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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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## NOTICE

Notice is hereby given that the 82<sup>nd</sup> Annual General Meeting of the Shareholders of Isgec Heavy Engineering Limited will be held on Saturday, August 8, 2015, at 11:00 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, 2015, 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, 2015.
2. To confirm payment of Interim Dividend already made @ Rs. 10/- per Equity Share and to declare Final Dividend on Equity Shares for the year ended March 31, 2015.
3. To appoint a Director in place of Mrs. Nina Puri (DIN: 01316769), who retires by rotation and is eligible for re-appointment.
4. To appoint M/s. S.S. Kothari Mehta & Co., Chartered Accountants, the retiring auditors, to hold office as auditors of the Company, from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

### **As Special Business:**

5. 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 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013, subject to the approval of the Banks and Financial Institutions, if required, consent of the Company be and is hereby accorded for the re-appointment of Mr. Aditya Puri (DIN 00052534) as Managing Director of the Company for a further period of 5 years upto April 30, 2021 with effect from May 1, 2016 on terms and conditions and remuneration as set out below:

- i) That Mr. Aditya Puri (DIN 00052534) shall be the Managing Director and Principal Officer of the Company and subject to the control and supervision of the Board of Directors of the Company. He shall have the general conduct and management of the business and affairs of the Company with such powers as the Board may vest in him, from time to time, by way of Power of Attorney or otherwise.
  - ii) That Mr. Aditya Puri (DIN 00052534) shall not be liable to retire from Directorship by rotation.
  - iii) That Mr. Aditya Puri will be entitled to following remuneration subject to the limits laid down in Sections 197 and 198 and Schedule V to the Companies Act, 2013:
    - I. Salary - Rs. 5,00,000/- (Rupees Five Lacs only) per month.
    - II. Perquisites and Allowances - Perquisites and allowances in the form of Housing, Furnishing, Gas, Electricity, Water, Medical Reimbursement, Leave Travel Concession, Club Fees, Personal Accident Insurance and in any other form shall also be allowed in addition to salary, as may be determined by the Board from time to time. Provided that the aggregate of salary, perquisites and allowances shall not exceed Rs. 5,10,000/- (Rupees Five Lacs Ten Thousand only) per month.
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- III. Commission - Mr. Aditya Puri (DIN 00052534), Managing Director, will also be allowed remuneration by way of commission in addition to salary, perquisites and any other allowance, benefit or amenity. The amount of commission would be such that aggregate of remuneration by way of salary, perquisites and allowances, commission etc. payable to Mr. Aditya Puri, Managing Director, shall not exceed 5% of the net profits of the Company in a particular financial year as computed in the manner referred to in Section 197 and Section 198 of the Companies Act, 2013.
- IV. Provided that the aggregate amount of remuneration payable to Mr. Aditya Puri (DIN 00052534), Managing Director and Mrs. Nina Puri (DIN: 01316769), Whole-time Director in a particular financial year will be subject to the overall ceiling laid down in Section 197 of the Companies Act, 2013.
- iv) That Mr. Aditya Puri (DIN 00052534) shall not be entitled to any sitting fee for attending meetings of the Board / Committees.
- v) That in case Mr. Aditya Puri (DIN 00052534), Managing Director, draws remuneration from any other company, the total remuneration drawn from all the companies will not exceed the higher maximum limit admissible from any of the companies of which he is a managerial person.
- vi) That the Board of Directors of the Company/ Nomination and Remuneration Committee thereof are authorized to re-fix his salary to comply with the aforesaid condition.
6. 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, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 or any statutory modification or re-enactment thereof, M/s Jugal K. Puri & Associates, Cost Accountants, (Firm Registration No. 000207), Plot No. 3, Sector-22, Gurgaon-122015 appointed as Cost Auditor by the Board of Directors of the Company to conduct the cost audit of cost accounts maintained by the Company, for the year ending March 31, 2016, be paid the remuneration of Rs. 75,000/- (Rupees Seventy Five Thousand Only).

