

**MINUTES OF THE 90<sup>TH</sup> ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF ISGEC HEAVY ENGINEERING LIMITED HELD ON WEDNESDAY, AUGUST 23, 2023 AT 11:30 A.M. (IST) THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO VISUAL MEANS (OAVM) AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT RADAUR ROAD, YAMUNANAGAR-135001, HARYANA (DEEMED VENUE OF THE MEETING)**

**Present through video Conferencing/ Other Audio Visual Means:**

**DIRECTORS:**

- Mr. Ranjit Puri : Chairman & Non-Executive Director;  
Chairman of Stakeholders Relationship & Grievances Committee; and  
Chairman of Corporate Social Responsibility Committee
- Mr. Aditya Puri : Managing Director;  
Member of Audit Committee,  
Member of Corporate Social Responsibility Committee; and  
Member of Risk Management Committee
- Mr. Vishal Kirti Keshav Marwaha : Independent Director;  
Chairman of Audit Committee;  
Member of Nomination and Remuneration Committee; and  
Member of Corporate Social Responsibility Committee
- Mr. Sidharth Prasad : Independent Director;  
Chairman of Risk Management Committee,  
Chairman of Nomination and Remuneration Committee;  
Member of Stakeholders Relationship and Grievances Committee;  
and  
Member of Audit Committee
- Mr. Arvind Sagar : Independent Director;  
Member of Audit Committee;  
Member of Nomination and Remuneration Committee; and  
Member of Stakeholders Relationship and Grievances Committee
- Mrs. Rashi Sikka : Independent Director;  
Member of Stakeholders Relationship and Grievances Committee
- Mr. Sanjay Gulati : Whole-time Director & Head - Manufacturing Units; and  
Member of Risk Management Committee
- Mr. Kishore Chatnani : Whole-time Director and Chief Financial Officer;

**COMPANY OFFICER:**

- Sachin Saluja : Company Secretary & Compliance Officer

**AUDITORS:**

- Mr. Abhinav Khosla : Representative of M/s. SCV & Co., LLP, Chartered Accountants  
Statutory Auditors
- Mr. Pramod Kothari : Representative of Pramod Kothari & Co., Company Secretaries  
Secretarial Auditors
- Mr. Gopinathan Mohandas : Representative of Gopinathan Mohandas & Co., Cost Accountants  
Cost Auditors

**SCRUTINIZER:**

- Mr. Pramod Kothari : Practising Company Secretary

### **COMMENCEMENT OF THE ANNUAL GENERAL MEETING**

The 90<sup>th</sup> Annual General Meeting ("**AGM**") commenced at 11:30 a.m. (IST) through Video Conferencing ("**VC**") / Other Audio Video Means ("**OAVM**").

### **CHAIRMAN**

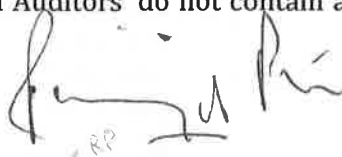
Mr. Ranjit Puri, Chairman, was present in the meeting and took the Chair.

### **MEMBERS PRESENT IN THE AGM**

- i. Ninety-One (91) Members including Five (05) Promoters / Promoters Group were present through Video Conferencing / Other Audio Visual Means.
- ii. Pursuant to Circular No. 14/2020 dated April 08, 2020 issued by the Ministry of Corporate Affairs (MCA), the facility for appointment of proxy for the AGM was not provided to the Members. Accordingly, there was no proxy present at the meeting.

