



## ISGEC HEAVY ENGINEERING LIMITED

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

CIN: L23423HR1933PLC000097

Ph.: 01732 – 661061, 661158

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

# NOTICE

Notice is hereby given that the 89<sup>th</sup> Annual General Meeting (AGM) of Isgec Heavy Engineering Limited (the Company) will be held on Wednesday, August 24, 2022 at 11:30 a.m. (IST) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) for which purpose the Registered Office of the Company situated at Radaur Road, Yamunanagar-135001, Haryana, shall be deemed as the venue for the Meeting and the proceedings of the AGM shall be deemed to be made thereat, to transact the following business:

### AS ORDINARY BUSINESS:

**1. Adoption of Audited Standalone Financial Statements:**

To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon.

**2. Adoption of Audited Consolidated Financial Statements:**

To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2022, together with the Report of the Auditors thereon.

**3. Declaration of Dividend:**

To declare Dividend of Rs. 2/- per Equity Share of Re.1/- each, as recommended by the Board of Directors, for the financial year ended March 31, 2022.

**4. Appointment of Mr. Kishore Chatnani (DIN No. 07805465) as Director, liable to retire by rotation:**

To appoint a Director in place of Mr. Kishore Chatnani (DIN No. 07805465), who retires by rotation and being eligible, offers himself for re-appointment.

**5. Re-appointment of Statutory Auditors:**

To consider and if thought fit, to pass 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 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Audit Committee and the Board of Directors, M/s. SCV & Co. LLP, Chartered Accountants, having Firm Registration No. 000235N/N500089, be and are hereby re-appointed as the Statutory Auditors of the Company for the second term of five (5) consecutive years, from the conclusion of this 89<sup>th</sup> Annual General Meeting till the conclusion of the 94<sup>th</sup> Annual General Meeting to be held in the year 2027, at such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.”

### AS SPECIAL BUSINESS:

**6. Appointment of Mrs. Rashi Sikka (DIN: 00320145) as an Independent Director of the Company:**

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, 152 and any other applicable provisions of the Companies Act, 2013 (the “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 Directors at its meeting held on May 28, 2022, in terms of Sections 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 received a 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 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 three (3) years with effect from May 28, 2022 upto and including May 27, 2025 and that she shall not be liable to retire by rotation.”

**7. Ratification of remuneration of the Cost Auditors for the financial year ending March 31, 2023:**

To consider and if thought fit, to pass with or without modification(s), 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, including any statutory modification(s)

or re-enactment(s) thereof for the time being in force, the Company hereby ratifies the remuneration of Rs. 1,25,000/- (Rupees One Lakh Twenty Five Thousand Only) plus out-of-pocket expenses incurred in connection with the audit, payable to M/s. Gopinathan Mohandas & Co., Cost Accountants (Firm Registration Number: 101499), who are appointed by the Board of Directors as Cost Auditors, to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2023.”

