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April 15, 2019

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: Proceedings of Postal Ballot (including E-voting) Process

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Proceedings of the Postal Ballot (including E-voting) Process.

This is for your information and record.

Thanking you,

Yours faithfully,
For Isgrec Heavy Engineering Limited


S. K. Khorana
Executive Director & Company Secretary

Encl: As above.

ISGEC HEAVY ENGINEERING LIMITED

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

CIN: L23423HR1933PLC000097

Dated: April 10, 2019

Proceedings of the Postal Ballot (including E-voting) process for passing Resolutions by the Members of Isgec Heavy Engineering Limited, voting results of which has been announced on Monday, March 18, 2019 at 5:00 p.m. at its Registered Office at Radaur Road, Yamunanagar-135001.

BACKGROUND

Pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act"), read with the Companies (Management and Administration) Rules, 2014, ("Rules") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2015, as amended from time to time and other applicable laws and regulations, the Company had issued a Postal Ballot Notice dated February 9, 2019 containing following items for approval of the Members:

Sl. No.	Item Description	Type of Resolution
1.	Continuation of the directorship of Mr. Vinod Kumar Sachdeva, Non-Executive Independent Director of the Company.	Special resolution
2.	Continuation of the directorship of Mr. Ranjit Puri, Non-Executive Director of the Company.	Special Resolution
3.	Appointment of Mrs. Shivani Hazari as Independent Director.	Ordinary Resolution
4.	Approval of remuneration of Mr. Aditya Puri, Managing Director in terms of Regulation 17(6)(e) of SEBI Amended Listing Regulations for the remaining tenure of his appointment.	Special Resolution
5.	Approval of remuneration of Mrs. Nina Puri, Whole Time Director in terms of Regulation 17(6)(e) of SEBI Amended Listing Regulations for the remaining tenure of her appointment.	Special Resolution
6.	Approval for Sub-Division of Equity Shares of the Company.	Ordinary Resolution
7.	Approval for Alteration of Capital Clause in Memorandum of Association of the Company.	Special Resolution

The Board of Directors had engaged services of National Securities Depository Limited ('NSDL'), to provide E-Voting facility to all the Members as on cut-off date i.e. February 9, 2019. The Voting period commenced on February 15, 2019 at 9:00 a.m. and ended on March 16, 2019 at 5:00 p.m.

The Board of Directors had appointed Mr. Rajinder Kumar Bhalla (Membership no.A-10525) a Practicing Company Secretary, as scrutinizer for scrutinizing the Postal Ballot (Physical and e-voting) process in a fair and transparent manner.

The Notice was sent by electronic mode to the Members whose e-mail addresses were registered with the Depository Participant(s)/Company's Registrar and Share Transfer Agent. Physical copy of the Notice was sent to the Members who had not registered their e-mail addresses. The Postal Ballot Form and a self-addressed pre-paid business reply envelope were also sent to the Members. The said Notice was also placed on the website of the Company www.isgec.com. The Company had completed the dispatches of Postal Ballot Notice along with Postal Ballot Form by February 14, 2019.

The intimation about completion of dispatch of the Postal Ballot Notice and Form/e-voting and the last date for receipt of reply from Members was also intimated to the Members by way of publication of advertisement in the newspapers namely, Business Standard (English language), all editions and in Hari Bhoomi (in Hindi language), Yamunanagar edition, on February 15, 2019.

The Scrutinizer after scrutiny of all Postal Ballot Forms/e-voting has submitted his report on March 18, 2019.

On the basis of Scrutinizer's Report, the Company had declared the results of Postal Ballot/e-voting on March 18, 2019 at 5:00 p.m. at the Registered Office of the Company at Radaur Road, Yamunanagar-135001, as under:-

Resolution No. 1: Special Resolution:

Continuation of the directorship of Mr. Vinod Kumar Sachdeva, Non-Executive Independent Director of the Company:

“RESOLVED AS A SPECIAL RESOLUTION THAT, pursuant to Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and the applicable provisions of the Companies Act, 2013 and relevant Rules made there under, including any statutory modification(s) or re-enactment thereof, for the time being in force, approval of the Members be and is hereby accorded to Mr. Vinod Kumar Sachdeva (DIN: 00454458), Non-Executive Independent Director, who has already attained the age of 75 years to continue as an Independent Director of the Company on and after April 01, 2019 till the expiry of his present term, i.e. up to the conclusion of Annual General Meeting to be held in year 2020.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