### **PROCEEDINGS OF THE AGM**

1. Mr. Sachin Saluja, Company Secretary of the Company announced that
  - i. The AGM was convened in compliance with the General Circulars issued by the Ministry of Corporate Affairs ("**MCA**"), circulars issued by the Securities and Exchange Board of India ("**SEBI**"), Secretarial Standard - 2 and as per the applicable provisions of the Companies Act, 2013 and the rules made thereunder.
  - ii. He welcomed the Members and Directors to the AGM.
  - iii. He further confirmed that Mr. Ranjit Puri, Chairman was also present in the meeting.
  - iv. The number of Members as on cut-off date i.e., August 16, 2023 was 25,598.
  - v. 91 Members were present in the AGM, including Five (05) members from Promoters and Promoters group. He thereafter informed that the requisite quorum was present.
2. Mr. Ranjit Puri, Chairman, chaired the AGM. The Chairman welcomed the Members to the AGM. The requisite quorum being present, he called the meeting to order.
3. The Chairman introduced the Directors, Key Managerial Personnel (KMP's), Auditors and the Scrutinizer present at the AGM. All the directors of the Company attended the AGM.
4. The Chairman informed that
  - i. the Company has taken the requisite steps to enable the Members to participate and vote on the items being considered at this AGM.
  - ii. the statutory registers and other records, as required under the Companies Act, 2013, were available for inspection. Anyone interested may approach to the Company Secretary for the same.
  - iii. the Company has engaged and availed the services of National Securities Depositories Limited ("**NSDL**") to provide facility of e-voting remotely and e-voting during the AGM and participation in the AGM through VC/OAVM.
  - iv. the reports of the Statutory Auditors' and Secretarial Auditors' do not contain any qualifications or observations or adverse remarks.



RP

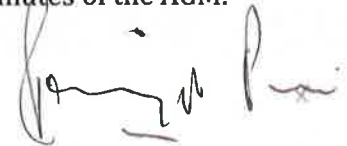
- v. Annual Report containing the audited annual financial statements for the financial year ended March 31, 2023 together with Reports of Board and Auditors thereon, and the Notice convening the AGM were taken as read.
- vi. pursuant to the applicable provisions of the Companies Act, 2013, Rules framed thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had extended remote e-voting facility to the Members of the Company in respect of the resolutions to be passed at the AGM.
- vii. the remote e-voting commenced on Sunday, August 20, 2023, at 9:00 a.m. (IST) and ended on Tuesday, August 22, 2023 at 05:00 p.m. (IST).
- viii. the Members who have not exercised their vote through remote e-voting are requested to cast their vote. The e-voting facility was kept active for 15 minutes after the conclusion of the AGM.
5. Mr. Aditya Puri, Managing Director then commenced his speech and gave an overview of the operations and the financial performance of the Company during the financial year 2022-23.
6. Mr. Sachin Saluja, Company Secretary, requested Mr. Pramod Kothari, Practicing Company Secretary, the Scrutinizer for the orderly conduct of the e-voting.
7. It was further informed that the consolidated voting results along with the Scrutinizer's Report will be placed on the website of the Company at [www.isgpec.com](http://www.isgpec.com) and on the website of the BSE Ltd., the National Stock Exchange of India Limited and NSDL within 2 working days from the conclusion of the AGM as permitted by law.
8. Mr. Sachin Saluja, Company Secretary thanked the Members, Directors, Key Managerial Personnel and Auditors for their participation in the meeting.
9. The meeting concluded at 12:05 p.m. (IST) after being open for 15 minutes for e-voting to be completed.
10. Based on the Scrutinizer's Report dated August 24, 2023 issued by Mr. Pramod Kothari, Practicing Company Secretary, the Company declared that all the agenda items put to vote have been carried-out and passed with requisite majority, as per details given hereunder:

Item No	ORDINARY BUSINESS	TYPE OF RESOLUTION
1.	Adoption of 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.	<b>Ordinary Resolution:</b> "RESOLVED THAT 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, be and are hereby received, considered and adopted."
2.	Adoption of the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Report of the Auditors thereon.	<b>Ordinary Resolution:</b> "RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Report of the Auditors thereon, be and are hereby received, considered and adopted."
3.	Declaration of Dividend of Rs. 3/- per Equity Share of Re. 1/- each, as recommended by the Board of Directors, for the financial year ended March 31, 2023.	<b>Ordinary Resolution:</b> "RESOLVED THAT Dividend of Rs. 3/- per Equity Share of Re. 1/- each, as recommended by the Board of Directors, for the financial year ended March 31, 2023, be and is hereby declared and be paid to the shareholders."

Item No	SPECIAL BUSINESS:	TYPE OF RESOLUTION
4.	Appointment of Mr. Sanjay Gulati (DIN No. 05201178) as Director, liable to retire by rotation.	<b>Ordinary Resolution:</b> "RESOLVED THAT Mr. Sanjay Gulati (DIN No. 05201178) Director, liable to retire by rotation, be and is hereby re-appointed."
5.	Ratification of remuneration of the Cost Auditors for the financial year ending March 31, 2024	<b>Ordinary Resolution:</b> "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 Rs. 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."

