduct themselves in a professional, courteous, and respectful manner at all times.
- Make available to and share with fellow Directors all information as may be relevant to ensure proper conduct and sound operation of the Company.

DUTIES OF DIRECTORS INCLUDING INDEPENDENT DIRECTORS

The Directors including Independent Directors shall adhere to the roles and duties as defines under the provisions of Companies act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 besides other roles and duties as may be referred by the Board of Directors of the Company from time to time.

COMPLIANCE WITH LAWS

The Company's Directors and Senior Management shall comply with all the applicable provisions of laws and regulations of the countries in which the company operates. Company's Directors and Senior Management shall contact Company's legal counsel in case they have questions regarding applicable laws.

No Director or Member of Senior Management shall commit or condone an illegal act or instruct another employee, etc. to do so.

Directors and other Senior Management are expected to be sufficiently familiar with any legislation that applies to their work, to recognize potential liabilities and to know when to seek legal advice.

No Director or Member of Senior Management staff shall create or condone the creation of a false record and shall not destroy or condone the destruction of a record, except in accordance with the guidelines laid down in this regard or permitted under any law of the land for the time being in force.

OUTSIDE BUSINESS INTERESTS

Directors and Members of Senior Management should declare their outside business interests at the time of engagement and are required to limit outside business activities to avoid any conflict of interests or breaches of any of the provision of this Code. Notwithstanding any outside business activity, Directors and Members of Senior Management are required to act in the best interests of the Company.

CONFIDENTIAL INFORMATION

Directors and Members of Senior Management should at all times maintain the confidentiality of all confidential information and all records of the Company, and must not make use of or reveal such information or records except in course of the performance of their duties or unless the documents or information becomes matter of general public knowledge.

Similarly, Directors and Members of Senior Management should not use the confidential information obtained through their association or employment with the Company to further their private interests or the private interests of their relatives.

Directors and Members of Senior Management using the Company's computer data base or electronic mail system will be expected to comply with any internal policies and procedures that guide the storage, use and transmission or information through this medium.

No information either formally or informally shall be provided to the press, other publicity media or any other external agency except with in approved policies.

INVESTMENT IN COMPANY'S SHARES

Directors or Members of Senior Management are expected to comply with the Insider Trading Regulations of the Company and/or any other regulations/guidelines regarding investment in the Company's shares issued, from time to time, by the Securities and Exchange Board of India (SEBI).

OUTSIDE EMPLOYMENT

Directors or Members of Senior Management may hold outside jobs or engage in modest self-employment activities in their own time, using their own resources, and in a manner not adversely affecting their performance in the Company.

However, no Directors or Members of Senior Management may accept work with a competitor, or with any entity that could lead to conflict of interest or a situation prejudicial to the interests of the Company.

ENTERTAINMENT, GIFTS AND BENEFITS

It is essential to the efficient business practices that all those who do business with the Company as contractors/customers etc. have access to the Company on equal terms.

Directors or Members of Senior Management should not accept entertainment or gifts (gifts or entertainment in this clause includes cash, preferred loans, securities or secret commissions), which grant or appear to grant preferential treatment to a potential or actual contractor/customer of the Company. A business relationship with the Company will be conditional on compliance with this Code.

Similarly, no Director or Member of Senior Management may offer entertainment, gifts of benefits, in order to secure preferential treatment for the Company.

Gifts, entertainment and benefits may only be accepted or offered by a Director or Member of Senior Management in the normal exchanges common to business relationships.

PROFESSIONAL DEVELOPMENT

The Directors and Members of Senior Management will encourage and support the professional development of the employees of the Company and provide them all necessary assistance and cooperation.

ENVIRONMENT AND SAFETY

Environmental Protection is a fundamental value of the Company. Directors and members of Senior Management have a crucial role in ensuring that Company's operations comply with the environmental legislation and standards.

Safety must be everyone's concern. The Company is committed to providing all employees a safe, healthful and harassment free workplace and to ensuring safe and respectful work practices and conditions.

Directors and Members of Senior Management have both a legal and a moral responsibility for the safety and the protection of the environment.

PATENT AND DISCOVERIES

Directors and Members of Senior Management are often engaged in various forms of research or problem solving for the Company. The product of their efforts produced within the scope of their employment belongs to the Company, whether the product was concluded while actually at work or not.

Such products include computer programs, technical process, inventions, research methods, reports or articles, and any other form of innovation or development. Directors and Members of Senior Management shall maintain confidentiality of these kinds of knowledge/patents and will not put the same to personal use.

USE OF THE COMPANY'S PROPERTY

Directors or Members of Senior Management must not misappropriate the Company's property for personal use.

Directors and Members of Senior Management are entrusted with the care, management and cost-effective use of the Company's property, including the use of Company's name, and should not make use of these resources for their own personal benefit.

Directors and Members of Senior Management should ensure that all the Company's property assigned to them is maintained in good condition and should be able to account for such property.

Directors and Members of Senior Management may not dispose of the Company's property except in accordance with the guidelines for this purpose.

RESPONSIBILITY

The Company is determined to behave, and to be perceived, as an ethical corporation. Directors and Members of Senior Management must adhere to the standards described in this Code of Conduct.

WHERE TO SEEK CLARIFICATION

Any Director or Member of Senior Management requiring any clarification regarding this Code of Conduct may contact Company Secretary.

SCHEDULE IV

I. Guidelines of professional conduct :

An independent director shall :

- (1) uphold ethical standards of integrity and probity;
- (2) act objectively and constructively while exercising his duties;
- (3) exercise his responsibilities in a bona fide manner in the interest of the company;
- (4) devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- (5) not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgement of the Board in its decision making;
- (6) not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- (7) refrain from any action that would lead to loss of his independence;
- (8) where circumstances arise which make an independent director lose his independence, in the independent director must immediately inform the Board accordingly;
- (9) assist the company in implementing the best corporate governance practices.

II. Role and functions :

The independent directors shall :

- (1) help in bringing an independent judgment to bear on Board's Deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standard of conduct;
- (2) bring an objective view in the evaluation of the performance of board and management;
- (3) scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- (4) satisfy themselves on the integrity of financial information and the financial controls and the systems of risk management are robust and defensible;
- (5) safeguard the interests of all stakeholders, particularly the minority shareholders;
- (6) balance the conflicting interest of stakeholders;
- (7) determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
- (8) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

III. Duties :

The independent directors shall :

- (1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- (2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- (3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (6) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- (7) keep themselves well informed about the company and the external environment in which it operates;
- (8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- (10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- (11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (12) acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- (13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.