

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



# Annual Return

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L23423HR1933PLC000097

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACT5540K

(ii) (a) Name of the company

ISGEC HEAVY ENGINEERING LIM

(b) Registered office address

RADAUR ROADYAMUNA NAGAR  
HARYANA  
Haryana  
135001  
India

(c) \*e-mail ID of the company

skkhorana@isgec.com

(d) \*Telephone number with STD code

01732307611

(e) Website

(iii) Date of Incorporation

23/01/1933

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes

No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes

No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	Bombay Stock Exchange	1

(b) CIN of the Registrar and Transfer Agent

U74210DL1991PLC042569

Pre-fill

Name of the Registrar and Transfer Agent

ALANKIT ASSIGNMENTS LIMITED

Registered office address of the Registrar and Transfer Agents

205-208ANARKALI COMPLEX  
JHANDEWALAN EXTENSION

(vii) \*Financial year From date 01/04/2017 (DD/MM/YYYY) To date 31/03/2018 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM 07/08/2018

(b) Due date of AGM 30/09/2018

(c) Whether any extension for AGM granted  Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C7	Metal and metal products	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given 9

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	SARASWATI SUGAR MILLS LIM	U01115HR2000PLC034519	Subsidiary	100
2	ISGEC HITACHI ZOSEN LIMITED	U28123HR2012PLC045430	Subsidiary	51

3	ISGEC FOSTER WHEELER BOILER	U74900HR2015PTC054608	Subsidiary	51
4	ISGEC COVEMA LIMITED.	U52109DL1986PLC025908	Subsidiary	100
5	ISGEC ENGINEERING AND PROJECTS	U29248HR2007PLC036695	Subsidiary	100
6	ISGEC EXPORTS LIMITED.	U51909DL1996PLC076750	Subsidiary	100
7	FREE LOOK SOFTWARE PRIVATE LIMITED	U72200DL2005PTC133918	Subsidiary	100
8	ISGEC TITAN METAL FABRICATION	U28112HR2015PTC055874	Subsidiary	51
9	ISGEC REDECAM ENVIRO SOLUTIONS	U29308HR2017PTC067285	Subsidiary	51

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	8,500,000	7,352,951	7,352,951	7,352,951
Total amount of equity shares (in Rupees)	85,000,000	73,529,510	73,529,510	73,529,510

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	8,500,000	7,352,951	7,352,951	7,352,951
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	85,000,000	73,529,510	73,529,510	73,529,510

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
<b>Equity shares</b>				
At the beginning of the year	7,352,951	73,529,510	73,529,510	
Increase during the year	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0

iv. Others, specify				
<b>At the end of the year</b>	<b>7,352,951</b>	<b>73,529,510</b>	<b>73,529,510</b>	
<b>Preference shares</b>				
<b>At the beginning of the year</b>	<b>0</b>	<b>0</b>	<b>0</b>	
<b>Increase during the year</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
<b>Decrease during the year</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
<b>At the end of the year</b>	<b>0</b>	<b>0</b>	<b>0</b>	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
<b>Before split / Consolidation</b>	Number of shares			
	Face value per share			
<b>After split / Consolidation</b>	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	----------------------	--

Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

**(iv) \*Indebtedness including debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			823,520,000
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
<b>Total</b>			823,520,000

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

26,153,655,000

**(ii) Net worth of the Company**

12,228,430,000

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1,131,962	15.39	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	3,446,573	46.87	0	



10.	Others	0	0	0	
	<b>Total</b>	4,578,535	62.26	0	0

**Total number of shareholders (promoters)**

5

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	1,182,924	16.09	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	46,200	0.63	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	2,400	0.03	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	608,023	8.27	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	934,869	12.71	0	
10.	Others	0	0	0	
	<b>Total</b>	2,774,416	37.73	0	0