11. E-Voting Results declared by the Company, together with Consolidated Report of Scrutinizer are enclosed with these minutes as **Annexure-I** and recorded as part of the Minutes of the AGM.

Date: 18-September-2023  
Place: Noida



Ranjit Puri  
Chairman



Sachin Saluja  
Company Secretary

Encl.: As Above

General information about company	
Scrip code	533033
NSE Symbol	ISGEC
MSEI Symbol	
ISIN	INE858B01029
Name of the company	ISGEC HEAVY ENGINEERING LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	23-08-2023
Start time of the meeting	11:30 AM
End time of the meeting	12:05 PM



A handwritten signature in black ink is written over a circular stamp. The stamp contains the text "ISGEC HEAVY ENGINEERING LIMITED" around the perimeter. To the right of the stamp, the date "24/08/23" is handwritten.

Scrutinizer Details	
Name of the Scrutinizer	PRAMOD KOTHARI
Firms Name	PRAMOD KOTHARI & CO
Qualification	CS
Membership Number	7091
Date of Board Meeting in which appointed	29-05-2023
Date of Issuance of Report to the company	24-08-2023

A circular stamp with the text "ENGINEERING LIMITED" and "GEC HEAVY" is partially visible. Overlaid on the stamp is a handwritten signature and the date "24/08/23".



Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				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				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	45904888	45904888	100	45904888	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		45904888	45904888	100	45904888	0	100
Public-Institutions	E-Voting	8377276	6089613	72.692	6089613	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		8377276	6089613	72.692	6089613	0	100
Public- Non Institutions	E-Voting	19247346	7861931	40.8468	7861927	4	99.9999	0.0001
	Poll							
	Postal Ballot (if applicable)							
	Total		19247346	7861931	40.8468	7861927	4	99.9999
Total		73529510	59856432	81.4046	59856428	4	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Jindal Engineering Limited





Resolution(2)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			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.					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	45904888	45904888	100	45904888	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		45904888	45904888	100	45904888	0	100
Public-Institutions	E-Voting	8377276	6089613	72.692	6089613	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		8377276	6089613	72.692	6089613	0	100
Public- Non Institutions	E-Voting	19247346	7861931	40.8468	7861927	4	99.9999	0.0001
	Poll							
	Postal Ballot (if applicable)							
	Total		19247346	7861931	40.8468	7861927	4	99.9999
Total		73529510	59856432	81.4046	59856428	4	100	0
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution								


  
 Jatin Jatin
   
 24/08/23



Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To declare Dividend of 3/- per Equity Share of Re.1/- each, as recommended by the Board of Directors, for the financial year ended March 31, 2023.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	45904888	45904888	100	45904888	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		45904888	45904888	100	45904888	0	100
Public-Institutions	E-Voting	8377276	6089613	72.692	6089613	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		8377276	6089613	72.692	6089613	0	100
Public- Non Institutions	E-Voting	19247346	7901983	41.0549	7901979	4	99.9999	0.0001
	Poll							
	Postal Ballot (if applicable)							
	Total		19247346	7901983	41.0549	7901979	4	99.9999
Total		73529510	59896484	81.4591	59896480	4	100	0
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution								





Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				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.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	45904888	45904888	100	45904888	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		45904888	45904888	100	45904888	0	100
Public-Institutions	E-Voting	8377276	6089613	72.692	6079844	9769	99.8396	0.1604
	Poll							
	Postal Ballot (if applicable)							
	Total		8377276	6089613	72.692	6079844	9769	99.8396
Public- Non Institutions	E-Voting	19247346	7897278	41.0305	7867154	30124	99.6186	0.3814
	Poll							
	Postal Ballot (if applicable)							
	Total		19247346	7897278	41.0305	7867154	30124	99.6186
Total		73529510	59891779	81.4527	59851886	39893	99.9334	0.0666
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								


  
 The stamp is circular with the text "ENGINEERING LIMITED" around the top and "HEAVY" at the bottom. The signature is written across the stamp.