Voting Results:**DETAILS OF POSTAL BALLOT RECEIVED:**

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% of total number of vote cast
1.	Total Ballot received	125	12,43,086	100
2.	Less: Invalid Postal Ballot	0	0	-
3.	Net Postal Ballots with valid votes cast	125	12,43,086	100
4.	Postal Ballot with Assent Resolution	125	12,43,086	100
5.	Postal Ballot with Dissent Resolution	0	0	-

DETAILS OF E-VOTING:

Particulars	Number of Members voted through electronic system	Number of shares	% of total number of votes cast
Total Votes Received by electronic mode	78	48,43,747	100
Less: Total no. of Invalid Votes	0	0	-
Total no. of Valid Votes	78	48,43,747	100
Total no Votes with Assent	75	48,41,228	99.94
Total no. Votes with Dissent	3	2,519	0.06

SUMMARY OF POSTAL BALLOT AND E-VOTING:

Particulars	No. of Equity Shares	% of total number of votes cast
Total Valid Votes Cast	60,86,833	100
Assented to Resolution	60,84,314	99.96
Dissented to Resolution	2,519	0.04

Based on the above results and Scrutinizer's Report dated March 18, 2019, the Special Resolution as set out above was declared to have been passed with requisite majority by the members of the Company.

Resolution No. 2: Special Resolution:**Continuation of the directorship of Mr. Ranjit Puri, Non-Executive Director of the Company:**

“RESOLVED AS A SPECIAL RESOLUTION THAT, pursuant to Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and the applicable provisions of the

Companies Act, 2013 and relevant Rules made there under, including any statutory modifications or re-enactment thereof for the time being in force, approval of the Members be and is hereby accorded to Mr. Ranjit Puri (DIN: 00052459), Non-Executive Director, who has already attained the age of 75 years to continue as Non-Executive Director of the Company on and after April 01, 2019. Mr. Ranjit Puri is liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

Voting Results:-

DETAILS OF POSTAL BALLOT RECEIVED:

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% of total number of votes cast
1.	Total Ballot Received	124	10,93,039	100
2.	Less: Invalid Postal Ballot	0	0	
3.	Net Postal Ballots with valid votes cast	124	10,93,039	100
4.	Postal Ballot with Assent Resolution	124	10,93,039	100
5.	Postal Ballot with Dissent Resolution	0	0	-

DETAILS OF E-VOTING:

Particulars	Number of Members voted through electronic voting system	Number of shares	% of total number of votes cast
Total Votes Received by electronic mode	69	4,15,259	100
Less: Total no. of Invalid Votes	0	0	-
Total no. of Valid Votes	69	4,15,259	100
Total no Votes with Assent	62	4,13,524	99.58
Total no. Votes with Dissent	7	1,735	0.42

SUMMARY OF POSTAL BALLOT AND E-VOTING

Particular	No. of Equity Shares	% of total number of votes cast
Total Valid Votes Cast	15,08,298	100
Assented to Resolution	15,06,563	99.88
Dissented to Resolution	1,735	0.12

Based on the above results and Scrutinizer's Report dated March 18, 2019, the Special Resolution as set out above was declared to have been passed with requisite majority by the members of the Company.

Resolution No. 3: Ordinary Resolution:

Appointment of Mrs. Shivani Hazari as an Independent Director:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 16 (1) (b) and 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) Ms. Shivani Hazari (DIN: 00694121), who was appointed as an Additional Director (Independent) by the Board of Directors at its meeting held on February 09, 2019, in terms of Section 161(1) of the Act and who has submitted a declaration that she meets with the criteria of independence as provided in Section 149 (6) of the Act, be and is hereby appointed as an Independent Director to hold the office until the conclusion of Annual General Meeting to be held in year 2023 to consider the Accounts for the financial year March 31, 2023 and she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

Voting Results:-

DETAILS OF POSTAL BALLOT RECEIVED:

