



ISGEC HEAVY ENGINEERING LTD.

A-4, Sector-24,
Noida - 201 301 (U.P.) India
Tel.: +91-120-408 5000
Fax: +91-120-408 5100
www.isgec.com

Uploaded on BSE Limited
Website: <http://listing.bseindia.com>

Ho-425-S

July 12, 2018

Manager – Department of Corporate Services,
Bombay Stock Exchange Ltd.,
Registered Office: Floor 25,
P J Towers, Dalal Street,
Mumbai- 400 001

Dear Sir/Madam,

(Scrip Code : 533033, Scrip Id: ISGEC)

Subject: Furnishing Notice of 85th Annual General Meeting under Regulation 30(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We wish to inform you that the 85th Annual General Meeting of the Shareholders has been fixed on Tuesday, August 07, 2018 at 11:30 a.m. at the office premises of Saraswati Sugar Mills Limited, Radaur Road, Yamunanagar-135001, Haryana.

In this regard, please find attached Notice of 85th Annual General Meeting of the Company, which has been dispatched to the Shareholders of the Company.

Further, the 85th Annual General Meeting Notice, Annual Report, Proxy Form, Attendance Slip and instruction for e-voting of Company are also available on the Company's website: www.isgec.com.

Request to kindly take this intimation on record.

Yours faithfully,
For Isgec Heavy Engineering Limited

(S. K. Khorana)
Executive Director and Company Secretary

Encl: As above

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

1

NOTICE

Notice is hereby given that the 85th Annual General Meeting of the Shareholders of Isgec Heavy Engineering Limited will be held on Tuesday, August 07, 2018, 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 standalone financial statements of the Company for the financial year ended March 31, 2018, 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, 2018, together with the Reports of the Auditors thereon.
2. To confirm the payment of Interim Dividend @Rs. 16/- per Equity Share, which has been disbursed.
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.

As Special Business:

4. Commission to Non- Executive Directors:

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

“RESOLVED THAT in accordance with the provision of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof, the Rules framed under the Act and subject to all applicable approval(s) as may be required, the Directors other than the Managing Director and the Whole Time Director, in addition to sitting fees and reimbursement of expenses incurred for attending the meetings of the Board of Directors and its Committees, be collectively paid a commission of 1% of the net profit of the Company computed in the manner referred to in sub-section (1) of Section 198 of the Act, which shall be shared by each such Director equally, with effect from April 01, 2019.

RESOLVED FURTHER THAT if in any relevant financial year the amount of such commission exceeds Rs. 25,000/- per annum for each such Director, then each such Director shall be paid Rs. 25,000/- per annum instead of the amount determined on the basis of 1% of the net profits.

RESOLVED FURTHER THAT if any such Director has held that office for a shorter period in any relevant year, he shall be paid the commission proportionately for that period.

RESOLVED FURTHER THAT if after payment of remuneration to the Managing Director and Whole Time Director, the amount available as Directors remuneration in accordance with the provisions of Section 198 of the Companies Act, 2013, is smaller than any of the amounts mentioned hereto, then such Director shall be entitled to that lesser amount to be shared on the above stipulated basis.”

This resolution shall remain in force for a period of five years with effect from April 1, 2019.

ISGEC HEAVY ENGINEERING LIMITED

2

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

5. Increase in Borrowing Limits:

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

“In supersession of the resolution passed on August 04, 2014, RESOLVED AS A SPECIAL RESOLUTION THAT:-

- i) Pursuant to Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, the Board of Directors of the Company, is hereby authorized to borrow, including non-fund based facilities, from time to time, any sum or sums of money which together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) exceeding the aggregate of the paid up share capital of the Company and its free reserves.
- ii) Provided that the total amount of money so borrowed shall not, at any time, exceed the limit of Rs. 5,000 crore (Rupees Five Thousand Crore only).

