



Fax: 022-22723121

Email: corp.relations@bseindia.com

REGISTERED A/D

Ho-425-S/

August 10, 2015

Manager-Department of Corporate Services
Bombay Stock Exchange Ltd.
Regd. Office, Floor 25,
P.J. Towers, Dalal Street
Mumbai-400001.

Dear Sir,

Furnishing of Information as per Listing Agreement

Scrip Code: 533033, Scrip id: ISGEC

1. Pursuant to Clause 35A of the Listing Agreement, we are submitting herewith the details regarding the voting results of the business transacted at the Annual General Meeting (AGM) of the Company held on Saturday, 8th August, 2015 at the office premises of Saraswati Sugar Mills Limited, Radaur Road, Yamunanagar-135001, Haryana, in the prescribed format showing the results of voting.
2. Further, we are also enclosing the Consolidated Report of the Scrutinizer on remote e-voting and voting on ballot paper at the AGM.
3. We request you to note the above and acknowledge the receipt of this letter.

Thanking you,

Yours faithfully,
For Isgtec Heavy Engineering Limited

(S.K. Khorana)

Executive Director & Company Secretary

Encl.: as above.

82nd Annual General Meeting (AGM) of Isgec Heavy Engineering Limited - details of voting results

| | |
|--|---|
| Date of the AGM: | 8th August, 2015 |
| Total number of shareholders on record date: (being the cut-off date for determining shareholders entitled to voting - 1st August, 2015) | 8,330 |
| Number of Shareholders present in the meeting either in person or through proxy: Promoter and Promoter Group: Public: | 5 55 |
| Number of Shareholders attended the meeting through Video Conferencing: Promoter and Promoter Group: Public: | Not Applicable |
| Mode of Voting: | (i) Remote e-voting from 5th August, 2015 (09:00 A.M.) to 7th August, 2015 (05:00 P.M.) (ii) Voting through Ballot Paper at the AGM. |

Agenda - wise

Ordinary Business:

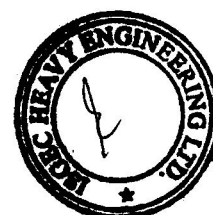
Item No. 1 - Ordinary Resolution

Receiving, Consideration and Adoption of -

(a) the audited Financial statements of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon; and

(b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2015.

| Promoter/ Public | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | (3)=[(2)/(1)]* 100 | (4) | (5) | (6)=[(4)/(2)] *100 | (7)=[(5)/(2)] *100 |
| Mode of Voting: Remote E-voting | | | | | | | |
| Promoter and Promoter Group | 45,73,780 | 43,77,436 | 95.71 | 43,77,436 | 0 | 100.00 | 0.00 |
| Public-Institutional Holders | 2,28,822 | 2,22,456 | 97.22 | 2,22,456 | 0 | 100.00 | 0.00 |
| Public-others | 25,50,349 | 5,92,296 | 23.22 | 5,92,296 | 0 | 100.00 | 0.00 |
| Total (A) | 73,52,951 | 51,92,188 | 70.61 | 51,92,188 | 0 | 100.00 | 0.00 |
| Mode of Voting: Through Ballot Paper at the AGM | | | | | | | |
| Promoter and Promoter Group | 45,73,780 | 1,96,344 | 4.29 | 1,96,344 | 0 | 100.00 | 0.00 |
| Public-Institutional Holders | 2,28,822 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public-others | 25,50,349 | 2,90,174 | 11.38 | 2,90,174 | 0 | 100.00 | 0.00 |
| Total (B) | 73,52,951 | 4,86,518 | 6.62 | 4,86,518 | 0 | 100.00 | 0.00 |
| Result (A+B) | 73,52,951 | 56,78,706 | 77.23 | 56,78,706 | 0 | 100.00 | 0.00 |



Item No. 2 - Ordinary Resolution

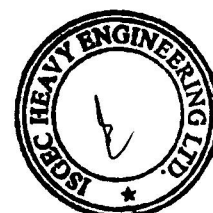
Confirmation of payment of Interim Dividend already made @ Rs.10/- per Equity Share and declaration of final dividend on Equity Shares for the Year ended March 31, 2015.

