



Isgec Heavy Engineering Limited

Registered Office: Radaur Road, Yamuna Nagar – 135001, Haryana, INDIA

CIN: L23423HR1933PLC000097

Ph.: 01732 – 661061, 661158

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

NOTICE

Notice is hereby given that the 92nd Annual General Meeting (AGM) of Isgec Heavy Engineering Limited (the Company) will be held on Tuesday, September 16, 2025, at 11:00 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, Yamuna Nagar-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 businesses:

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, 2025, 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, 2025, together with the Report of the Auditors thereon.

3. Declaration of Dividend:

To declare a Dividend of Rs.5/- per equity share of Rs.1/- each, as recommended by the Board of Directors, for the financial year ended March 31, 2025.

4. Appointment of Mr. Kishore Chatnani (DIN: 07805465) as Director, liable to retire by rotation:

To appoint a Director in place of Mr. Kishore Chatnani (DIN: 07805465), who retires by rotation and being eligible, offers himself for re-appointment.

AS SPECIAL BUSINESS:

5. Appointment of Mr. Rajiv Roy Chaudhury (DIN: 03545734) as an Independent Director:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies

(Appointment and Qualification of Directors) Rules, 2014, (including any statutory modifications or re-enactments thereof for the time being in force), read with Schedule IV to the Act, and Regulation 16(1)(b), Regulation 17, 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Rajiv Roy Chaudhury (DIN: 03545734), who was appointed as an Additional Director (Non-executive Independent Director) with effect from July 08, 2025, in terms of Section 161(1) of the Act and whose term of office expires at this Annual General Meeting (‘AGM’) and in respect of whom a notice under Section 160 of the Act has been received proposing his candidature for the office of Director and who has submitted a declaration confirming meeting the criteria of independence as prescribed under the Act and Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years from July 08, 2025 to July 07, 2030.

RESOLVED FURTHER THAT Mr. Rajiv Roy Chaudhury has also confirmed that he is not debarred from holding the office of director pursuant to any SEBI order or order of any other regulatory authority.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things, including filing of necessary forms with regulatory authorities, and to take such steps as may be necessary or expedient to give effect to this resolution.”

6. Appointment of Mr. Vivek Dhir (DIN: 00774349) as an Independent Director:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), read with Schedule IV to the Act, and Regulation 16(1)(b), Regulation 17, 25 and other applicable provisions of the SEBI (Listing Obligations

and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Vivek Dhir (DIN: 00774349), who was appointed as an Additional Director (Non-executive Independent Director) with effect from July 08, 2025, in terms of Section 161(1) of the Act and whose term of office expires at this Annual General Meeting ('AGM') and in respect of whom a notice under Section 160 of the Act has been received proposing his candidature for the office of Director and who has submitted a declaration confirming meeting the criteria of independence as prescribed under the Act and Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years from July 08, 2025 to July 07, 2030.

RESOLVED FURTHER THAT Mr. Vivek Dhir (DIN: 00774349) has also confirmed that he is not debarred from holding the office of director pursuant to any SEBI order or order of any other regulatory authority.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things, including filing of necessary forms with regulatory authorities, and to take such steps as may be necessary or expedient to give effect to this resolution."

7. Ratification of remuneration to the Cost Auditors for the financial year ending on March 31, 2026:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to Section 148 and any other applicable provisions of the Companies Act, 2013 ("the Act") 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 Members of the Company hereby ratify the remuneration of ₹1,75,000/- (Rupees One Lakh Seventy Five Thousand Only) plus out-of-pocket expenses to be incurred in connection with the audit, payable to M/s Neeraj Sharma & Co., Cost Accountants (Firm Registration Number: 100466), who were appointed by the Board of Directors as Cost Auditors on the recommendation of the Audit Committee, to conduct the audit of the cost records being maintained by the Company for the financial year ending on March 31, 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things, including filing of necessary forms with regulatory authorities, and to take such steps as may be necessary or expedient to give effect to this resolution"

8. Appointment of Secretarial Auditors for a fixed term of five (05) years:

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 204 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and based on the recommendation of the Audit Committee and approval of the Board of Directors of the Company, M/s. Pramod Kothari & Co., Practicing Company Secretaries (Firm Registration Number S2012UP197900), be and hereby appointed as Secretarial Auditors of the Company for a fixed term of five (05) consecutive financial years, commencing from the financial year 2025-26 and ending with the financial year 2029-30, to conduct the Secretarial Audit of the Company and submit reports thereon in accordance with the applicable provisions, on such terms, scope and remuneration as may be mutually agreed between the Board of Directors and the said firm from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things, including filing of necessary forms with regulatory authorities, and to take such steps as may be necessary or expedient to give effect to this resolution."