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% of total number of votes cast
1.	Total Ballot Received	125	12,43,086	100
2.	Less: Invalid Postal Ballot	0	0	-
3.	Net Postal Ballots with valid votes cast	125	12,43,086	100
4.	Postal Ballot with Assent Resolution	125	12,43,086	100
5.	Postal Ballot with Dissent Resolution	0	0	-

DETAILS OF E-VOTING:

Particulars	Number of Members voted through electronic voting system	Number of shares	% of total number of votes cast
Total votes Received by electronic mode	78	48,43,747	100
Less: Total no. of Invalid Votes	0	0	-
Total no. of Valid Votes	78	48,43,747	100
Total no Votes with Assent	74	48,40,894	99.94
Total no. Votes with Dissent	4	2,853	0.06

SUMMARY OF POSTAL BALLOT AND E-VOTING:

Particulars	No. of Equity Shares	% of total number of votes cast
Total Valid Votes Cast	60,86,833	100
Assented to Resolution	60,83,980	99.95
Dissented to Resolution	2,853	0.05

Based on the above results and Scrutinizer's Report dated March 18, 2019, the Ordinary Resolution as set out above was declared to have been passed with requisite majority by the members of the Company.

Resolution No. 4: Special Resolution:**Approval of remuneration of Mr. Aditya Puri, Managing Director in terms of Regulation 17(6)(e) of SEBI Amended Listing Regulations for the remaining tenure of his appointment:**

“RESOLVED AS A SPECIAL RESOLUTION THAT, pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 along with the provisions of Sections 196, 197, 198 and other applicable provision of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013, consent of the Members be and is hereby accorded for payment of remuneration to Mr. Aditya Puri (DIN: 00052534), Managing Director at such terms and conditions as approved by Members in its Annual General Meeting held on August 08, 2015, notwithstanding that the annual aggregate remuneration payable to Mr. Aditya Puri, Managing Director and Mrs. Nina Puri, Whole Time Director, exceeds 5% of the net profit of the Company as calculated under section 198 of the Companies Act in any year during the remaining tenure of his appointment.

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RESOLVED FURTHER THAT all the existing terms and conditions of remuneration including salary, perquisites and commission as per ordinary resolution passed in Annual General Meeting held on August 08, 2015 shall remain unchanged.

RESOLVED FURTHER THAT the approval of shareholders shall be valid only till the expiry of the existing term of Mr. Aditya Puri, Managing Director.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

Voting Results:-

DETAILS OF POSTAL BALLOT RECEIVED:

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% of total number of votes cast
1.	Total Ballot received	124	10,93,039	100
2.	Less: Invalid Postal Ballot	0	0	-
3.	Net Postal Ballots with valid votes cast	124	10,93,039	100
4.	Postal Ballot with Assent Resolution	124	10,93,039	100
5.	Postal Ballot with Dissent Resolution	0	0	-

DETAIL OF E-VOTING:

Particulars	Number of Members voted through electronic voting system	Number of shares	% of total number of votes cast
Total votes Received by electronic mode	69	4,15,259	100
Less: Total no. of Invalid Votes	0	0	-
Total no. of Valid Votes	69	4,15,259	100
Total no Votes with Assent	48	2,73,270	65.80
Total no. Votes with Dissent	21	1,41,989	34.20

SUMMARY OF POSTAL BALLOT AND E-VOTING:

Particulars	No. of Equity Shares	% of total number of votes cast
Total Valid Votes Cast	15,08,298	100
Assented to Resolution	13,66,309	90.58
Dissented to Resolution	1,41,989	9.42

Based on the above results and Scrutinizer's Report dated March 18, 2019, the Special Resolution as set out above was declared to have been passed with requisite majority by the members of the Company.

Resolution No. 5: Special Resolution:

Approval of remuneration of Mrs. Nina Puri, Whole Time Director in terms of Regulation 17(6)(e) of SEBI Amended Listing Regulations for the remaining tenure of her appointment:

“RESOLVED AS A SPECIAL RESOLUTION THAT, pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 along with the provisions of Sections 196, 197, 198 and other applicable provision of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013, consent of the Members be and is hereby accorded for payment of remuneration to Mrs. Nina Puri (DIN: 01316769), Whole Time Director at such terms and conditions as approved by Members in its Annual General Meeting held on August 10, 2016, notwithstanding that the annual aggregate remuneration payable to Mrs. Nina Puri, Whole Time Director and Mr. Aditya Puri, Managing Director, exceeds 5% of the net profit of the Company as calculated under section 198 of the Act in any year during the remaining tenure of her appointment.