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

Place: Noida  
Dated: July 27, 2022

**(Shweta Agrawal)**  
Company Secretary

**NOTES:**

1. In view of the COVID-19 pandemic and the need for ensuring social distancing, the Government of India, Ministry of Corporate Affairs (“MCA”) allowed conducting Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of Members at a common venue. Accordingly, MCA issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 (“MCA Circulars”), prescribing the procedures and manner of conducting the AGM through VC/OAVM. MCA vide its Circular No. 02/2021 dated January 13, 2021, 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 3/2022 dated May 05, 2022 and the Securities and Exchange Board of India (“SEBI”) also vide its Circular dated May 12, 2020 read together with May 13, 2022 permitted holding of AGM through VC/OAVM. In compliance with the applicable provisions of the Companies Act, 2013, MCA Circulars and applicable provisions of the SEBI Circulars, the 89<sup>th</sup> AGM of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only.
  2. Since this General Meeting is held through VC/OAVM the physical attendance of members is dispensed with and no proxies would be accepted by the Company pursuant to the relevant MCA Circulars.
  3. No attendance slip/route map has been sent along with this Notice as the meeting is held through VC/OAVM.
  4. Members who are Shareholders as on Wednesday, August 17, 2022 can join the AGM 30 minutes before the commencement of the AGM i.e. at 11:00 a.m. (IST) and till the time of the conclusion of the Meeting by following the procedure mentioned in this Notice.
  5. The facility of participation at the AGM through VC/OAVM to at least 1000 members on first come first serve basis. However, attendance of Members holding more than 2% of the shares of the Company, Institutional Investors as on Wednesday, August 17, 2022 and Directors and Key Managerial Personnel, the Chairpersons of the Audit Committee, the Nomination and Remuneration Committee, the Stakeholders Relationship and Grievances Committee, the Risk Management Committee, the Corporate Social Responsibility Committee and Auditors will not be restricted on first come first serve basis.
  6. Members attending the Meeting through VC/OAVM will be counted for the purpose of reckoning Quorum under Section 103 of the Companies Act, 2013.
  7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
  8. In Compliance with the aforesaid MCA Circulars and SEBI Circular dated May 13, 2022, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. MCA and SEBI have dispensed with the requirement of printing and sending physical copies of the Annual Report and the Notice of the AGM. The Members may note that the Notice calling the AGM along with the Annual Report 2021-22 has been uploaded on the website of the Company at [www.isgsec.com](http://www.isgsec.com) in Investor Relations Section under Notices to the Shareholders tab and under Annual Report tab. The Notice of the AGM along with Annual Report 2021-22 can also be accessed from the websites of the BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and on the website of the National Securities Depository Limited (NSDL) (agency for providing the Remote e-voting and e-voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- The Company has also published an advertisement in the newspapers containing the details about the AGM i.e. the conduct of the AGM through VC/OAVM, date and time of the AGM, availability of notice of the AGM along with Annual Report 2021-22 at the Company’s website and manner of registering the email IDs, Mobile No. and bank mandate of those Members who have not registered the said details with the Company/ Company’s Share Transfer Agent, M/s. Alankit Assignments Limited.
9. Those Members who have not yet registered their email address are requested to get their email address registered by following the procedure given below:
    - a) Members who have not registered their email address and mobile nos. including address and bank details may please contact and validate/update their details with their respective Depository Participant in case of shares held in electronic form and in case the shares are held in physical form, with Registrar and Share Transfer Agents, M/s. Alankit Assignments Ltd., at [rta@alankit.com](mailto:rta@alankit.com) or [ramap@alankit.com](mailto:ramap@alankit.com)
    - b) Members who have already registered their email address are requested to get their email address validated with their Depository Participant / the Company’s Registrar and Share Transfer Agent, M/s. Alankit Assignments Ltd., to enable servicing of

notices / documents / Annual Reports electronically to their email address.

10. The information required to be provided under the SEBI (Listing Obligations and Disclosure Requirements Regulations), 2015 and the Secretarial Standard on General Meetings, regarding the Directors who are proposed to be appointed/re-appointed and the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under items 5 to 7 set out above are annexed hereto.

**11. Book Closure:**

The Register of Members and Share Transfer Books of the Company shall remain closed from **Thursday, August 18, 2022 to Wednesday, August 24, 2022 (both days inclusive)**.

**12. Electronic Clearing Service (ECS)**

The Members who have not opted for ECS facility are requested to fill up the enclosed KYC form and return it to the Company's Share Transfer Agent, M/s. Alankit Assignments Ltd., to avail the ECS facility. Please refer to the KYC Form being enclosed with this Notice.

**13. Payment of Dividend:**

Dividend on Equity Shares for the financial year ended March 31, 2022, will be paid after declaration by the members:-

- (i) In respect of shares held in physical form, to those members, whose names appear in the Register of Members of the Company on August 24, 2022, after giving effect to all valid transmission and transposition request lodged with the Company on or before August 17, 2022.
- (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 August 17, 2022.

Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ RTA (in case of shares held in physical mode) and depositories (in case

of shares held in demat mode). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to the Company at [roynr@isgpec.com](mailto:roynr@isgpec.com) or to its Registrar and Share Transfer Agent, M/s. Alankit Assignments Limited (RTA) at [rta@alankit.com](mailto:rta@alankit.com) or [ramap@alankit.com](mailto:ramap@alankit.com) by August 10, 2022. The aforementioned documents can also be uploaded through the link <https://einward.@alankit.com>.