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, Isgpec Heavy Engineering Limited

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

Dated: 9<sup>th</sup> July, 2015

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

## 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.

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2. 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.
  3. The members/ proxies/ authorized representatives are advised to bring original photo identity for verification, if required.
  4. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
  5. **Reports for financial year ended March 31, 2015:**  
Copy of the relevant Board's Report, Auditors' Report and the Financial Statements are enclosed.
  6. **Book Closure:**  
The Register of Members and Share Transfer Books of the Company shall remain closed from August 1, 2015 to August 8, 2015 (both days inclusive).
  7. **Payment of Dividend:**  
The Dividend on Equity Shares for the financial year ended March 31, 2015, will be paid after declaration by the members:-
    - (i) In respect of shares held in physical form, to those members whose names appear on the Register of Members of the Company on August 8, 2015, after giving effect to all valid share transfers lodged with the Company on or before July 31, 2015.
    - (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 and Central Depository Services (India) Limited as at the end of business hours on July 31, 2015.
  8. 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 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.
  9. Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Rules made thereunder, 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.
  10. A Statement pursuant to Section 102(1) of the Companies Act, 2013 and as per Secretarial Standard - 2 (SS-2) on "General Meetings", relating to the Special Business to be transacted at the Meeting is annexed hereto.
  11. Members may also note that the Notice of the 82<sup>nd</sup> Annual General Meeting and the Reports for the financial year ended March 31, 2015 is also available on the Company's website [www.isgcec.com](http://www.isgcec.com).
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12. Pursuant to Clause 49 of the Listing Agreement with Bombay Stock Exchange Ltd. 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	Mrs. Nina Puri
Date of Birth (dd/mm/yyyy)	23.05.1943
Age (in years)	72
Date of Appointment	16.02.2007
Qualification	B.A.Honours (History) – Delhi University, M.A.(History)- Georgetown University, Washington D.C., Ph.D-Modern India History – Kurukshetra University
Board position held	Whole-time Director
Terms and conditions of re-appointment	Liable to retire by rotation
Nature of her expertise in specific function areas along with experience (in years)	Company Director Experience: 49 years
Other Directorship	Jullundur Auto Sales Corporation Limited
Chairperson / Member of Committee of the Board of Companies of which she is a Director	-
Shareholding of Non-Executive Directors as stated in Clause 49 (IV)(E)(v)	Not Applicable

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

- i) In compliance with 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 Clause 35B of the Listing Agreement, the Company is pleased to provide its members, facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
- ii) The remote e-voting period commences on 5<sup>th</sup> August, 2015 (9:00 am) and ends on 7<sup>th</sup> August, 2015 (5:00 pm). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 1<sup>st</sup> August, 2015, 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 7<sup>th</sup> August, 2015. 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 Participants(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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- (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 [rkvac@gmail.com](mailto:rkvac@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 Sl. No. 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 1<sup>st</sup> August, 2015.
- 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. 1<sup>st</sup> August, 2015, 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
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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) M/s. Ranjeet Verma & Associates, Practicing Company Secretaries (Membership No. FCS 6814) has been appointed as the Scrutinizer for providing facility to the members of the Company 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: 9<sup>th</sup> July, 2015

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

**ANNEXURE TO THE NOTICE DATED JULY 9, 2015  
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 present term of office of Mr. Aditya Puri, Managing Director expires on April 30, 2016. The Board of Directors of the Company in their meeting held on May 26, 2015, subject to the approval of the Company in general meeting and such other approvals as may be necessary under any financial agreements, re-appointed Mr. Aditya Puri as Managing Director for a period from May 1, 2016 to April 30, 2021 on the terms and remuneration (as recommended by the Nomination and Remuneration Committee) as detailed in the aforesaid Resolution.
  - b) The remuneration and terms of appointment are in accordance with Section 197 of the Companies Act, 2013 and the rules made thereunder read with Schedule V to the Companies Act, 2013.
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- c) Apart from Mr. Aditya Puri, who is interested himself, Mr. Ranjit Puri, Chairman and Mrs. Nina Puri, Whole-time Director, are interested in the resolution being father and mother respectively of Mr. Aditya Puri. Apart from them none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