9. Re-designation of Mr. Kishore Chatnani (DIN: 07805465) as Joint Managing Director:

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 Sections 196, 197, and 203, read with Schedule V and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), and Regulation 17 and any other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, approval of the shareholders of the Company be and is hereby accorded for the re-designation of Mr. Kishore Chatnani (DIN: 07805465) as Joint Managing Director of the Company, effective from October 1, 2025, for the remainder of his current term, i.e., up to June 27, 2026.

RESOLVED FURTHER THAT all other terms and conditions of his appointment, including but not limited to remuneration, tenure, and responsibilities, shall remain unchanged as approved by the shareholders at the 88th Annual General Meeting.

RESOLVED FURTHER THAT Mr. Kishore Chatnani shall continue to serve as the Chief Financial Officer of the Company and Key Managerial Personnel under Section 203 of the Companies Act, 2013, alongside his responsibilities as Joint Managing Director.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary or expedient to give effect to this resolution, including but not limited to filing necessary forms with the Registrar of Companies and making disclosures to the Stock Exchanges, and to delegate such authority to any officer(s) of the Company as it may deem appropriate.”

10. Re-designation of Mr. Sanjay Gulati (DIN: 05201178) as Joint Managing Director:

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 Sections 196, 197, and 203, read with Schedule V and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), and Regulation 17 and any other applicable provisions of the

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, approval of the shareholders of the Company be and is hereby accorded for the re-designation of Mr. Sanjay Gulati (DIN: 05201178) as Joint Managing Director of the Company, effective from October 1, 2025, for the remainder of his current term, i.e., up to June 27, 2026.

RESOLVED FURTHER THAT all other terms and conditions of his appointment, including but not limited to remuneration, tenure, and responsibilities, shall remain unchanged as approved by the Shareholders at the 88th Annual General Meeting.

RESOLVED FURTHER THAT Mr. Sanjay Gulati shall continue to serve as the Head-Manufacturing Units alongside his responsibilities as Joint Managing Director.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary or expedient to give effect to this resolution, including but not limited to filing necessary forms with the Registrar of Companies and making disclosures to the Stock Exchanges, and to delegate such authority to any officer(s) of the Company as it may deem appropriate.”

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

Sachin Saluja

Company Secretary
Membership No. A24269

Place: **Noida**

Date: **August 13, 2025**

Registered Office:

Radaur Road,

Yamuna Nagar – 135001, Haryana, INDIA

ANNEXURE TO THE NOTICE DATED AUGUST 13, 2025**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:****Appointment of Mr. Rajiv Roy Chaudhury (DIN: 03545734) as an Independent Director:**

- (a) Mr. Rajiv Roy Chaudhury (DIN: 03545734) was appointed as an Additional Director (Non-executive Independent Director) of the Company with effect from July 08, 2025, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee. In terms of Section 161 of the Companies Act, 2013 (“the Act”), he holds office up to the date of the ensuing Annual General Meeting.
- (b) The Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for appointment as Director.
- (c) Mr. Rajiv Roy Chaudhury has submitted a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). He has further confirmed that he is not debarred from holding the office of director pursuant to any order issued by SEBI or any other regulatory authority.
- (d) In the opinion of the Board, Mr. Rajiv Roy Chaudhury is a person of integrity and possesses relevant expertise and experience in leadership, finance, governance, and strategy. His association would be beneficial to the Company. He fulfills the conditions specified in the Act, and Listing Regulations, and is independent of the management. The Board accordingly recommends his appointment as an Independent Director of the Company for a first term of five consecutive years commencing from July 08, 2025 to July 07, 2030. He shall not be liable to retire by rotation.
- (e) Pursuant to Regulation 25(2A) of the Listing Regulations, the appointment of an Independent Director requires the approval of shareholders by way of a Special Resolution.
- (f) Mr. Rajiv Roy Chaudhury has also confirmed that neither he nor any of his relatives hold any equity shares or other securities in the Company.
- (g) A brief profile of Mr. Rajiv Roy Chaudhury, in accordance with the requirements of Secretarial Standard-2 (SS-2) and Regulation 36 of the Listing Regulations, is enclosed as **Annexure I** to this Notice.
- (h) A copy of the draft letter of appointment of Mr. Rajiv Roy Chaudhury as an Independent Director, setting out the terms and conditions of his appointment, is available for inspection by the members without any fee in the manner specified in the Notice of this Annual General Meeting, up to and including the date of the Annual General Meeting.