Shareholders are requested to refer to communication on this subject sent by the Company to them through e-mail or may visit the Company website [www.isgpec.com](http://www.isgpec.com), for further details and forms/formats of declaration. Kindly note that the relevant documents should be emailed to RTA at [rta@alankit.com](mailto:rta@alankit.com) or [ramap@alankit.com](mailto:ramap@alankit.com). You can also email the same to [roynr@isgpec.com](mailto:roynr@isgpec.com). No communication on the tax determination / deduction shall be entertained after August 17, 2022. In case tax on dividend is deducted at a higher rate in the absence of receipt of the aforementioned details / documents, you would still have the option of claiming refund of the excess tax paid at the time of filing your income tax return. No claim shall lie against the Company for taxes so deducted at higher rate. Copies of the TDS certificate will be emailed to you at your registered email ID in due course, post payment of dividend.

14. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013 and the relevant documents referred to in the accompanying Notice and the Explanatory Statement will be made available electronically for inspection by the members of the Company, upto the date of the AGM. Members seeking inspection of such documents can send an email at [roynr@isgpec.com](mailto:roynr@isgpec.com).

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

The Members wishing to claim dividends that remain unclaimed are requested to correspond with M/s. Alankit Assignments Ltd., Registrar and Share Transfer Agent at Alankit House, 4E/2, Jhandewalan Extn., New Delhi-110055 (Phone Number- 011-42541234, 23541234) and email at [rta@alankit.com](mailto:rta@alankit.com) or the Company Secretary, at the Company's registered office and email at [roynr@isgpec.com](mailto:roynr@isgpec.com). The 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, will be transferred

to IEPF, as per Section 124 of the Companies Act, 2013. Shares on which dividend remains unclaimed for seven consecutive years will be transferred to IEPF as per Section 124 of the Companies Act, 2013 and applicable rules.

Details of the unclaimed dividend and particulars with respect to corresponding shares due for transfer to IEPF are available on the Company's website [www.isgsec.com](http://www.isgsec.com) under Section "Unclaimed Dividends".

16. SEBI has recently mandated furnishing of PAN, KYC details (i.e. Postal Address with Pin Code, email address, mobile number, and bank account details) and nomination details by holders of securities. Effective from January 1, 2022, any service requests or complaints received from the member, will not be processed by RTA till the aforesaid details/documents are provided to RTA. On or after April 01, 2023, in case any of the above cited documents/details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at <https://www.isgsec.com/investor-service-request.php>
17. SEBI has decided that securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialize shares held by them in physical form.
18. **Nomination:**

Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, the Members are entitled to make nomination in respect of shares held by them in physical form. The Members desirous of making nominations are requested to send their requests in Form SH-13 to the Registrar and Share Transfer Agent M/s. Alankit Assignments Limited.
19. **Instructions for attending the AGM through VC/OAVM:**
  - (a) The Company has appointed National Securities Depository Limited (NSDL), to provide VC/OAVM facility for the AGM.
  - (b) Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access the meeting by following the steps mentioned in this Notice for "Access to NSDL e-voting system". After successful login, you can see the link of VC/OAVM placed under

Join General Meeting menu against the Company name. You are requested to click on the VC/OAVM link placed under Join General Meeting menu.

- (c) Please note that the members who do not have the User ID and Password for e-voting or have forgotten their User ID and Password may retrieve the same by following the instructions mentioned in this notice.
- (d) Members can participate in the AGM through smart phone/laptop. However, for better experience and smooth participation, it is advisable to join the Meeting using Google Chrome, by Laptops connected through broadband.
- (e) Further, Members will be required to use Internet with a good speed to avoid any disturbance during the meeting.
- (f) Please note that Participants connecting from Mobile Devices or Tablets or through Laptop via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is, therefore, recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (g) **Questions and queries:**

