



ISGEC HEAVY ENGINEERING LIMITED

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

CIN: L23423HR1933PLC000097

Ph.: 01732 – 661061, 661158

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

NOTICE

Notice is hereby given that the 90th Annual General Meeting (AGM) of Isgec Heavy Engineering Limited (the Company) will be held on Wednesday, August 23, 2023 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, 2023, 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, 2023, together with the Report of the Auditors thereon.

3. Declaration of Dividend:

To declare Dividend of ₹ 3/- per Equity Share of ₹ 1/- each, as recommended by the Board of Directors, for the financial year ended March 31, 2023.

4. Appointment of Mr. Sanjay Gulati (DIN No. 05201178) as Director, liable to retire by rotation:

To appoint a Director in place of Mr. Sanjay Gulati (DIN No. 05201178), who retires by rotation and being eligible, offers himself for re-appointment.

AS SPECIAL BUSINESS:

5. Ratification of remuneration of the Cost Auditors for the financial year ending March 31, 2024:

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 ₹ 1,75,000/- (Rupees One Lakh Seventy 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, 2024.”

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

Sachin Saluja
Company Secretary
M.No.: A24269

Place: Noida
Date: July 26, 2023

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

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 to conduct Annual General Meeting 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 to conduct 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, Circular No. 3/2022 dated May 05, 2022 and Circular No. 10/2022 dated December 28, 2022 and the Securities and Exchange Board of India (“SEBI”) also vide its Circular dated May 12, 2020 read together with Circular dated May 13, 2022 and January 05, 2023 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 90th AGM of the Members is being held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only.
2. Since the AGM is being 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 being held through VC/OAVM.
4. Members who will be shareholders as on Wednesday, August 16, 2023 can join the AGM 30 minutes before the commencement of the meeting at 11:30 a.m. (IST) and until 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 will be provided 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 16, 2023 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 AGM through VC/OAVM will be counted for reckoning Quorum under Section 103 of the Companies Act, 2013.
7. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
8. In compliance with the previously mentioned MCA Circulars and SEBI Circular dated May 13, 2022, Notice of the AGM along with the Annual Report 2022-23 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 2022-23 has been uploaded on the website of the Company at www.isgpec.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 2022-23 can also be accessed from the websites of the BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and 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.

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 2022-23 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, 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) **Securities in Physical mode:**
Based on SEBI Circular SEBI/HO/MIRSD/ MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number also.

In order to avail online services, the security holders may register e-mail ID. Holder can register/

update the contact details through submitting the requisite ISR-1 form along with the supporting documents, which may be downloaded from the website of RTA i.e., Alankit Assignments Limited. Instruction and mode to submit the Form ISR(s) are given on RTA's website.

Individual letters were sent to those members who are holding shares in physical form and whose Folio's are KYC non-compliant for furnishing their PAN, KYC details and Nomination. Members holding shares in physical form are requested to go through the requirements on the website of the Company at www.isgsec.com to furnish the requisite details.

b) Securities in Electronic mode:

Members who have already registered their email address are requested to get their email address validated / updated with their respective Depository Participant, where Demat account is being maintained.

10. The information required to be provided under the Securities and Exchange Board of India (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 businesses under item 4 and 5 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 17, 2023 to Wednesday, August 23, 2023 (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, Alankit Assignments Ltd., to avail the ECS facility. Please refer to the KYC Form enclosed with this Notice.

13. Payment of Dividend:

- (i) Dividend for the financial year ended March 31, 2023, will be paid after declaration in the AGM.
- (ii) The Company has fixed Wednesday, August 16, 2023 as "Record Date" for determining entitlement of members to Dividend for the financial year ended March 31, 2023.

- (iii) 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@isgsec.com or to its Registrar and Share Transfer Agent, Alankit Assignments Limited (RTA) at rta@alankit.com or ramap@alankit.com by August 10, 2023. 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.isgsec.com, for further details and forms/formats of declaration. Kindly note that the relevant documents should be emailed to RTA at rta@alankit.com or ramap@alankit.com. You can also email the same to roynr@isgsec.com. No communication on the tax determination / deduction shall be entertained after August 16, 2023. 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@isgsec.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 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 or the Company Secretary, at the Company's registered office and email at 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 dividends and particulars with respect to corresponding shares due for transfer to IEPF are available on the Company's website www.isgpec.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 April 01, 2023, 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 October 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.isgpec.com/downloads-investor.php>.