- (i) The Board recommends the passing of the resolution as a Special Resolution.
- (j) None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Rajiv Roy Chaudhury, is concerned or interested, financially or otherwise, in the proposed Special Resolution.

Item No. 6:**Appointment of Mr. Vivek Dhir (DIN: 00774349) as an Independent Director:**

- (a) Mr. Vivek Dhir (DIN: 00774349) was appointed as an Additional Director (Non-executive Independent Director) of the Company with effect from July 08, 2025, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee. In terms of Section 161 of the Companies Act, 2013 (“the Act”), he holds office up to the date of the ensuing Annual General Meeting.
- (b) The Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for appointment as Director.
- (c) Mr. Vivek Dhir has submitted a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). He has further confirmed that he is not debarred from holding the office of director pursuant to any order issued by SEBI or any other regulatory authority.
- (d) In the opinion of the Board, Mr. Vivek Dhir is a person of integrity and possesses relevant expertise and experience in international business, distribution networks, leadership, and marketing strategies across consumer focused industries. His association would be beneficial to the Company. He fulfills the conditions specified in the Act, and Listing Regulations, and is independent of the management. The Board accordingly recommends his appointment as an Independent Director of the Company for a first term of five consecutive years commencing from July 08, 2025 to July 07, 2030. He shall not be liable to retire by rotation.
- (e) Pursuant to Regulation 25(2A) of the Listing Regulations, the appointment of an Independent Director requires the approval of shareholders by way of a Special Resolution.
- (f) Mr. Vivek Dhir has also confirmed that neither he nor any of his relatives hold any equity shares or other securities in the Company.
- (g) A brief profile of Mr. Vivek Dhir, in accordance with the requirements of Secretarial Standard-2 (SS-2) and Regulation 36 of the Listing Regulations, is enclosed as **Annexure I** to this Notice.

- (h) A copy of the draft letter of appointment of Mr. Vivek Dhir as an Independent Director, setting out the terms and conditions of his appointment, is available for inspection by the members without any fee in the manner specified in the Notice of this Annual General Meeting, up to and including the date of the Annual General Meeting.
- (i) The Board recommends the passing of the resolution as a Special Resolution.
- (j) None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Vivek Dhir, is concerned or interested, financially or otherwise, in the proposed Special Resolution.

Item No. 7:

Ratification of remuneration to the Cost Auditors for the financial year ending on March 31, 2026:

- (a) Pursuant to Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a Cost Auditor to audit the cost records maintained by the Company in respect of the products specified under the applicable rules issued in under the said section.
- (b) Based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s Neeraj Sharma & Co., Cost Accountants (Firm Registration Number: 100466), as the Cost Auditors of the Company for the financial year 2025-26, to conduct audit of cost records being maintained by the Company, at a remuneration of Rs1,75,000/- (Rupees One Lakh Seventy Five Thousand Only), plus applicable taxes and out-of-pocket expenses as may be incurred.
- (c) M/s Neeraj Sharma & Co., Cost Accountants, have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. In accordance with the provisions of Section 148 of the Act and applicable rules, the remuneration payable to the Cost Auditors is required to be ratified by the Shareholders.
- (d) The Board accordingly recommends the passing of the resolution as an Ordinary Resolution.
- (e) None of the Directors or Key Managerial Personnel of the Company or their relatives, are concerned or interested, financially or otherwise, in the proposed Resolution.