Members seeking any information with regard to accounts or any matter placed at the AGM, are requested to write to the Company on or before Saturday, August 20, 2022 through email on [cfo@isgsec.com](mailto:cfo@isgsec.com) or [roynr@isgsec.com](mailto:roynr@isgsec.com). Please note that members queries/ questions will be responded to only if the Shareholder continues to hold the shares as on the **cut-off date** i.e. **Wednesday, August 17, 2022**.
- (h) **Speaker Registration:**

Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number to [roynr@isgsec.com](mailto:roynr@isgsec.com) what is the Whole-time Saturday, August 20, 2022. Those Members who have registered themselves as a speaker and have received a confirmation from the Company will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

## 20. E-voting:

The businesses as set out in the Notice may be transacted through electronic voting system and the Company will provide a facility for voting by electronic means. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Secretarial Standard on General Meetings and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer the facility of voting through electronic means. The said facility of casting the votes by the members using electronic means will be provided by the National Securities Depository Limited (NSDL).

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 of Wednesday, August 17, 2022 shall be entitled to avail the facility of remote e-voting or e-voting on the day of the Meeting. Persons who are not members as on the cut-off date should treat this notice for information purposes only.

The members who have cast their vote through remote e-voting prior to the AGM may also attend the AGM through VC/OAVM but shall not be entitled to cast their vote again.

The remote e-voting period commences on **Sunday, August 21, 2022 at 09:00 A.M. (IST)** and ends on **Tuesday, August 23, 2022 at 05:00 P.M. (IST)** During this period, members of the Company holding shares either in physical or dematerialised form, as on the cut-off date of Wednesday, August 17, 2022, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter.

### Instructions for e-voting during the AGM:

The e-voting window shall be activated upon instructions of the Chairman or the duly authorized officers during the AGM proceedings.

Only those Shareholders, who are present in the AGM and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.

The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **Wednesday, August 17, 2022**, are entitled to vote on the Resolutions set forth in this Notice. Eligible members who have acquired shares after the dispatch of the Annual Report and holding shares as of the cut-off date i.e. Wednesday, August 17, 2022, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or to the Company at [roynr@isgrec.com](mailto:roynr@isgrec.com). 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 don't remember your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on <https://evoting.nsdl.com> or call on toll free no. 1800 1020 990 or 1800 22 44 30.

Members are requested to follow the instructions given in this notice to cast their votes through e-voting.

The detailed steps on the process and manner for remote e-voting/e-voting at the AGM and to access the VC/OAVM facility at the AGM are as follows:

### Step 1: Access to NSDL e-voting system





### Step 2: Cast your vote electronically and join virtual meeting on NSDL e-voting system.

Details on Step 1: Access to NSDL e-voting system are mentioned below:

#### I. Login method for remote e-voting and joining virtual meeting for Individual Shareholders holding securities in demat mode.

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  App Store         </div> <div style="text-align: center;">  Google Play         </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with the Central Depository Services (India) Limited (CDSL)</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> </ol>

Type of shareholders	Login Method
	3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a> 4. Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon login, you will be able to see e-Voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Securities held with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 or 1800 22 44 30
Securities held with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**II. Login Method for e-voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

How to Log-in to NSDL e-voting website?

1. 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.
2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.



5. 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 (E-Voting Event 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***

6. Your password details are given below:

- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b) 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.
- c) How to retrieve your 'initial password'?
  - i) If your e-mail 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 from [evoting@nsdl.com](mailto:evoting@nsdl.com). 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'.
  - ii) In case you have not registered your e-mail address with the Company/Depository, please follow instructions mentioned below in this notice.

7. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on <https://evoting.nsdl.com>
  - b) Click on "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on <https://evoting.nsdl.com>
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the One Time Password (OTP) based login for casting the votes on the e-voting system of NSDL.
8. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. After you click on the "Login" button, home page of e-voting will open.

**Details on Step 2: Cast your vote electronically and join virtual meeting on NSDL e-voting system are mentioned below:**

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN 120344" to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-voting as the voting page opens.
4. 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.