| Promoter/ Public | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Mode of Voting: Remote E-voting | | | | | | | |
| Promoter and Promoter Group | 45,73,780 | 43,77,436 | 95.71 | 43,77,436 | 0 | 100.00 | 0.00 |
| Public-Institutional Holders | 2,28,822 | 2,22,456 | 97.22 | 2,22,456 | 0 | 100.00 | 0.00 |
| Public-others | 25,50,349 | 5,92,296 | 23.22 | 5,92,296 | 0 | 100.00 | 0.00 |
| Total (A) | 73,52,951 | 51,92,188 | 70.61 | 51,92,188 | 0 | 100.00 | 0.00 |
| Mode of Voting: Through Ballot Paper at the AGM | | | | | | | |
| Promoter and Promoter Group | 45,73,780 | 1,96,344 | 4.29 | 1,96,344 | 0 | 100.00 | 0.00 |
| Public-Institutional Holders | 2,28,822 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public-others | 25,50,349 | 2,90,174 | 11.38 | 2,90,174 | 0 | 100.00 | 0.00 |
| Total (B) | 73,52,951 | 4,86,518 | 6.62 | 4,86,518 | 0 | 100.00 | 0.00 |
| Result (A+B) | 73,52,951 | 56,78,706 | 77.23 | 56,78,706 | 0 | 100.00 | 0.00 |

Item No. 3 - Ordinary Resolution

Appointment of a Director in place of Mrs. Nina Puri (DIN: 01316769) who retires by rotation and is eligible for re-appointment.

| Promoter/ Public | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Mode of Voting: Remote E-voting | | | | | | | |
| Promoter and Promoter Group | 45,73,780 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public-Institutional Holders | 2,28,822 | 2,22,456 | 97.22 | 87,762 | 1,34,694 | 39.45 | 60.55 |
| Public-others | 25,50,349 | 5,90,436 | 23.15 | 5,90,436 | 0 | 100.00 | 0.00 |
| Total (A) | 73,52,951 | 8,12,892 | 11.06 | 6,78,198 | 1,34,694 | 83.43 | 16.57 |
| Mode of Voting: Through Ballot Paper at the AGM | | | | | | | |
| Promoter and Promoter Group | 45,73,780 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public-Institutional Holders | 2,28,822 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public-others | 25,50,349 | 2,90,174 | 11.38 | 2,90,174 | 0 | 100.00 | 0.00 |
| Total (B) | 73,52,951 | 2,90,174 | 3.95 | 2,90,174 | 0 | 100.00 | 0.00 |
| Result (A+B) | 73,52,951 | 11,03,066 | 15.00 | 9,68,372 | 1,34,694 | 87.79 | 12.21 |



Item No. 4 - Ordinary Resolution

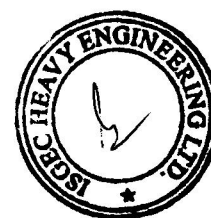
Appointment of M/s. S.S. Kothari Mehta & Co., Chartered Accountants, retiring auditors, to hold Office as auditors of the Company, from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and approval of their remuneration.

| Promoter/ Public | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | (3)=[(2)/(1)]* 100 | (4) | (5) | (6)=[(4)/(2)] *100 | (7)=[(5)/(2)] *100 |
| Mode of Voting: Remote E-voting | | | | | | | |
| Promoter and Promoter Group | 45,73,780 | 43,77,436 | 95.71 | 43,77,436 | 0 | 100.00 | 0.00 |
| Public-Institutional Holders | 2,28,822 | 2,22,456 | 97.22 | 2,22,456 | 0 | 100.00 | 0.00 |
| Public-others | 25,50,349 | 5,92,296 | 23.22 | 5,92,296 | 0 | 100.00 | 0.00 |
| Total (A) | 73,52,951 | 51,92,188 | 70.61 | 51,92,188 | 0 | 100.00 | 0.00 |
| Mode of Voting: Through Ballot Paper at the AGM | | | | | | | |
| Promoter and Promoter Group | 45,73,780 | 1,96,344 | 4.29 | 1,96,344 | 0 | 100.00 | 0.00 |
| Public-Institutional Holders | 2,28,822 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public-others | 25,50,349 | 2,90,174 | 11.38 | 2,90,174 | 0 | 100.00 | 0.00 |
| Total (B) | 73,52,951 | 4,86,518 | 6.62 | 4,86,518 | 0 | 100.00 | 0.00 |
| Result (A+B) | 73,52,951 | 56,78,706 | 77.23 | 56,78,706 | 0 | 100.00 | 0 |

Special Business:**Item No. 5 - Ordinary Resolution**

Re-appointment of Mr. Aditya Puri (DIN: 00052534) as Managing Director of the Company for a further period of 5 years upto April 30, 2021 with effect from May 1, 2016.