RESOLVED FURTHER THAT all the existing terms and conditions of remuneration including salary, perquisites and commission as per special resolution passed in Annual General Meeting held on August 10, 2016 shall remain unchanged.

RESOLVED FURTHER THAT the approval of shareholders shall be valid only till the expiry of the existing term of Mrs. Nina Puri, Whole Time Director.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

Voting Results:-**DETAILS OF POSTAL BALLOT RECEIVED:**

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% of total number of votes cast
1.	Total Ballot received	124	10,93,039	100
2.	Less: Invalid Postal Ballot	0	0	-
3.	Net Postal Ballots with valid votes cast	124	10,93,039	100
4.	Postal Ballot with Assent Resolution	124	10,93,039	100
5.	Postal Ballot with Dissent Resolution	0	0	-

DETAILS OF E-VOTING:

Particulars	Number of Members voted through electronic voting system	Number of shares	% of total number of votes cast
Total votes Received by electronic mode	69	4,15,259	100
Less: Total no. of Invalid Votes	0	0	-
Total no. of Valid Votes	69	4,15,259	100
Total no Votes with Assent	48	2,71,491	65.37
Total no. Votes with Dissent	21	1,43,768	34.63

SUMMARY OF POSTAL BALLOT AND E-VOTING:

Particulars	No. of Equity Shares	% of total number of votes cast
Total Valid Votes Cast	15,08,298	100
Assented to Resolution	13,64,530	90.46
Dissented to Resolution	1,43,768	9.54

Based on the above results and Scrutinizer's Report dated March 18, 2019, the Special Resolution as set out above was declared to have been passed with requisite majority by the members of the Company.

Resolution No. 6: Ordinary Resolution:

Approval for Sub-Division of Equity Shares of the Company:

"RESOLVED THAT pursuant to the provisions of Section 61(1) (d) and other applicable provisions, if any of the Companies Act, 2013 ("the Act") read with the Rules made there under (including any statutory modifications thereto or re-enactment thereof, for the time being in force), and Article 10 and other enabling provisions of the Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, if any required from any authority, the consent of the Members be and is hereby accorded to sub-divide each Equity Share of the nominal value of Rs.10/- (Rupees Ten only) each in the Capital of the Company fully paid up, into 10 Equity Shares of Re. 1/- (Rupee one only) each fully paid up and all the Equity shares of Rs.10/- (Rupees Ten only) each fully paid, of the Company, be sub-divided accordingly, with effect from the Record Date as may be fixed for the purpose.

RESOLVED FURTHER THAT pursuant to the sub-division of the equity shares of the Company, all the issued, subscribed and paid up equity shares of nominal value of Rs.10/- (Rupees Ten only) of the Company existing on the Record date to be fixed by the Board shall stand sub-divided into equity shares of nominal value of Re. 1/- (Rupee one only) each fully paid up.

RESOLVED FURTHER THAT upon sub-division as aforesaid, the existing share certificates in relation to the Equity Share Capital held in physical form shall be deemed to be automatically cancelled and be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing share certificates, issue new share certificate in respect of equity share held by the Member of the Company consequent upon the sub-division of the equity shares as aforesaid and in case of the shares held in the dematerialized form, the sub-divided equity share be credited to the respective demat account of the beneficiary in lieu of the existing shares held by them.