5. Upon Confirmation, the message “Vote cast successfully” will be displayed and you will receive a confirmation by way of a SMS on your registered mobile number from depository.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### General Guidelines for shareholders

1. 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](http://www.evoting.nsdl.com) to reset the password.
2. In case of any queries relating to e-voting you may refer to the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of <https://evoting.nsdl.com> or call on toll free no.: 1800 1020 990 or 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
3. Members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing demat account number / Folio number, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card). If you are an Individual Shareholder holding securities in demat mode, you are requested to refer to the login method explained above.

Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / 1800 1020 990 or 1800 22 44 30 or contact Mr. Amit Vishal, Senior Manager at [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in) or Ms. Pallavi Mhatre, Senior Manager at [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in)

The Company has appointed Mr. Pramod Kothari, Practicing Company Secretary, (Membership No. 7091, COP No. 11532) to act as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.

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 [ppdkothari71@gmail.com](mailto:ppdkothari71@gmail.com), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

In case of any queries, please visit Help and Frequently Asked Questions (FAQs) section available at evoting website <https://evoting.nsdl.com>

Based on the report received from the Scrutinizer, the Company will submit within 2 working days to the stock exchanges details of the voting results as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A Member can opt for only one mode of voting i.e. either through remote e-voting or e-voting at the Meeting. If a Member has cast his vote by remote e-voting, then he will not be eligible to vote at the Meeting.

The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and e-voting on the date of the AGM, in the presence of at least two witnesses, not in the employment of the Company, and make a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or any person authorized by him in writing and the Results shall be declared by the Chairman or any person authorized by him thereafter.

The Results declared along with the Scrutinizer’s Report shall be placed on the website of the Company [www.isgpec.com](http://www.isgpec.com) and on the website of NSDL immediately after the declaration of Results by the Chairman or any person authorized by him in writing. The results shall also be forwarded to the BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) where the shares of the Company are listed.

The recorded transcript of the AGM shall, as soon as possible, be made available on the website of the Company [www.isgpec.com](http://www.isgpec.com) in Investor Relations Section under Proceedings of Annual General Meeting tab.

By Order of the Board of Directors  
For Isgpec Heavy Engineering Limited

Place: Noida  
Dated: July 27, 2022

**(Shweta Agrawal)**  
Company Secretary

**ANNEXURE TO THE NOTICE DATED JULY 27, 2022****EXPLANATORY 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) This Explanatory Statement is in terms of Regulation 36 (5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“SEBI Listing Regulations”], [though statutorily not required in terms of Section 102 of the Companies Act, 2013 (the “Act”).

In accordance with Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014, M/s. SCV & Co., LLP, Chartered Accountants (Firm Registration Number: 000235N/N500089), (formerly known as M/s. S. C. Vasudeva & Co. till March 31, 2018) were appointed as statutory auditors of the Company at the 84<sup>th</sup> AGM held on July 29, 2017 to hold office from the conclusion of the said meeting till the conclusion of the 89<sup>th</sup> AGM to be held in the year 2022. In terms of the provisions of Section 139 of the Act, the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the Company can appoint or re-appoint an audit firm as statutory auditors for not more than two terms of five (5) consecutive years. M/s. SCV & Co., LLP are eligible for re-appointment and have given their consent to act(s) as statutory auditors for a further period of five years. Based on the recommendation of the audit committee, the Board of Directors, at its meeting held on May 28, 2022, approved the re-appointment of M/s. SCV & Co., LLP as the statutory auditors of the Company to hold office for a second term of five (5) consecutive years from the conclusion of the ensuing AGM until the conclusion of the 94<sup>th</sup> AGM to be held in the year 2027. The re-appointment is subject to approval of the shareholders of the Company.