Item No. 8:

Appointment of Secretarial Auditors for a fixed term of five (05) years:

- (a) Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to appoint a firm of Practicing Company Secretaries to carry out the Secretarial Audit for each financial year.
- (b) As per the recent amendment to Regulation 24A, such appointment shall be for a fixed term of five consecutive financial years, with shareholders' approval. Any prior association up to March 31, 2025, will not be counted for the purpose of calculating this term.
- (c) Based on the recommendation of the Audit Committee, the Board has approved the appointment of M/s. Pramod Kothari & Co., Practicing Company Secretaries, as the Secretarial Auditors of the Company for a fixed term of five (05) financial years, commencing from financial year 2025-26 to financial year 2029-30, at a remuneration of ₹100,000 (Rupees One Lakh only) for financial year 2025-26. The remuneration for subsequent years shall be decided by the Board keeping in view the recommendation of the Audit Committee.
- (d) The firm is Peer Review certified and brings over 13 years of experience in SEBI, corporate law, FEMA, and governance advisory, including for listed entities. They also act as Secretarial Auditor for the Company's material subsidiary, Saraswati Sugar Mills Limited.
- (e) They have furnished their consent and eligibility certificate, confirming that their appointment meets all applicable provisions under the Companies Act, 2013, the Company Secretaries Act, 1980, and the Listing Regulations. They are not disqualified and are within the permissible audit limits of Institute of Company Secretaries of India (ICSI).
- (f) The Board approved to engage them for other professional services permissible under applicable laws, not falling under restricted services by SEBI or ICSI.
- (g) Relevant documents are available for inspection by Members in the manner stated in the Notice of this Annual General Meeting.
- (h) The Board recommends the passing of the resolution as an Ordinary Resolution.
- (i) None of the Directors or Key Managerial Personnel of the Company or their relatives, are concerned or interested, financially or otherwise, in the proposed Resolution.

Item No. 9:

Re-designation of Mr. Kishore Chatnani as Joint Managing Director:

- (a) The shareholders at the 88th Annual General Meeting of the Company held on September 17, 2021, had approved the appointment of Mr. Kishore Chatnani as Whole-time Director for a term of five years commencing from June 28, 2021 and ending on June 27, 2026. He has also been discharging responsibilities as the Chief Financial Officer and continues to do so.
- (b) He is not related to any Director or Key Managerial Personnel of the Company and belongs to the Non-Promoter group.
- (c) In view of his enhanced role and consistent contribution to strategic initiatives, operational excellence, and financial

- stewardship, the Board, on the recommendation of the Nomination and Remuneration Committee, has approved the re-designation of Mr. Kishore Chatnani as Joint Managing Director, effective from October 1, 2025, for the remainder of his current term, i.e., up to June 27, 2026. This redesignation is aligned with the company's evolving business needs, including its current scale and the forward looking growth plans.
- (d) Mr. Kishore Chatnani has conveyed his consent for the proposed change in his designation.
- (e) There is no change proposed in terms and conditions of his appointment, including but not limited to remuneration, tenure, and responsibilities, as approved by the shareholders at the time of appointment previously as mentioned above.
- (f) He will continue to function as Chief Financial Officer, designated as a Key Managerial Personnel under Section 203 of the Companies Act, 2013, alongside proposed re-designation as Joint Managing Director.
- (g) The continued dual role of Mr. Kishore Chatnani as Joint Managing Director and Chief Financial Officer is considered appropriate, given his deep expertise, robust governance oversight, and clearly defined executive responsibilities.
- (h) A brief profile of Mr. Kishore Chatnani, containing the required disclosures under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2, is enclosed as **Annexure - I** to this Notice.
- (i) Mr. Kishore Chatnani, along with his relatives, holds 1000 equity shares in the Company.
- (j) The Board accordingly recommends the passing of the resolution as an Ordinary Resolution.
- (k) None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Kishore Chatnani and his spouse, is concerned or interested, financially or otherwise, in the proposed Ordinary Resolution.
- (c) In view of his enhanced role and consistent contribution to strategic initiatives, and operational excellence, the Board, on the recommendation of the Nomination and Remuneration Committee, has approved the re-designation of Mr. Sanjay Gulati as Joint Managing Director, effective from October 1, 2025, for the remainder of his current term, i.e., up to June 27, 2026. This redesignation is aligned with the company's evolving business needs, including its current scale and the forward looking growth plans.
- (d) Mr. Sanjay Gulati has conveyed his consent for the proposed change in his designation.
- (e) There is no change proposed in terms and conditions of his appointment, including but not limited to remuneration, tenure, and responsibilities, as approved by the shareholders at the time of appointment previously as mentioned above.
- (f) He will continue to function as Head-Manufacturing Units, alongside proposed re-designation as Joint Managing Director. Mr. Sanjay Gulati is also serving as Managing Director of the joint venture and subsidiary company, Isgec Hitachi Zosen Limited, and designated as a Key Managerial Personnel under Section 203 of the Companies Act, 2013.
- (g) The continued dual role of Mr. Sanjay Gulati as Joint Managing Director and Head-Manufacturing Units is considered appropriate, given his deep expertise, operational excellence, and clearly defined executive responsibilities.
- (h) A brief profile of Mr. Sanjay Gulati, containing the required disclosures under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2, is enclosed as **Annexure - I** to this Notice.
- (i) Mr. Sanjay Gulati has also confirmed that neither he nor any of his relatives hold any equity shares or other securities in the Company.
- (j) The Board accordingly recommends the passing of the resolution as an Ordinary Resolution.
- (k) None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Sanjay Gulati, is concerned or interested, financially or otherwise, in the proposed Ordinary Resolution.