RESOLVED FURTHER THAT in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby given to the Board of Directors for creation of charges / mortgages / pledges / hypothecations / security on all or any of the moveable and /or immovable properties and tangible and intangible assets of the company, both present and future in such manner as the Board may deem fit, in favour of the Lenders for securing the borrowings availed or to be availed by the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred.”

6. Ratification of remuneration of the Cost Auditors for the financial year ending March 31, 2019:

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 financial year ending March 31, 2019, 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 12, 2018

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

ISGEC HEAVY ENGINEERING LIMITED

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

CIN: L23423HR1933PLC000097

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

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

3

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 herewith.

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 hardcopy 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@isgrec.com.
 7. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) and Bank details by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN and Bank details to their DP(s) with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit their PAN and Bank details to the Company / M/s. Alankit Assignments Limited.
 8. The Securities and Exchange Board of India vide its notification no. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 has prescribed for effecting transfer of securities held in physical form shall not be processed unless securities are held in dematerialized form with a depository. This amendment shall come into force on the one hundred and eightieth day from the date June 14, 2018. All the shareholders holding shares in physical form are further being advised to convert their shareholding from Physical form to Demat form with a Depository Participant of their choice.
 9. The Notice, Annual Report and other documents circulated to members are also available on the Company's website www.isgrec.com.
-

ISGEC HEAVY ENGINEERING LIMITED

4

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

10. Book Closure:

The Register of Members and Share Transfer Books of the Company shall remain closed from July 31, 2018 to August 07, 2018 (both days inclusive).

11. 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.

12. Transfer of Unclaimed Dividend amount/Shares to the Investor Education and Protection Fund (IEPF):

Members wishing to claim dividends that remain unclaimed are requested to correspond with the Registrar and Share Transfer Agent or the Company Secretary, at the Company's registered office. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, as per Section 124 of the Companies Act, 2013 ("Act") will be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Act, and applicable rules.

Details of the unclaimed dividend and particulars with respect to corresponding shares due for transfer to the IEPF are available on the Company's website www.isgec.com under the section "Unclaimed Dividends."

13. 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.

14. 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 the Institute of Company Secretaries of India, relating to the Special Business to be transacted at the Meeting is annexed hereto.
15. 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	Ranjit Puri
Date of Birth (dd/mm/yyyy)	04/03/1940
Age (in years)	78
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

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

5

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)	<p>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 continue to progress.</p> <p>Mr. Ranjit Puri has been associated with various Industrial Associations.</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 Division;ii) The Boilers and Pressure Vessels Division;iii) The Raw Materials Committee;iv) The Capital Goods Committee;v) The Industrial Relations Committee;vi) 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 States;ii) CII Trade Missions to Bhutan and Iran. <p>Mr. Ranjit Puri was also Governor of Indian Institute of Technology, Kanpur.</p> <p>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>The Board recommends re-appointment of Mr. Ranjit Puri as Director.</p>
Number of Meetings of the Board attended during the year	Six
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

ISGEC HEAVY ENGINEERING LIMITED

6

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

Chairman/ Member of Committee of the Board of Companies in which he is a Director	Isgec Heavy Engineering Limited: - Chairman- Stakeholders Relationship Committee and Corporate Social Responsibility Committee Saraswati Sugar Mills Limited: - Member- Nomination and Remuneration Committee, Audit Committee - Chairman- Corporate Social Responsibility Committee
Shareholding of Director as on March 31, 2018	(6,59,201 shares) 8.97%

16. 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 **August 04, 2018 at 9:00 a.m.** and ends on **August 06, 2018 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 31, 2018, 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 06, 2018. 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: NSDL e-voting system consists of “Two Steps” which are mentioned below:
 - A. **Step 1 : Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>**
 - (a) Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
 - (b) Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
 - (c) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

ISGEC HEAVY ENGINEERING LIMITED

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

CIN: L23423HR1933PLC000097

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

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

7

(d) Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

(e) Your password details are given below:

- (i) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - (ii) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - (iii) How to retrieve your 'initial password'?
 - (iiia) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (iiib) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
 - (f) If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:
 - (i) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - (ii) "**Physical User: Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - (iii) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - (g) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 - (h) Now, you will have to click on "Login" button.
 - (i) After you click on the "Login" button, Home page of e-voting will open.
-

ISGEC HEAVY ENGINEERING LIMITED

8

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

B. Step 2: cast your vote electronically on NSDL e-voting system:

- (a) After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
- (b) After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
- (c) Select “EVEN” of company for which you wish to cast your vote.
- (d) Now you are ready for e-voting as the Voting page opens.
- (e) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- (f) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (g) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (h) Once you confirm your vote on the resolutions, you will not be allowed to modify your vote.

iv) General Guidelines for shareholders:

- (a) 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to bajajin@gmail.com with a copy marked to evoting@nsdl.co.in.
 - (b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
 - (c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.
- v) 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.(a) to B.(h) above, to cast 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 31,2018.
- 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 31, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Company/RTA.
-

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

9

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.nsd.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 AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 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 alongwith 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 12, 2018

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

ISGEC HEAVY ENGINEERING LIMITED

10

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

ANNEXURE TO THE NOTICE DATED JULY 12, 2018

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND AS PER SECRETARIAL STANDARD - 2 (SS - 2) ON "GENERAL MEETINGS":

Item No. 4:

Shareholders in Annual General Meeting held on February 11, 2014, approved payment of commission not exceeding Rs. 25,000/- p.a. to each of the Director other than the Managing Director and the Whole Time Director. The approval is valid up to September 30, 2019.

The proposed resolution seeks renewal of Shareholders' Approval for a further period of five years from 1st April, 2019 to 31st March, 2024. There is no change in the terms of approval.

All the Directors are interested in the resolution to the extent of commission sought to be paid. Mr. Aditya Puri, Managing Director and Mrs. Nina Puri, Whole Time Director, are also interested in the resolution being son and wife, respectively of Mr. Ranjit Puri, Chairman. None of the Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 05:

Under Section 180 of the Companies Act, 2013 the Shareholders' consent is required by way of special resolution, to borrow monies in excess of the aggregate of the paid-up share capital and free reserves. The consent so given by the Shareholders should state the limits up to which the borrowing can be made. Shareholders in Annual General Meeting held on August 04, 2014, approved the limit of Rs. 3,500 crore (Rupees Three Thousand Five Hundred Crore only). The Board of Directors feel that the limit need to be increased to Rs. 5,000 crore (Rupees Five Thousand Crore only), because of expected growth in the business of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are interested in the resolution.

Item No. 6:

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, 2019. 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