17. SEBI has decided that securities of listed companies can be transferred only in dematerialized form with effect from April 01, 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 may approach the Registrar and Share Transfer Agent, Alankit Assignments Limited.

19. 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 Wednesday, August 16, 2023 through email on cs@isgpec.co.in or cfo@isgpec.com or roynr@isgpec.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 16, 2023.

20. 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@isgpec.com by Wednesday, August 16, 2023. 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.

21. 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 Companies Act, 2013 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 Securities and Exchange Board of India (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 16, 2023 shall be entitled to avail the facility of remote e-voting or e-voting on the day of the AGM. 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 20, 2023 at 09:00 A.M. (IST) and ends on Tuesday, August 22, 2023 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 16, 2023, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter.

The results of the electronic voting shall be disclosed to the Stock Exchanges along with the Scrutinizer's Report and shall be placed on the website of the Company.

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 16, 2023, 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 16, 2023, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the Company at roynr@isgsec.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:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Sunday, August 20, 2023 at 09:00 A.M. and ends on Tuesday, August 22, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, August 16, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, August 16, 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com 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 & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing myeasi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.

Type of shareholders	Login Method
	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
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 logging in, 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 Forget User ID and Forget Password option available at abovementioned website.

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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) 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.

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.

4. 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 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***.

5. Password details for shareholders other than Individual shareholders 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 email 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. 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) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. 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 www.evoting.nsdl.com.
- b) Physical User "Reset Password?" (If you are holding shares in physical mode) option available on www.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 mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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" of company for which you wish 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 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.
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. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ppdkothari71@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. 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 to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager of NSDL at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to roynr@isgsec.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to roynr@isgsec.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility 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 in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting 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.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at roynr@isgpec.com by Wednesday, August 16, 2023. The same will be replied by the company suitably.

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

Sachin Saluja

Company Secretary

M.No.: A24269

Place: Noida

Dated: July 26, 2023

ANNEXURE TO THE NOTICE DATED JULY 26, 2023

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) 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 2023-24, at a remuneration of ₹ 1,75,000/- (Rupees One Lakh Seventy Five Thousand Only).
- (c) 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. 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.

(ANNEXURE TO NOTICE DATED JULY 26, 2023)
DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE APPOINTMENT
AT THE 90th 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. Sanjay Gulati Whole -time Director & Head – Manufacturing Units
Age (in years)	55
Date of Appointment on the Board	June 28, 2021 (from the conclusion of the Board Meeting held on June 28, 2021)
Qualifications	Bachelor of Engineering (with specialisation in Industrial Production Engineering) from SGSITS, Indore.
In case of Independent directors, the skills and capabilities required for the role and the manner in which the proposed persons meets such requirements	NA
Relationships between Directors, Manager and other Key Managerial Personnel	None
Terms and conditions of appointment/re- appointment	Director retiring by rotation and seeking approval for re-appointment
Details of Remuneration sought to be paid*	He is an Executive Director & Head – Manufacturing Units of the Company and remuneration being paid to him is as per the approval of the Board of Directors and in accordance with the shareholders resolution dated September 17, 2021.
A brief profile including nature of his/her expertise in specific function areas along with experience (in years)	32 years' experience in Exports & Marketing, Manufacturing, Projects & Planning, HR & Administration, Greenfield Project, Joint Ventures, and Team Leadership.
Number of Meetings of the Board attended during the year	04 (Four)
Directorship held in other companies including listed companies	Isgec Hitachi Zosen Limited
Name of listed entities from which the person has resigned in the past three years	NA
Chairman/ Member of Committee of the other Board of Companies in which he/she is a director	Isgec Heavy Engineering Limited: Member- Risk Management Committee Isgec Hitachi Zosen Limited: Member- Corporate Social Responsibility Committee
Shareholding of Director in the Company including shareholding as a beneficial owner	Nil

*For other details such as the number of meetings of the Board attended during FY 2022-23, remuneration last drawn in FY 2022-23 by Mr. Sanjay Gulati, please refer to the corporate governance report, which is a part of the Annual Report.

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 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**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 holderSign: _____
Joint holder 1Sign: _____
Joint holder 1Sign: _____
Joint holder 1