Item No. 10

Re-designation of Mr. Sanjay Gulati as Joint Managing Director:

- (a) The shareholders at the 88th Annual General Meeting of the Company held on September 17, 2021, had approved the appointment of Mr. Sanjay Gulati as Whole-time Director for a term of five years commencing from June 28, 2021 and ending on June 27, 2026. He has also been discharging responsibilities as the Head-Manufacturing Units and continues to do so.
- (b) He is not related to any Director or Key Managerial Personnel of the Company and belongs to the Non-Promoter group.

NOTES:

- The Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI") had issued various circulars from time to time with respect to conduct of Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of Members at a common venue. MCA had also prescribed the procedure and manner of conducting the AGM through VC/OAVM. This 92nd AGM is therefore being conducted through VC/ OAVM.

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 and route map have been sent along with this Notice as the meeting is being held through VC/OAVM.
4. Members who will be shareholders as on Monday, September 08, 2025, may join the AGM 30 minutes before the commencement of the meeting at 10:30 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 Monday, September 08, 2025, and Directors and Key Managerial Personnel, and Auditors will not be restricted.
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 circulars issued by MCA and SEBI from time to time, Notice of this AGM along with the Annual Report 2024-25 are being sent 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. A physical initiation letter, containing the weblinks and QR Code for accessing the Notice of the AGM and Annual Report for the financial year 2024-25, is being sent to those shareholders whose email Id's are not registered with the Company or Depositories. The Members may note that the Notice calling the AGM and Annual Report 2024-25 have 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 and Annual Report 2024-25 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, Annual Report 2024-25 and Special Window for re-lodgment of Transfer Request of Physical Shares and manner of registering the email IDs, Mobile No. and bank mandate of those Members who have not registered the said details with the Company/ Company's Share Transfer Agent, M/s. Alankit Assignments Limited.
9. Those Members who have not yet registered their email address are requested to get their email address registered by following the procedure given below:
 - a) **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 Furnish PAN, Nomination, Bank A/C details and specimen signature for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number also.

In order to avail online service, the security holders may register e-mail ID. Holders 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 Assignment Limited. Instruction and mode to submit the Form ISR(s) are given on RTA's website.
 - 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. **Special Window for Re-lodgement of Transfer Requests of Physical Shares**
Members are hereby informed that a special window has been opened from July 7, 2025 to January 6, 2026 to facilitate re-lodgement of Physical shares that were originally lodged before April 01, 2019 but were rejected or returned due to deficiencies. One-time opportunity allows such requests to be resubmitted with requisite documents by following the due process by members, and upon verification, shares shall be transferred only in dematerialized form. Member who missed the earlier cut-off of March 31, 2021, are encouraged to utilize this special window provided by SEBI.
11. 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 resolutions proposed and the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the businesses under item 5, 6, 7, 8, 9 and 10 set out above are annexed hereto.
12. **Record Date:**
Record date for dividend has been fixed as Monday, September 08, 2025.
13. **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.

14. Payment of Dividend:

- (i) Dividend for the financial year ended March 31, 2025, will be paid after declaration in the AGM.
- (ii) The Company has fixed Monday, September 08, 2025, as "Record Date" for determining members entitled to Dividend for the financial year ended March 31, 2025.
- (iii) Pursuant to the 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@isgec.com or to its Registrar and Share Transfer Agent, M/s. Alankit Assignments Limited (RTA) at rta@alankit.com or ramap@alankit.com by September 05, 2025. 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.isgec.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@isgec.com. No communication on the tax determination / deduction shall be entertained after September 05, 2025. 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.