Resolution(5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of remuneration of the Cost Auditors for the financial year ending March 31, 2024				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	45904888	45904888	100	45904888	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		45904888	45904888	100	45904888	0	100
Public- Institutions	E-Voting	8377276	6089613	72.692	6089613	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		8377276	6089613	72.692	6089613	0	100
Public- Non Institutions	E-Voting	19247346	7897280	41.0305	7873716	23564	99.7016	0.2984
	Poll							
	Postal Ballot (if applicable)							
	Total		19247346	7897280	41.0305	7873716	23564	99.7016
Total		73529510	59891781	81.4527	59868217	23564	99.9607	0.0393
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution								





Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	


  
 Jindal Steel & Power Limited  
 24/8/23



**Consolidated Report of Scrutinizer**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 02/2021 dated December 14, 2021, 02/2022 dated May 05, 2022, and 10/2022, and 11/2022 dated December 22, 2022 (Collectively referred to as "MCA Circulars") and circular nos. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/DDHS/DDHS/CIR/F/2021/21 dated February 26, 2021, and SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 5, 2023 (collectively referred to as "SEBI Circulars")]

To,  
The Chairman  
Isgec Heavy Engineering Limited  
Radaur Road, Yamuna Nagar, Haryana-135001.

Meeting : 90<sup>th</sup> Annual General Meeting  
Date & Time : Wednesday, August 23, 2023 at 11:30 a.m. (IST)  
Deemed Venue : Radaur Road, Yamunanagar-135001, Haryana  
Mode : Video Conferencing ("VC")/Other Audio -Visual Means ("OAVM")

I, Pramod Kothari, Company Secretary in Practice, Proprietor of Pramod Kothari & Co, having office at S-7 Shreejee Complex, Sharma Market Sector 5 Noida 201301 India have been appointed as Scrutinizer by the Board of Directors of ISGEC HEAVY ENGINEERING LIMITED ("the Company") for the purpose of scrutinizing the process of voting through electronic means i.e. remote e-voting and e-voting at 90<sup>th</sup> Annual General Meeting (AGM) under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) ("the Rules") and MCA and SEBI Circulars as mentioned above, in respect of the resolution(s) mentioned in Notice dated July 26, 2023 ("Notice") proposed at the 90<sup>th</sup> Annual General Meeting (AGM) of the Company held on 90th Annual General Meeting (AGM) the Company) be held on Wednesday, August 23, 2023 at 11:30 a.m. (IST) through VC/QOAVM.



**1. MANAGEMENT'S RESPONSIBILITY**

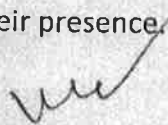
The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR"), (iii) MCA Circulars; and (iv) SEBI Circulars relating to e-voting on the resolutions contained in the Notice calling the AGM. The management of the Company is responsible for ensuring a secure framework and robustness of the electronic voting systems.

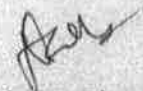
**2. SCRUTINIZER'S RESPONSIBILITY**

My responsibility as Scrutinizer for e-voting process (i.e. remote e-voting and e-voting) is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by National Securities Depositories Limited (NSDL), the agency engaged by the Company to provide e-voting facility and documents furnished to me electronically by the Company/ NSDL for my verification.

**3. I SUBMIT MY REPORT AS UNDER:**

- a) 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). via e-voting platform on the designated website of National Securities Depositories Limited, Authorized Agency to provide e-voting facility viz. <https://www.evoting.nsdl.com>. The Company had also provided e-voting facility to the Members who participated through VC/OAVM to enable those Members to cast their votes if they had not cast their vote earlier through remote e-voting.
- b) The Members of the Company as on the "Cut-off Date" i.e., Wednesday, August 16, 2023, were entitled to avail the facility of remote e-voting as well as e-voting at the AGM on the proposed resolution(s) as set out in the Notice.
- c) The total paid up Equity Share Capital of the Company as on Wednesday, August 16, 2023 (Cut-off Date) was Rs. 7,35,29,510/- (Rupees Seven Crores Thirty-Five Lakhs Twenty-Nine Thousand Five Hundred and Ten only) divided into 73529510 (Seven Crores Thirty-Five Lakhs Twenty-Nine Thousand Five Hundred Ten) equity shares of Rs.1/- (Rupees Ten) each.
- d) The votes cast were unblocked on August 23, 2023, after conclusion of the AGM in the presence of two witnesses, Mr. Nitin Nagar and Mr. Varun Bhatia, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
Nitin Nagar  
(Witness 1)