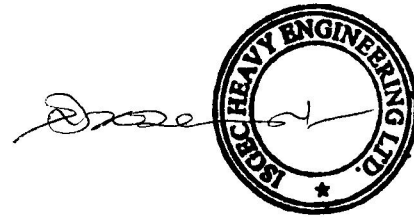
| Promoter/ Public | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | (3)=[(2)/(1)]* 100 | (4) | (5) | (6)=[(4)/(2)] *100 | (7)=[(5)/(2)] *100 |
| Mode of Voting: Remote E-voting | | | | | | | |
| Promoter and Promoter Group | 45,73,780 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public-Institutional Holders | 2,28,822 | 2,22,456 | 97.22 | 72,720 | 1,49,736 | 32.69 | 67.31 |
| Public-others | 25,50,349 | 5,90,436 | 23.15 | 5,90,436 | 0 | 100.00 | 0.00 |
| Total (A) | 73,52,951 | 8,12,892 | 11.06 | 6,63,156 | 1,49,736 | 81.58 | 18.42 |
| Mode of Voting: Through Ballot Paper at the AGM | | | | | | | |
| Promoter and Promoter Group | 45,73,780 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public-Institutional Holders | 2,28,822 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public-others | 25,50,349 | 2,90,174 | 11.38 | 2,90,174 | 0 | 100.00 | 0.00 |
| Total (B) | 73,52,951 | 2,90,174 | 3.95 | 2,90,174 | 0 | 100.00 | 0.00 |
| Result (A+B) | 73,52,951 | 11,03,066 | 15.00 | 9,53,330 | 1,49,736 | 86.43 | 13.57 |



Item No. 6 - Ordinary Resolution

Ratification of Remuneration of Cost Auditors M/s. Jugal K. Puri & Associates, Cost Accountants for the year ending March 31, 2016.

| Promoter/ Public | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|--|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Mode of Voting: Remote E-voting | | | | | | | |
| Promoter and Promoter Group | 45,73,780 | 43,77,436 | 95.71 | 43,77,436 | 0 | 100.00 | 0.00 |
| Public-Institutional Holders | 2,28,822 | 2,22,456 | 97.22 | 2,22,456 | 0 | 100.00 | 0.00 |
| Public-others | 25,50,349 | 5,90,481 | 23.15 | 5,90,481 | 0 | 100.00 | 0.00 |
| Total (A) | 73,52,951 | 51,90,373 | 70.59 | 51,90,373 | 0 | 100.00 | 0.00 |
| Mode of Voting: Through Ballot Paper at the AGM | | | | | | | |
| Promoter and Promoter Group | 45,73,780 | 1,96,344 | 4.29 | 1,96,344 | 0 | 100.00 | 0.00 |
| Public-Institutional Holders | 2,28,822 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public-others | 25,50,349 | 2,90,174 | 11.38 | 2,90,174 | 0 | 100.00 | 0.00 |
| Total (B) | 73,52,951 | 4,86,518 | 6.62 | 4,86,518 | 0 | 100.00 | 0.00 |
| Result (A+B) | 73,52,951 | 56,76,891 | 77.21 | 56,76,891 | 0 | 100.00 | 0.00 |





MGT-13

Report of Scrutinizer

*[Pursuant to Section 109 of the Companies Act, 2013 and Rule 20(3) of the
Companies (Management and Administration) Rules, 2014]*

The Chairman
ISGEC HEAVY ENGINEERING LIMITED
Radaur Road
Yamunanagar - 135001
Haryana.

Meeting : Annual General Meeting
Date & Time: Saturday, August 08, 2015 at 11:00 AM
**Venue : At the office premises of Saraswati Sugar Mills Limited ,
Radaur Road, Yamunanagar – 135001, Haryana**

Dear Sir,

1. I, Ranjeet Kumar Verma, Practising Company Secretary, appointed as Scrutinizer by the Board of Directors of ISGEC Heavy Engineering Limited (the Company) for the purpose of Scrutinizing the e-voting process under the provision of Section 108 of the Companies Act, 2013 read with rule 20 of the Company (Management and Administration) Rules, 2014 and for scrutinizing the poll under the provision of Section 109 of the Companies Act, 2013 read with rule 21 of the company (Management And Administration) rules, 2014 on the resolution contained in the notice of the Annual General Meeting of the members of the company, held on 8th August, 2015 at the office premises of Saraswati Sugar Mills Limited, Radaur Road, Yamuna Nagar, Haryana-135001. The Management of the company is responsible to ensure the compliance with the requirements of Companies Act, 2013 and the rules



relating to e-voting and poll on the resolution contained in the notice to the Annual General Meeting of the members of the company. My responsibility as a Scrutinizer for the e-voting process and for poll at the Annual General Meeting is restricted to make a Scrutinizer's report of votes cast "in favour" or "against" the resolution contained in the Notice of the Annual General Meeting, based on the report generated from e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency organized by the company to provide e-voting facilities for voting (through electronic Voting means) and also at the time of poll at the Annual General Meeting.