15. 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@isgec.com.

16. **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@isgec.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.isgec.com under Section "Unclaimed Dividends".

17. SEBI has issued circular no. SEBI/HO/MIRSD/POD-1/P/ CIR/2024/81 dated June 10, 2024, for the convenience and ease of compliance of existing investors. According to this circular following relaxations have been given to the existing investors:

- i. Non-submission of 'choice of nomination' shall not result in freezing of Demat Accounts;
- ii. Security holders holding securities in physical form shall be eligible for receipt of any payment including dividend, interest or redemption payment as well as to lodge grievance or avail any service request from the RTA even if 'choice of nomination' is not submitted by these security holders;
- iii. Payments including dividend, interest or redemption payment withheld presently by the listed companies/ RTAs, only for want of 'choice of nomination' shall be processed accordingly.

18. SEBI has mandated that securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialize shares held by them in physical form.

19. **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.

20. **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 Monday, September 08, 2025, 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., Monday, September 08, 2025.

21. **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 Monday, September 08, 2025. 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.

22. **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 Monday, September 08, 2025, 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 Saturday, September 13, 2025, at 09:00 A.M. (IST) and ends on Monday, September 15, 2025, 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 Monday, September 08, 2025, 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 cast 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 Monday, September 08, 2025, 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. Monday, September 08, 2025, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the Company at roynr@isgpec.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 Saturday, September 13, 2025, at 09:00 A.M. and ends on Monday, September 15, 2025, 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., Monday, September 08, 2025, 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.

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.

NSDL Mobile App is available on



Type of shareholders	Login Method
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 my easi 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. 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. 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.
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?

- 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.
- 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:

Login type	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.	E-voting Event Number (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 - 135020**" 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.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com 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.

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 at pallavid@nsdl.co.in or) at evoting@nsdl.com.

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@isgce.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@isgce.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.

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.

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.
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.

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@isgec.com. The same will be replied by the company suitably.

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

Sachin Saluja
Company Secretary
Membership No. A24269

Place: **Noida**
Date: **August 13, 2025**

Registered Office:
Radaur Road,
Yamuna Nagar – 135001, Haryana, INDIA

KYC FORM
(Only for physical shareholding)

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

Dear Sir/ Madam,

Unit: Isgec Heavy Engineering Limited

Date: // // FolioNo: No of Shares:

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)

- i. 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.

Annexure I to the Notice of the AGM

Particulars	Appointment of Rajiv Roy Chaudhury (DIN: 03545734) as an Independent Director	Appointment of Mr. Vivek Dhir (DIN: 00774349) as an Independent Director.	Re-designation of Mr. Kishore Chatnani (DIN: 07805465) as Joint Managing Director.	Re-designation of Mr. Sanjay Gulati (DIN: 05201178) as Joint Managing Director.
Age	61	62	59	57
Date of appointment on the Board	July 08, 2025	July 08, 2025	June 28, 2021 (Re-designated on July 08, 2025)	June 28, 2021 (Re-designated on July 08, 2025)
Qualifications	MBA in Finance, University of San Francisco, USA BA in Economics, University of San Francisco, USA, including two years at the American University in Cairo, Egypt	Chemical engineering from Panjab University and an MBA from XLRI Jamshedpur	Bachelor of Engineering (with specialisation in Industrial Production Engineering) from MPIET, University of Nagpur, India Master of Business Administration (with specialisation in Finance), from Institute of Management Studies, Indore University, India	Bachelor of Engineering (with specialisation in Industrial Production Engineering) from SGSITS, Indore.
In case of Independent directors, the Skill and capabilities required for the role and the manner in which the proposed persons meets such requirements	Mr. Rajiv Roy Chaudhury is a person of integrity and possesses relevant expertise and experience in leadership, finance, governance and strategy.	Mr. Vivek Dhir is a person of integrity and possesses relevant expertise and experience in international business, distribution networks, leadership and marketing strategies across consumer focused industries.	Not Applicable	Not Applicable
Relationships between Directors, Manager and other Key Managerial Personnel	None	None	None	None
Terms and conditions of appointment/re-appointment along with details of remuneration and the remuneration last drawn by such person, if applicable	As per resolution given in the Notice and Explanatory Notes	As per resolution given in the Notice and Explanatory Notes	As per resolution given in the Notice and Explanatory Notes	As per resolution given in the Notice and Explanatory Notes
Number of Meetings of the Board attended during the year	N.A.	N.A.	Five (5)	Four (4)