**Total number of shareholders (other than promoters)**

10,303

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

10,308

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**  
**(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	5	5
Members (other than promoters)	9,413	10,303
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	2	1	2	1	6.43	8.97
<b>B. Non-Promoter</b>	0	6	0	6	0	0.03
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	6	0	6	0	0.03
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	7	2	7	6.43	9

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

11

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Ranjit Puri	00052459	Director	659,201	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Aditya Puri	00052534	Managing Director	456,808	
Nina Puri	01316769	Whole-time director	15,953	
Tahir Hasan	00074282	Director	1,640	
Vinod Kumar Nagpal	00147777	Director	261	
Vishal Kirti Keshav Marw	00164204	Director	0	
Arun Kathpalia	00177320	Director	120	
Vinod Kumar Sachdeva	00454458	Director	390	
Sidharth Prasad	00074194	Director	0	
Kishore Chatnani	AAGPC1198K	CFO	0	
Sudershan Kumar Khora	ABLPK6317J	Company Secretar	1,920	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	29/07/2017	9,041	242	80.7

**B. BOARD MEETINGS**

\*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	29/05/2017	9	9	100
2	29/07/2017	9	5	55.56
3	14/08/2017	9	9	100
4	13/11/2017	9	9	100
5	14/02/2018	9	8	88.89
6	21/03/2018	9	5	55.56

### C. COMMITTEE MEETINGS

Number of meetings held

11

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	29/05/2017	3	3	100
2	AUDIT COMM	14/08/2017	3	3	100
3	AUDIT COMM	13/11/2017	3	3	100
4	AUDIT COMM	14/02/2018	3	3	100
5	CORPORATE	29/07/2017	3	3	100
6	STAKEHOLDER	29/05/2017	2	2	100
7	STAKEHOLDER	29/07/2017	2	2	100
8	STAKEHOLDER	14/08/2017	2	2	100
9	STAKEHOLDER	13/11/2017	2	2	100
10	STAKEHOLDER	14/02/2018	2	2	100

### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 07/08/2018 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	

1	Ranjit Puri	6	6	100	6	6	100	Yes
2	Aditya Puri	6	6	100	5	5	100	Yes
3	Nina Puri	6	4	66.67	0	0	0	No
4	Tahir Hasan	6	5	83.33	0	0	0	Yes
5	Vinod Kumar N	6	5	83.33	5	5	100	Yes
6	Vishal Kirti Kes	6	5	83.33	0	0	0	Yes
7	Arun Kathpalia	6	4	66.67	1	1	100	No
8	Vinod Kumar S	6	6	100	7	7	100	Yes
9	Sidharth Prasa	6	4	66.67	0	0	0	No

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Aditya Puri	Managing Direct	6,000,000	84,282,000		1,510,000	91,792,000
2	Nina Puri	Whole Time Dire	6,000,000	84,793,000		999,000	91,792,000
	Total		12,000,000	169,075,000	0	2,509,000	183,584,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Kishore Chatnani	CFO	7,352,000	0	0	526,000	7,878,000
2	Sudershan Kumar K	Company Secre	11,993,000	0	0	614,000	12,607,000
	Total		19,345,000	0	0	1,140,000	20,485,000

Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Vinod Kumar Nagpa	Director	0	25,000	0	168,000	193,000
2	Tahir Hasan	Director	0	25,000	0	127,000	152,000
3	Arun Kathpalia	Director	0	25,000	0	144,000	169,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
4	Vinod Kumar Sachd	Director	0	25,000	0	161,000	186,000
5	Sidharth Prasad	Director	0	25,000	0	102,000	127,000
6	Vishal Kirti Keshav M	Director	0	25,000	0	127,000	152,000
7	Ranjit Puri	Director	0	25,000	0	161,000	186,000
	Total		0	175,000	0	990,000	1,165,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

#### XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes  No

#### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow  Associate  Fellow

Certificate of practice number

11532

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

DIN of the director

**To be digitally signed by**

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

MGT 8.pdf
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<b>Remove attachment</b>
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Modify
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Check Form
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Prescrutiny
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Submit
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**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**