  
Varun Bhatia  
(Witness 2)



- e) Thereafter the details containing inter-alia the list of equity shareholders who voted “for” or “against” each of the resolution that was put to votes were generated from the e-voting website of NSDL <https://www.evoting.nsdl.com/>.
- f) The shareholders exercised their voting either by remote e-voting or e-voting at AGM. There was no shareholder who opted for both the facilities. Further, shareholders who have voted for lesser number of shares as compared to their entitlement, the number of shares for which they actually voted were considered.
- g) The electronic voting system was diligently scrutinized.
- h) The consolidated summary of results of e-voting at AGM and remote e-voting based on the reports generated by NSDL and relied upon are as under:

#### RESOLUTION NO. 1

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.

ITEM NO. OF NOTICE	VOTING METHOD	VOTES IN ASSENT		VOTES IN DISSENT		INVALID VOTES
		Nos	Percentage	Nos	Percentage	
Item No. 1(a) as Ordinary Resolution	Remote E-voting	59850928	99.99	4	0	-
	E-voting	5500	0.01	-	-	-
	Total	59856428	100.00	4	0	-

Therefore, Resolution No. 1 has been approved with requisite majority. Details of e-voting at AGM & remote e-voting are given in Annexure-A.

#### RESOLUTION NO. 2

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.

ITEM NO. OF NOTICE	VOTING METHOD	VOTES IN ASSENT		VOTES IN DISSENT		INVALID VOTES
		Nos	Percentage	Nos	Percentage	
Item No. 2 (as Ordinary Resolution)	Remote E-voting	59850928	99.99	4	0	-
	E-voting	5500	0.01	-	-	-
	Total	59856428	100.00	4	0	-

Therefore, Resolution No. 2 has been approved with requisite majority. Details of e-voting at AGM & remote e-voting are given in Annexure-B.





**RESOLUTION NO. 3**

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.

ITEM NO. OF NOTICE	VOTING METHOD	VOTES IN ASSENT		VOTES IN DISSENT		INVALID VOTES
		Nos	Percentage	Nos	Percentage	
Item No.3) (as Ordinary Resolution	Remote E-voting	59890980	99.99	4	0	-
	E-voting	5500	0.01		0	-
	Total	59896480	100.00	4	0	-

Therefore, Resolution No. 3 has been approved with requisite majority. Details of e-voting at AGM & remote e-voting are given in **Annexure-C**.

**RESOLUTION NO. 4**

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.

ITEM NO. OF NOTICE	VOTING METHOD	VOTES IN ASSENT		VOTES IN DISSENT		INVALID VOTES
		Nos	Percentage	Nos	Percentage	
Item No.4) (as Ordinary Resolution	Remote E-voting	59846386	99.92	39893	0.07	
	E-voting	5500	0.01	0	0	
	Total	59851886	99.93	39893	0.07	

Therefore, Resolution No. 4 has been approved with requisite majority. Details of e-voting at AGM & remote e-voting are given in **Annexure-D**.

**RESOLUTION NO. 5**

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

ITEM NO. OF NOTICE	VOTING METHOD	VOTES IN ASSENT		VOTES IN DISSENT		INVALID VOTES
		Nos	Percentage	Nos	Percentage	
Item No.5) (as Ordinary Resolution	Remote E-voting	59868217	99.95	23564	0.04	-
	E-voting	5500	0.01	0	0	-
	Total	59868217	99.96	23564	0.04	-

Therefore, Resolution No. 5 has been approved with requisite majority. Details of e-voting at AGM & remote e-voting are given in **Annexure-E**.

- i. The electronic data and all other relevant records relating to e-voting are under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves, and signs the minutes of the AGM.



ii. This report is issued in accordance with the terms of the Engagement Letter

**4. RESTRICTION ON USE**

This report has been issued at the request of the Company for:

- i. Submission to Stock Exchanges;
- ii. Placing on website of the Company; and
- iii. Website of NSDL.