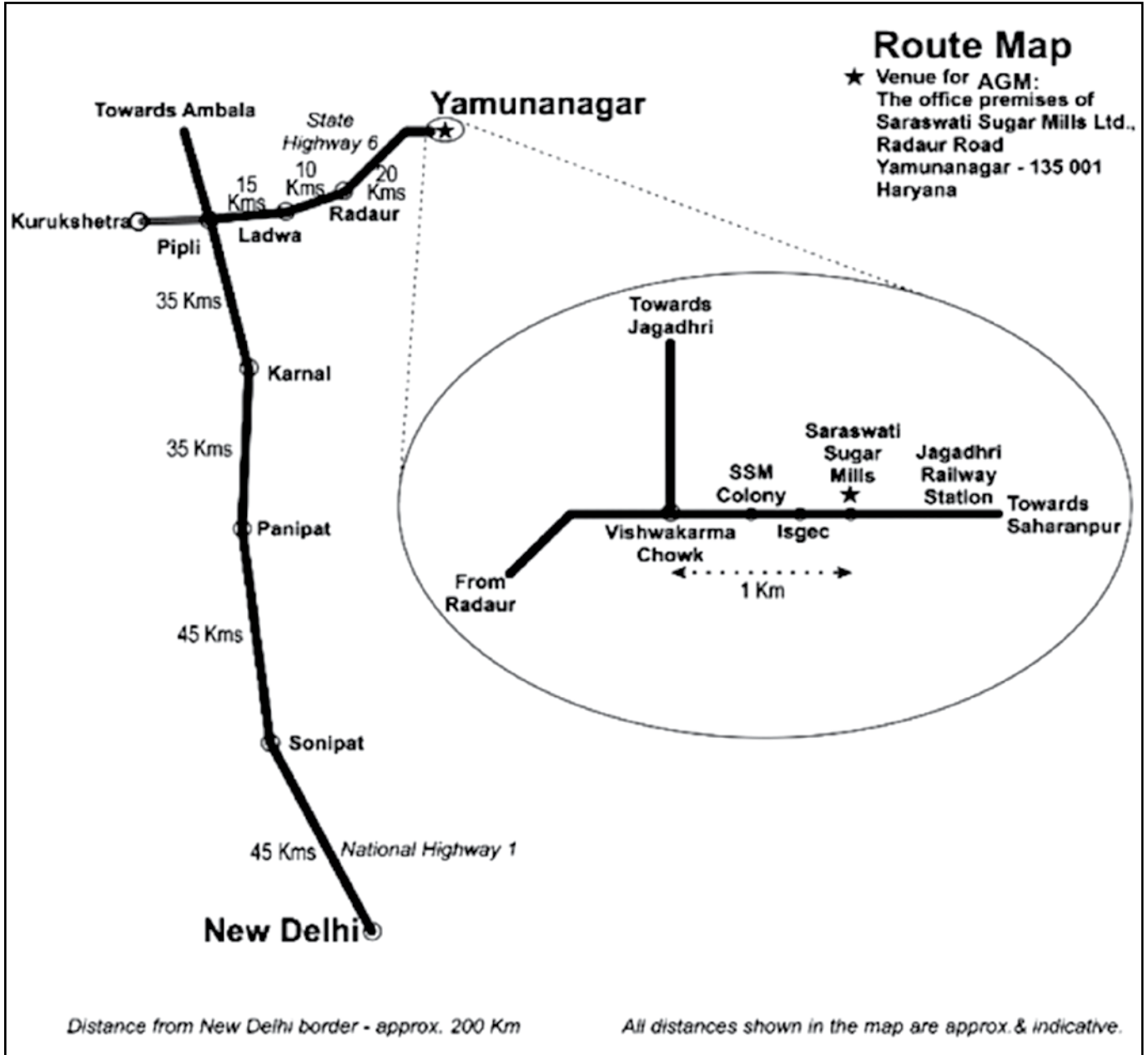
Registered Office: Radaur Road, Yamunanagar - 135001, Haryana.

CIN: L23423HR1933PLC000097

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

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

11



Form No. MGT-11
Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L23423HR1933PLC000097

Name of the Company: ISGEC HEAVY ENGINEERING LIMITED

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

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 85th Annual General Meeting of the company, to be held on Tuesday, August 07, 2018 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 standalone financial statements of the Company for the financial year ended March 31, 2018, 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, 2018, together with the Reports of the Auditors thereon.	Ordinary Resolution
2.	To confirm the payment of Interim Dividend @ Rs. 16/- per Equity Share, which has been disbursed.	Ordinary Resolution
3.	To appoint a Director in place of Mr. RanjitPuri (DIN: 00052459), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution

Special Business

Item No.	Description of Resolution	Type of resolution
4.	Commission to Non- Executive Directors other than Managing Director and Whole Time Director within the prescribed limit of 1% of net profit of the Company.	Ordinary Resolution
5.	Increase in Borrowing Limits from Rs. 3,500 crore to Rs. 5,000 crore as per section 180(1) (c) of the Companies Act, 2013.	Special Resolution
6.	Ratification of remuneration of the Cost Auditors for the financial year ending March 31, 2019.	Ordinary Resolution

Signed this..... day of..... 2018

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.