- (b) The proposed remuneration to be paid to M/s. SCV & Co., LLP for audit services for the financial year ending March 31, 2023 is Rs. 30,00,000/- (Rupees Thirty Lakh Only) plus applicable taxes and out-of-pocket expenses. Besides the audit services, the Company would also obtain certifications from the statutory auditors under various statutory regulations and certifications required by clients, banks, statutory authorities, audit related services, as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors on recommendation of the audit committee.
- (c) The Board of Directors on recommendation of the audit committee shall approve revisions to the remuneration of the statutory auditors for the remaining part of the

tenure. The Board of Directors on recommendation of the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the statutory auditors. Considering the evaluation of the past performance, experience and expertise of M/s. SCV & Co., LLP and based on the recommendation of the audit committee, it is proposed to appoint M/s. SCV & Co., LLP as statutory auditors of the Company for a second term of five consecutive years till the conclusion of the 94<sup>th</sup> AGM of the Company in terms of the aforesaid provisions.

- (d) The Board of Directors recommends the resolution at Item No. 5 of the Notice for approval of the Members by way of an Ordinary Resolution.
- (e) None of the Directors / Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in this resolution.

**Item No. 6:**

- (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 (the “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 (Hon.) 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 beneficial for 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.6 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 resolution at Item No. 6 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.
- Item No. 7:**
- (a) In accordance with the provisions of Section 148 of the Companies Act, 2013 (“the Act”) and the Companies (Audit and Auditors) Rules, 2014 (“the Rules”), the Company is required to appoint a Cost Auditor to audit the cost records of the Company for the products specified under Rules issued in pursuance to the above section.
- (b) On the recommendation of the Audit Committee, the Board of Directors had approved the appointment of M/s. Gopinathan Mohandas & Co., Cost Accountants, (Firm Registration Number: 101499) as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company for the Financial Year 2022-23, at a remuneration of ₹1,25,000/- (Rupees One Lakh Twenty Five Thousand Only).
- (c) M/s. Gopinathan Mohandas & Co., Cost Accountants, have furnished certificates regarding their eligibility for appointment as Cost Auditors of the Company. In accordance with the provisions of Section 148 of the Act read with the Rules, the remuneration payable to the Cost Auditor has to be ratified by the Shareholders of the Company. Accordingly, consent of the Shareholders is sought for the aforesaid purpose.
- (d) The Board of Directors recommends the resolution at Item No. 7 of the Notice for approval of the Members by way of an Ordinary Resolution.
- (e) None of the Directors / Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in this resolution.

**(ANNEXURE TO NOTICE DATED JULY 27, 2022)**  
**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE**  
**89<sup>th</sup> ANNUAL GENERAL MEETING**

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings]

Name of the Director	Mr. Kishore Chatnani Whole -time Director & CFO	Mrs. Rashi Sikka Non-Executive Independent Director
Age (in years)	56	49
Date of Appointment on the Board	June 28, 2021	May 28, 2022
Qualifications	Bachelor of Engineering (with specialisation in Industrial Production Engineering) from MPIET, University of Nagpur, India Master of Business Administration (with specialisation in Finance), from Institute of Management Studies, Indore University, India.	Post Graduate Diploma in Management (Finance) from the Indian Institute of Management, Kolkata and B.Com (Hons.) degree from Delhi University.
In case of Independent directors, the Skill and capabilities required for the role and the manner in which the proposed persons meets such requirements	Not Applicable	Mrs. Rashi Sikka possesses good experience and expertise in financial management, financial investments, financial control, taxation and human resource development.
Relationships between Directors, Manager and other Key Managerial Personnel	None	None
Terms and conditions of appointment/re-appointment	Director retiring by rotation and seeking approval for re-appointment	Appointment as a Non-Executive Independent Director. For the detailed terms and conditions of appointment of an Independent Director, please refer Company's website: <a href="https://www.isgpc.com/about-us-independent-directors.php">https://www.isgpc.com/about-us-independent-directors.php</a>
Details of Remuneration sought to be paid*	He is an Executive Director & CFO of the Company and remuneration being paid to him is as per the approval given by the shareholders in their meeting held on September 17, 2021.	She shall be paid remuneration in the capacity of Non-Executive, Independent Director, by way of fee for attending meetings of the Board/ Committees, reimbursement of expenses for participating in the Board and other meetings, and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013, as may be decided by the Board from time to time.