This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking You,

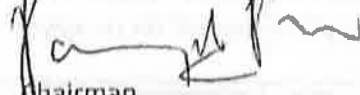
Yours faithfully,  
For Pramod Kothari & Co  
Company Secretaries



Pramod Kothari  
Proprietor (C P 11532)  
UDIN: F007091E000855301  
Date: 24/08/2023  
Place: Noida



Countersigned by  
Ispcc Heavy Engineering Limited



Chairman  
Date: 24/08/2023  
Place: Noida

**ANNEXURE - A**

Details of e-voting at AGM & remote e-voting for Resolution No. 1 are as under:

**A1. E-VOTING AT AGM:**

Particulars	No. of Voters	No. of Equity Shares	Paid up Value of Equity Shares (In Rs.)
Total Votes received	1	5500	5500
Less: Invalid Votes	-	-	-
Net Valid votes	1	5500	5500
Votes with Assent	1	5500	5500
Votes with Dissent	-	-	-

**A2. VOTING THROUGH REMOTE E-VOTING**

Particulars	No. of Voters	No. of Equity Shares	Paid up Value of Equity Shares (In Rs.)
Total Votes received	382	59850932	59850932
Less: Invalid Votes	-	-	-
Net Valid votes	382	59850932	59850932
Votes with Assent	378	59850928	59850928
Votes with Dissent	4	4	4

**ANNEXURE - B**

Details of e-voting at AGM & remote e-voting for Resolution No. 2 are as under:

**B1. E-VOTING AT AGM:**

Particulars	No. of Voters	No. of Equity Shares	Paid up Value of Equity Shares (In Rs.)
Total Votes received	1	5500	5500
Less: Invalid Votes	-	-	-
Net Valid votes	1	5500	5500
Votes with Assent	1	5500	5500
Votes with Dissent	-	-	-

**B2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of Voters	No. of Equity Shares	Paid up Value of Equity Shares (In Rs.)
Total Votes received	382	59850932	59850932
Less: Invalid Votes	-	-	-
Net Valid votes	382	59850932	59850932
Votes with Assent	378	59850928	59850928
Votes with Dissent	4	4	4





**ANNEXURE - C**

Details of e-voting at AGM & remote e-voting for Resolution No. 3 are as under:

**C1. E-VOTING AT AGM:**

Particulars	No. of Voters	No. of Equity Shares	Paid up Value of Equity Shares (In Rs.)
Total Votes received	1	5500	5500
Less: Invalid Votes	-	-	-
Net Valid votes	1	5500	5500
Votes with Assent	1	5500	5500
Votes with Dissent	-	-	-

**C2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of Voters	No. of Equity Shares	Paid up Value of Equity Shares (In Rs.)
Total Votes received	383	59890984	59890984
Less: Invalid Votes	-	-	-
Net Valid votes	383	59890984	59890984
Votes with Assent	379	59890980	59890980
Votes with Dissent	4	4	4

**ANNEXURE - D**

Details of e-voting at AGM & remote e-voting for Resolution No. 4 are as under:

**D1. E-VOTING AT AGM**

Particulars	No. of Voters	No. of Equity Shares	Paid up Value of Equity Shares (In Rs.)
Total Votes received	1	5500	5500
Less: Invalid Votes	-	-	-
Net Valid votes	1	5500	5500
Votes with Assent	1	5500	5500
Votes with Dissent	-	-	-

**D2. VOTING THROUGH REMOTE E-VOTING**

Particulars	No. of Voters	No. of Equity Shares	Paid up Value of Equity Shares (In Rs.)
Total Votes received	385	59886279	59886279
Less: Invalid Votes	-	-	-
Net Valid votes	385	59886279	59886279
Votes with Assent	370	59846386	59846386
Votes with Dissent	15	39893	39893





**ANNEXURE - E**

Details of e-voting at AGM & remote e-voting for Resolution No. 5 are as under:

**E1. E-VOTING AT AGM**

Particulars	No. of Voters	No. of Equity Shares	Paid up Value of Equity Shares (In Rs.)
Total Votes received	1	5500	5500
Less: Invalid Votes	-	-	-
Net Valid votes	1	5500	5500
Votes with Assent	1	5500	5500
Votes with Dissent	-	-	-

**E2. VOTING THROUGH REMOTE E-VOTING**

Particulars	No. of Voters	No. of Equity Shares	Paid up Value of Equity Shares (In Rs.)
Total Votes received	382	59886281	59886281
Less: Invalid Votes	-	-	-
Net Valid votes	382	59886281	59886281
Votes with Assent	374	59862717	59862717
Votes with Dissent	8	23564	23564