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

- d) Further, pursuant to Clause 49 of the Listing Agreement with BSE Ltd. and as per Secretarial Standard - 2 (SS-2) on "General Meetings", the particulars of Mr. Aditya Puri, are given hereunder:-

Name of the Director	Mr. Aditya Puri
Date of Birth (dd/mm/yyyy)	04.12.1967
Age (in years)	47
Date of Appointment	01.05.1996
Qualification	B.A. (Honours), M.A. (CANTAB)ECON. from Cambridge University (U.K.)
Board position held	Managing Director
Terms and conditions of re-appointment	As per resolution given in the Notice
Nature of his expertise in specific function areas along with experience (in years)	Industrialist, Managing Companies Experience: 23 years
Other Directorship	i) Isgec Exports Limited ii) Isgec Covema Limited iii) Isgec Engineering & Projects Limited iv) Isgec Hitachi Zosen Limited v) Isgec Foster Wheeler Boilers Private Limited vi) Isgec Titan Metal Fabricators Private Limited vii) The Yamuna Syndicate Limited viii) Saraswati Sugar Mills Limited ix) Jullundur Motor Agency (Delhi) Limited x) JMA Rane Marketing Limited
Chairperson / Member of Committee of the Board of Companies of which he is a Director	<b>Isgec Hitachi Zosen Limited:</b> - Chairman-Audit Committee <b>The Yamuna Syndicate Limited:</b> - Member- Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee <b>Saraswati Sugar Mills Limited:</b> - Member- Stakeholders Relationship Committee and Corporate Social Responsibility Committee <b>Jullundur Motor Agency (Delhi) Limited:</b> - Member- Audit Committee
Shareholding of Non-Executive Directors as stated in Clause 49 (IV)(E)(v)	Not Applicable