2. I have issued Scrutinizer's report dated 10th August, 2015 on e-voting and one report on poll dated, 10th August 2015 on the resolution contained in the Notice of Annual General Meeting as requested by management.

I Submit herewith my combined report on the results of e-voting together with that of poll as under:

Item No. 1 of the Notice

(1)(a)

To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon.

(i) Voted in favour of the resolution:

| Number of Members voted | Number of Votes Cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 123 | 5678706 | 100% |

(ii) Voted against the resolution:

| Number of Members voted | Number of Votes Cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| - | - | - |

(iii) Invalid Ones :

| Total Number of Members whose votes | Total Number of Votes Cast by them | Remarks |
|-------------------------------------|------------------------------------|---------|
| | | |



| | | |
|-----------------------|---|---|
| were declared invalid | | |
| - | - | - |

(1)(b)

To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2015.

(i) Voted in favour of the resolution:

| Number of Members voted | Number of Votes Cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 123 | 5678706 | 100% |

(ii) Voted against the resolution:

| Number of Members voted | Number of Votes Cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| - | - | - |

(iii) Invalid Ones :

| Total Number of Members whose votes were declared invalid | Total Number of Votes Cast by them | Remarks |
|---|------------------------------------|---------|
| - | - | - |



Item No. 2 of the Notice

To confirm payment of Interim Dividend already made @ Rs. 10/- per Equity Share and to declare Final Dividend on Equity Shares for the year ended March 31, 2015:

(i) Voted in favour of the Resolution:

| Number of Members voted | Number of Votes Cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 123 | 5678706 | 100% |

(ii) Voted against the resolution:

| Number of Members voted | Number of Votes Cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| - | - | - |

(iii) Invalid Ones :

| Total Number of Members whose votes were declared invalid | Total Number of Votes Cast by them | Remarks |
|---|------------------------------------|---------|
| - | - | - |

Item No. 3 of the Notice

To appoint a Director in place of Mrs. Nina Puri (DIN: 01316769), who retires by rotation and is eligible for re-appointment.

(i) Voted in favour of the Resolution:

| Number of Members voted | Number of Votes Cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 94 | 968372 | 87.79% |

(ii) Voted against the resolution:



| Number of Members voted | Number of Votes Cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 17 | 134694 | 12.21% |

(iii) Invalid Ones :

| Total Number of Members whose votes were declared invalid | Total Number of Votes Cast by them | Remarks |
|---|------------------------------------|---------|
| - | - | - |

Item No. 4 of the Notice

To appoint M/s. S.S. Kothari Mehta and Co., Chartered Accountants, the retiring auditors, to hold office as auditors of the Company, from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

(i)Voted in favour of the Resolution:

| Number of Members voted | Number of Votes Cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 123 | 5678706 | 100% |

(ii) Voted against the resolution:

| Number of Members voted | Number of Votes Cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| - | - | - |

(iii) Invalid Ones :

| Total Number of Members whose votes were declared invalid | Total Number of Votes Cast by them | Remarks |
|---|------------------------------------|---------|
| - | - | - |



Item No. 5 of the notice

Re-appointment of Mr. Aditya Puri as Managing Director of the Company.

(i)Voted in favour of the Resolution:

| Number of Members voted | Number of Votes Cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 94 | 953330 | 86.43% |

(ii) Voted against the resolution:

| Number of Members voted | Number of Votes Cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 17 | 149736 | 13.57% |

(iii) Invalid Ones :

| Total Number of Members whose votes were declared invalid | Total Number of Votes Cast by them | Remarks |
|---|------------------------------------|---------|
| - | - | - |

Item No. 6 of the notice

Ratification of the Remuneration to be paid to the Cost Auditors of the Company for the financial year ending March 31, 2016.

(i)Voted in favour of the Resolution:

| Number of Members voted | Number of Votes Cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 122 | 5676891 | 100% |




(ii) Voted against the resolution:

| Number of Members voted | Number of Votes Cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| - | - | - |

(iii) Invalid Ones :

| Total Number of Members whose votes were declared invalid | Total Number of Votes Cast by them | Remarks |
|---|------------------------------------|---------|
| - | - | - |

Thanking You,


Yours faithfully

Ranjeet Kumar Verma
FCS
M. No.- 6814



Date - 10/08/2015
Place-Delhi