RESOLVED FURTHER THAT Mr. Aditya Puri, Managing Director and Mr. S.K. Khorana, Executive Director and Company Secretary, be and are hereby authorized, severally, to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may

be required including filing of statutory returns with Government Authorities, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”

Voting Results:-

DETAILS OF POSTAL BALLOT RECEIVED:

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% of total number of votes cast
1.	Total Ballot received	125	12,43,086	100
2.	Less: Invalid Postal Ballot	0	0	-
3.	Net Postal Ballots with valid votes cast	125	12,43,086	100
4.	Postal Ballot with Assent Resolution	125	12,43,086	100
5.	Postal Ballot with Dissent Resolution	0	0	-

DETAILS OF E-VOTING:

Particulars	Number of Members voted through electronic voting system	Number of shares	% of total number of votes cast
Total votes Received by electronic mode	79	48,43,847	100
Less: Total no. of Invalid Votes	0	0	-
Total no. of Valid Votes	79	48,43,847	100
Total no Votes with Assent	78	48,43,772	100
Total no. Votes with Dissent	1	75	0

SUMMARY OF POSTAL BALLOT AND E-VOTING:

Particulars	No. of Equity Shares	% of total number of votes cast
Total Valid Votes Cast	60,86,933	100
Assented to Resolution	60,86,858	100
Dissented to Resolution	75	0

Based on the above results and Scrutinizer's Report dated March 18, 2019, the Ordinary Resolution as set out above was declared to have been passed with requisite majority by the members of the Company.

Resolution No.. 07: Special Resolution:

Approval for Alteration of Capital Clause in Memorandum of Association of the Company:

“RESOLVED AS A SPECIAL RESOLUTION THAT, pursuant to Section 13 and Section 61 and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under (including any statutory modification or re-enactment thereof for the time being in force), the existing Clause V of the Memorandum of Association of the Company be substituted with the following new Clause:

“V. The share capital of the Company is Rs. 8,50,00,000/- divided into 8,50,00,000 shares of Re. 1/- each, with power for the Company to increase or reduce the said capital, and to issue any part of its capital, original or increased with or without any preference, priority or special privilege or subject to any postponement of rights, or to any conditions or restrictions and, so that unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.”

RESOLVED FURTHER THAT Mr. Aditya Puri, Managing Director and Mr. S.K. Khorana, Executive Director and Company Secretary, be and are hereby authorized, severally, to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required including filing of statutory returns with Government Authorities, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution.”

Voting Results:**DETAILS OF POSTAL BALLOT RECEIVED:**

Sr. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% of total number of votes cast
1.	Total Ballot received	125	12,43,086	100
2.	Less: Invalid Postal Ballot	0	0	
3.	Net Postal Ballots with valid votes cast	125	12,43,086	100
4.	Postal Ballot with Assent Resolution	125	12,43,086	100
5.	Postal Ballot with Dissent Resolution	0	0	

DETAILS OF E-VOTING:

Particulars	Number of Members voted through electronic voting system	Number of shares	% of total number of votes cast
Total votes Received by electronic mode	78	4843747	100
Less: Total no. of Invalid Votes	0	0	
Total no. of Valid Votes	78	4843747	100
Total no Votes with Assent	78	4843747	100
Total no. Votes with Dissent	0	0	

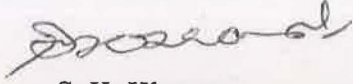
SUMMARY OF POSTAL BALLOT AND E-VOTING

Particulars	No. of Equity Shares	% of total number of votes cast
Total Valid Votes Cast	60,86,833	100
Assented to Resolution	60,86,833	100
Dissented to Resolution	0	

Based on the above results and Scrutinizer's Report dated March 18, 2019, the Special Resolution as set out above was declared to have been passed with requisite majority by the members of the Company.

On the basis of Scrutinizer's Report dated March 18, 2019, the above mentioned Ordinary and Special Resolutions were deemed to have been passed with requisite majority on Saturday, March 16, 2019 (i.e. the last date for receipt of Postal Ballot Forms/e-voting as per clause 16.6.3 of Secretarial Standard-2)

After declaration of voting results on March 18, 2019, the voting results along with the Scrutinizer's Report were displayed on the Company's website i.e. www.isgec.com. The voting results were also communicated to BSE Limited at www.bseindia.com, where the shares of the Company are listed and on the website of NSDL at www.evoting.nsdl.com. These results have also been published in Business Standard (in English language), all editions and in Hari Bhoomi (in Hindi language), at Yamunanagar edition, on March 19, 2019.



S. K. Khorana
Executive Director & Company Secretary



(Ranjit Puri)
Chairman
DIN: 00052459

Date: April 15, 2019
Place: Yamunanagar