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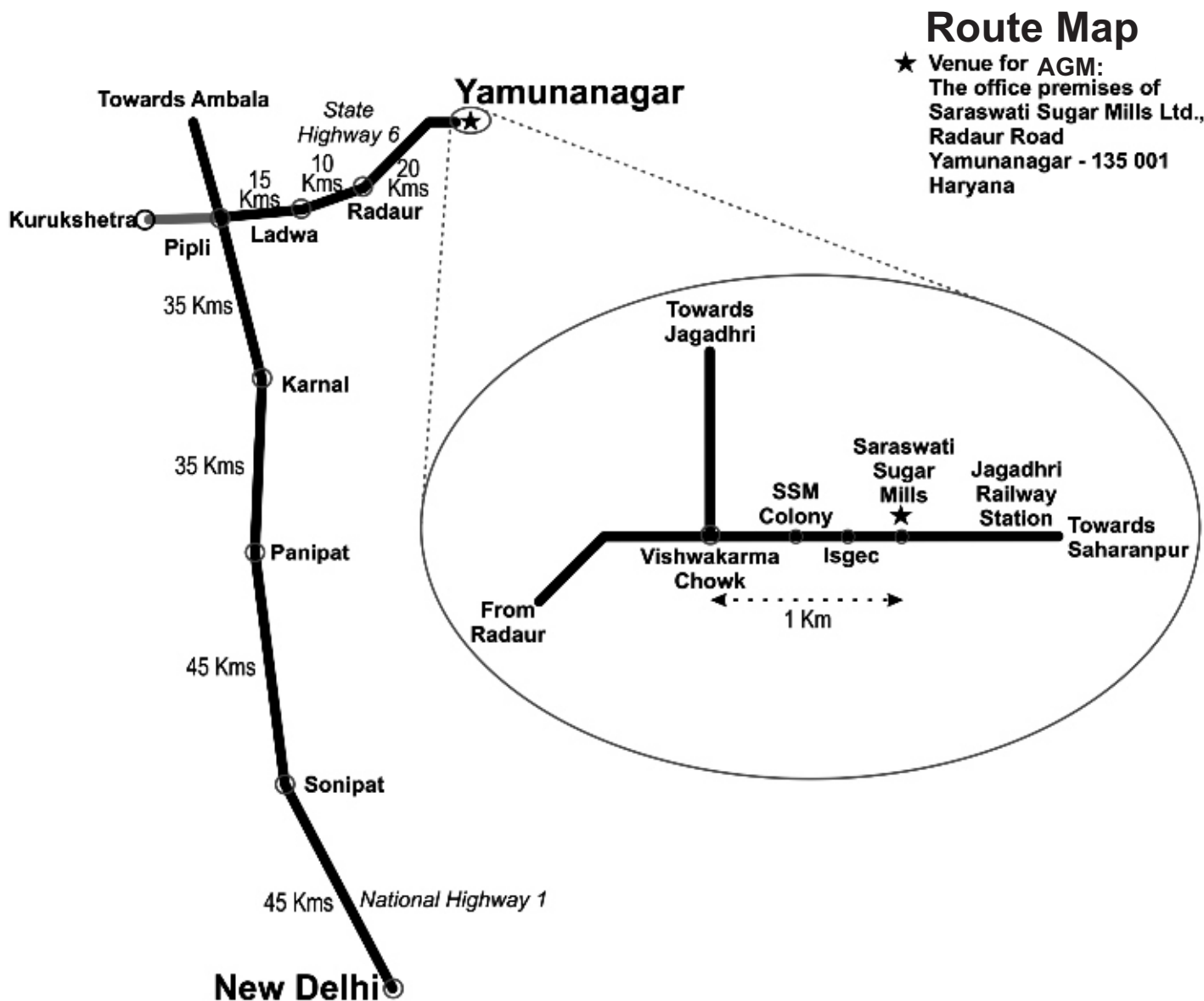
Ph.: 01732 - 661061/62, Fax No.: 01732 - 250991

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## 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 accounts maintained by the Company, for the year ending March 31, 2016. 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.



Distance from New Delhi border - approx. 200 Km

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



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## Form No. MGT-11

### Proxy form

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

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

- Name : .....  
Address : .....  
E-mail Id : .....  
Signature : .....or failing him
- Name : .....  
Address : .....  
E-mail Id : .....  
Signature : .....or failing him
- Name : .....  
Address : .....  
E-mail Id : .....  
Signature : .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 82nd Annual general meeting of the company, to be held on the 8th day of August, 2015 at 11.00 a.m. at the office premises of Saraswati Sugar Mills Limited, Radaur Road, Yamunanagar, 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, 2015, the 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, 2015.	Ordinary Resolution
2.	To confirm payment of Interim Dividend already made @ Rs. 10/- per Equity Share and to declare Final Dividend on Equity Shares for the year ended March 31, 2015.	Ordinary Resolution
3.	To appoint a Director in place of Mrs. Nina Puri (DIN: 01316769), who retires by rotation and is eligible for re-appointment.	Ordinary Resolution
4.	To appoint M/s. S.S. Kothari Mehta & Co., Chartered Accountants, the retiring auditors, to hold office as auditors of the Company, from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.	Ordinary Resolution

#### Special Business

5.	Re-appointment of Mr. Aditya Puri as Managing Director of the Company	Ordinary Resolution
6.	Ratification of the Remuneration to be paid to the Cost Auditors of the Company for the financial year ending March 31, 2016.	Ordinary Resolution

Signed this..... day of..... 2015

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 82<sup>nd</sup> ANNUAL GENERAL MEETING of the Company held on Saturday, August 8, 2015 at 11:00 a.m. at the office premises of Saraswati Sugar Mills Limited, Radaur Road, Yamunanagar, Haryana.

\* Applicable for shareholders holding shares in electronic form.

\_\_\_\_\_  
Signature of Shareholder / Proxy

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