Particulars	Appointment of Rajiv Roy Chaudhury (DIN: 03545734) as an Independent Director	Appointment of Mr. Vivek Dhir (DIN: 00774349) as an Independent Director	Re-designation of Mr. Kishore Chatnani (DIN: 07805465) as Joint Managing Director	Re-designation of Mr. Sanjay Gulati (DIN: 05201178) as Joint Managing Director
<p>A brief profile including nature of his expertise in specific function areas along with experience (in years)</p>	<p>Mr. Rajiv Roy Chaudhury, holds an MBA and BA in Economics from the University of San Francisco, including study at The American University in Cairo.</p> <p>He is seasoned global executive with over 30 years of leadership experience across the defence, pharmaceuticals, consulting, and FMCG sectors.</p> <p>Formerly, he was a Strategy Director at BAE Systems India, following a 12-year tenure leading finance and operations.</p> <p>He started his career with ITC and Arthur Andersen/EY and has held senior executive and Director roles at Ranbaxy in India, Australia, and Mexico.</p> <p>Member of several influential industry bodies, and recently contributed as visiting faculty at INSEAD, France.</p>	<p>Mr. Vivek Dhir is a seasoned business leader with over 40 years of experience across industries including FMCG, telecom, technology, and media.</p> <p>He is a chemical engineer from Panjab University with an MBA from XLRI Jamshedpur.</p> <p>He has led multiple startups as a founder and investor. He is the Founder & CEO of World Phone IT Services, delivering scalable telecom platforms to emerging markets, and also founded StarsTell.com, a leading D2C astrology and devotional services platform.</p> <p>He is a Trustee of ASTHA, supporting individuals with disabilities, and enjoys travel, podcasts, and golf.</p>	<p>Mr. Kishore Chatnani, holds an Bachelor of Engineering (with specialisation in Industrial Production Engineering) from MPIET, University of Nagpur;</p> <p>Master of Business Administration (with specialisation in Finance), from the Institute of Management Studies, Indore University.</p> <p>He has over 30 years of experience in finance, operations, treasury, investment management, and M&A, With the Company since 1998.</p>	<p>Bachelor of Engineering (with specialisation in Industrial Production Engineering) from SGSITS, Indore</p> <p>He has over 30 years of experience in marketing, exports, projects, manufacturing, and planning, HR & administration, greenfield projects, joint ventures, and team leadership.</p> <p>He is also a Managing Director of a subsidiary and joint venture, Isgec Hitachi Zosen Ltd.</p>

Particulars	Appointment of Rajiv Roy Chaudhury (DIN: 03545734) as an Independent Director	Appointment of Mr. Vivek Dhir (DIN: 00774349) as an Independent Director	Re-designation of Mr. Kishore Chatnani (DIN: 07805465) as Joint Managing Director	Re-designation of Mr. Sanjay Gulati (DIN: 05201178) as Joint Managing Director
Directorship held in other companies including listed companies	Nil	i). Happy Starstell.com Private Limited ii). World Phone IT Services Private Limited iii). Rider Marketing Private Limited iv). Signet Solutions Private Limited v). VAS Tribology Solutions Private Limited vi). Future Tele VAS Private Limited vii). World Phone India Private Limited viii). World Phone Internet Services Private Limited	i). Isgec Heavy Engineering Limited ii). Free Look Software Private Limited iii). Isgec Coverma Limited iv). Isgec Exports Limited v). Isgec Engineering and Projects Limited vi). The Yamuna Syndicate Limited	i). Isgec Heavy Engineering Limited ii). Isgec Hitachi Zosen Limited
Name of listed entities from which the person has resigned in the past three years	None	None	None	None
Chairman/ Member of Committee of the Other Board of Companies in which he is a director	None	None	None	Isgec Heavy Engineering Limited: Member- Risk Management Committee
Shareholding of Director in the Company including shareholding as a beneficial owner	Nil	Nil	(500 shares) 0% (Negligible)	Isgec Hitachi Zosen Limited: Member: Corporate Social Responsibility Committee Nil