Name of the Director	Mr. Kishore Chatnani Whole -time Director & CFO	Mrs. Rashi Sikka Non-Executive Independent Director
A brief profile including nature of his/her expertise in specific function areas along with experience (in years)	Mr. Kishore Chatnani has more than 30 years' of experience in Finance, Operations, Treasury, Investment Management, M & A and Team leadership	Mrs. Rashi Sikka 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 possess good experience and expertise in financial management, financial investments, financial control, taxation and human resource development.
Number of Meetings of the Board attended during the year	Three (3)	Nil
Directorship held in other companies including listed companies	i) The Yamuna Syndicate Limited ii) Isgec Engineering and Projects Limited iii) Isgec Exports Limited. iv) Isgec Covema Limited v) Free Look Software Private Limited vi) Eagle Press & Equipment Co. Ltd., Canada	Nil
Name of listed entities from which the person has resigned in the past three years	Not Applicable	Not Applicable
Chairman/ Member of Committee of the Other Board of Companies in which he/she is a director	Nil	Nil
Shareholding of Director in the Company including shareholding as a beneficial owner	(1000 shares) along with immediate relatives	Nil

\*For other details such as the number of meetings of the Board attended during FY 2021-22, remuneration last drawn in FY 2021-22 by Mr. Kishore Chatnani, please refer to the corporate governance report which is a part of the Annual Report. Mrs. Rashi Sikka has been appointed w.e.f. May 28, 2022, and was not a Director of the Company in FY 2021-22, and thus information relating to FY 2021-22 is not applicable, hence not stated.

# KYC FORM

(Only for physical shareholding)

To,  
**M/s. Alankit Assignments Limited,**  
Alankit House, 4E/2, Jhandewalan Extn.,  
New Delhi-110055

Date:\_\_\_\_//\_\_\_\_//\_\_\_\_\_

FolioNo:\_\_\_\_\_

No of Shares:\_\_\_\_\_

Dear Sir/ Madam,

**Unit: Isgec Heavy Engineering Limited**

We wish to update the KYC and in this matter are forwarding herewith the required supporting documents by ticking in the appropriate checkbox below

**A For registering PAN of the registered and/ or joint shareholders (as applicable)**

Registered shareholder  Joint holder 1  Joint holder 2  Joint holder 3

Please attach self- attested legible copy of PAN card (exempted for Sikkim Shareholders).

**B For registering Bank details of the registered shareholder**

**1. In cases wherein the original cancelled cheque leaf has the shareholder's name printed**

Aadhar/ Passport/ Utility bill  Original cancelled cheque leaf

**2. In cases wherein the cancelled cheque leaf does NOT contain the shareholder's name printed on it**

Aadhar/ Passport/ Utility bill  Original cancelled cheque leaf  Bank Passbook/ Bank Statement

Please note that bank passbook/ Bank Statement should be duly attested by the officer of the same bank with his signature, name, employee code, designation, bank seal & address stamp, phone no. and date of attestation.

**C For updating the Specimen Signature of the registered and/ or joint shareholders**

**1. In cases wherein the original cancelled cheque leaf has the shareholder's name printed**

Affidavit  Banker verification  Original cancelled cheque leaf

**2. In cases wherein the cancelled cheque leaf does NOT contain the shareholder's name printed on it**

Affidavit  Banker verification  Original cancelled cheque leaf  Bank Passbook/ Bank Statement

• The format of Banker Verification on the website of the Company [www.isgec.com](http://www.isgec.com) under Investor Relations/ Financials/ Compliance Section.

• Please note that Bank passbook/ Bank Statement should be duly attested by the officer of the same bank with his signature, name, employee code, designation, bank seal & address stamp, phone no. and date of attestation.

**D For Updating the email id for the purpose of receiving all communications in electronic mode**

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**E For updating the Mobile No**

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I /We hereby state that the above mentioned details are true and correct and we consent towards updating the particulars based on the self-attested copies of the documents enclosed with this letter by affixing my/our signature(s) to it

Sign:\_\_\_\_\_   
Registered holder

Sign:\_\_\_\_\_   
Joint holder 1

Sign:\_\_\_\_\_   
Joint holder 2

Sign:\_\_\_\_\_   
Joint holder 3