



Ref: Ho-463

Dated: August 30, 2024

To,  
Ms. Rashmi Sikka  
DIN: 00320145  
B-5/11, Safdarjang Enclave  
Delhi-110029

Dear Ma'am,

**RE-APPOINTMENT AS AN INDEPENDENT DIRECTOR**

1. The Shareholders in the Annual General Meeting held on August 28, 2024, were pleased to re-appoint you as an Independent Director of the Company for a second term of 5 (Five) consecutive years with effect from the May 28, 2025 up to and including May 27, 2030 and that she shall not be liable to retire by rotation.
2. A copy of the Resolution passed in the Annual General Meeting is enclosed for your information and record.
3. As an Independent Director of the Company you will be entitled to following remuneration:-
  - (a) Board Meeting Fee: Rs.1,00,000/- (Rupees One Lakh only) for each meeting to be attended.
  - (b) Committee Meeting Fee: Rs.10,000/- (Rupees Ten Thousands only) for each meeting to be attended.
  - (c) TA & DA for attending the Board Meeting outside your Headquarter.
  - (d) Commission: Maximum of Rs.2,50,000/- (Rupees Two Lakhs Fifty Thousands only) for each meeting to be attended, subject to commission payable to all Non-Executive Director shall not exceed 1 % of the Net Profit for the financial year.
4. As an Independent Director, you are required to abide by the provisions specified in paragraphs I, II & III of Schedule-IV of the Companies Act, 2013, with regard to professional conduct, rules and functions and duties. A copy of paragraphs I, II & III of Schedule-IV is enclosed for ready reference.
5. As an Independent Director you are required to abide by the provisions as specified in the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations) and the SEBI (Prohibition of Insider Trading) Regulations, 2015.
6. In accordance with the Companies Act, 2013, Independent Directors are required to hold at least one meeting in a financial year. The meeting shall review:-
  - (a) The performance of non-independent directors and the Board as a whole;



## ISGEC HEAVY ENGINEERING LTD.

A-4, Sector-24,  
Noida - 201 301 (U.P.) India  
(GST No.: 09AAACT5540K2Z4)  
Tel.: +91-120-4085000 / 01 / 02  
Fax: +91-120-2412250  
E-mail: [corpcomm@isgec.com](mailto:corpcomm@isgec.com)  
[www.isgec.com](http://www.isgec.com)

- (b) The performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors;
- (c) Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

7. The Company undertaken Directors and Officers (D & O) Insurance Policy.

By order of the Board of  
Isgec Heavy Engineering Limited

  
Sachin Saluja

Company Secretary & Compliance Officer



Encl: Copy of paragraphs 1, 2 & 3 of Schedule IV of the Companies Act, 2013 and Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and code of conduct for all Board Members as per the SEBI (Prohibition of Insider Trading) Regulation, 2015.



Copy of paragraphs I, II & III of Schedule IV of the Companies Act, 2013

**SCHEDULE IV**

**I. Guidelines of professional conduct:**

An independent director shall:

- (1) uphold ethical standards of integrity and probity;
- (2) act objectively and constructively while exercising his duties;
- (3) exercise his responsibilities in a bona fide manner in the interest of the company;
- (4) devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- (5) not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgement of the Board in its decision making;
- (6) not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- (7) refrain from any action that would lead to loss of his independence;
- (8) where circumstances arise which make an independent director lose his independence, in the independent director must immediately inform the Board accordingly;
- (9) assist the company in implementing the best corporate governance practices.

**II. Role and functions:**

The independent directors shall:

- (1) help in bringing an independent judgment to bear on Board's Deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- (2) bring an objective view in the evaluation of the performance of board and management;
- (3) scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- (4) satisfy themselves on the integrity of financial information and the financial controls and the systems of risk management are robust and defensible;
- (5) safeguard the interests of all stakeholders, particularly the minority shareholders;
- (6) balance the conflicting interest of the stakeholders;
- (7) determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in



- appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
- (8) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

### III. Duties:

The independent directors shall:

- (1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- (2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- (3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) strive to attend the general meetings of the Company;
- (6) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- (7) keep themselves well informed about the company and the external environment in which it operates;
- (8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- (10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- (11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (12) acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- (13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.





Certified True Copy of the Resolution passed by the Shareholders of Isgec Heavy Engineering Limited in its Annual General Meeting held on Wednesday, August 28, 2024 at 11:00 a.m. (IST) through Video Conferencing facility

**"RESOLVED AS A SPECIAL RESOLUTION THAT** Mrs. Rashi Sikka (DIN: 00320145), who was appointed as an Independent Director by the Members in the Annual General Meeting of the Company held in year 2022 for a first term, with effect from May 28, 2022 up to and including May 27, 2025, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 ("the Act") from a member proposing her candidature for the office of an Independent Director and who meets with the criteria of Independence as provided under Section 149 of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for re-appointment and is recommended by the Board of Directors upon the recommendation of the Nomination and Remuneration Committee, for the office of an Independent Director, be and is hereby re-appointed, in accordance with Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the corresponding rules framed thereunder, as an Independent Director for a second term of 5 (Five) consecutive years with effect from May 28, 2025 up to and including May 27, 2030 and that she shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto."



**Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons**

(As per Regulation 9(1) of the Securities and Exchange Board of India  
(Prohibition of Insider Trading) Regulations, 2015 ("Regulations") read with  
Schedule B of the Regulations.)

1. Application:

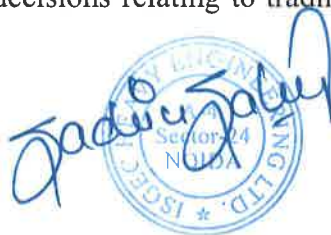
This Code of Conduct has been prepared by adopting the standards set out in Schedule B of the Regulations in order to regulate, monitor and report trading by Designated Persons and immediate relatives of Designated Persons towards achieving compliance with the Regulations.

2. "Designated Persons"

2.1 Meaning:

- (i) Members of the Board of Directors;
- (ii) Promoters of the Company;
- (iii) Managing Director, Chief Financial Officer, Company Secretary and Chief Financial Officer and Company Secretary of the Subsidiary Companies, Associate Companies and Joint Venture Companies;
- (iv) Auditors of the Company;
- (v) All employees of the Central Accounts and Finance, Internal Audit, Secretarial Department and supporting staff working in IT department at A-4, Sector -24, Noida-201301, U.P.;
- (vi) Secretaries/Executive Assistants reporting to the Chairman or the Managing Director/Whole Time Director/Chief Financial Officer/ Company Secretary of the Company;
- (vii) All Business Heads and Unit Heads of the Company and its material subsidiaries;
- (viii) Employees up to two levels below the Managing Director and its material subsidiaries irrespective of their functional role in the company or ability to have access to **Unpublished Price Sensitive Information (UPSI)**;
- (ix) Such other person as may be identified by the Compliance officer; and
- (x) Immediate relatives of above Designated Persons:

Immediate relative means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person or consults such person in taking decisions relating to trading in securities.





2.2 Compliances by Designated Persons:

(i) Designated Persons shall require to disclose Name and PAN or any other identification number like Aadhar card number, passport number (in case of foreigner) of following persons to the Company on an annual basis and as and when the information changes:

- Immediate relatives;
- Persons with whom such designated person(s) shares a material financial relationship;
- Phone number, Mobile Number which are used by them;

“Material financial relationship” shall means a relationship in which one person is a recipient of any kind of payment equivalent to at least 25% of such payer’s annual income during immediately preceding twelve months exclude relationship in which payment made at arm’s length basis.

Designated Persons shall also disclose on a one time basis following information to the Company:

- Name of educational institutions from where designated persons graduated;
- Name of past employers of designated persons.

(ii) The Designated Persons, who have possession of **UPSI** on the basis of their duties and responsibilities, as and when require, and then they trade in Securities in contravention to provision of this Code or SEBI regulations, shall be liable for disciplinary actions, including wage freeze, suspensions and recovery claw back, etc., as may be decided by the Board of Directors of the Company.

(iii) The compliance officer shall report trading in securities of the Company by designated persons and their immediate relatives on quarterly basis to the

- Board of directors, and
- Chairman of the Audit Committee

3. Code of Conduct:

(i) All the persons covered under the Code shall handle **UPSI** within the organization on need to know basis. They will not communicate this information to any person except in furtherance of their legitimate purposes, performance of duties or discharge of legal obligations. In case of doubt, they will approach the Compliance Officer for permission to communicate the **UPSI**.



- (ii) Designated Persons and their immediate relatives shall not deal in the securities of the company when the Trading Window is closed. Trading window is the period during which the persons covered under the Code cannot deal in securities of the Company. The Trading Window shall be closed seven days before and shall remain closed for three days from the disclosure of the **UPSI other than Financial Results**. For example, if the UPSI other than Financial Results are to be disclosing on 26<sup>th</sup> May, the Trading Window will be closed from 19<sup>th</sup> May to 29<sup>th</sup> May.

Trading Window shall be closed from the end of every quarter till 48 hours after the declaration of financial results.

- (iii) The covered persons can trade when the Trading Window is open with the pre-clearance from the Compliance Officer. The pre-clearance will be given by the Compliance Officer on receipt of prior declaration from applicant to the effect that the applicant is not in possession of any UPSI, accordingly complete details regarding transaction such as number of shares to be bought or sold, shares already held, shares to be held after transaction, whether the transaction is through Stock Exchange or through negotiation, consideration if through negotiation.
- (iv) The permission to trade when the Trading Window is opened will not be required if the value of shares traded in one or more transactions over any calendar quarter does not exceed Rs. 10 lakh.
- (v) Designated Persons and their immediate relatives who is permitted to trade shall not execute a contra trade i.e. enter into an opposite transaction during the next 6 (six) months following the prior transaction ("contra trade").

The Compliance Officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations.

- (vi) If in any case company found that there has been a violation of these Regulations it shall informed to SEBI promptly.

4. Compliance Officer:

Mr. Sachin Saluja, Company Secretary, will be the Compliance Officer for the purpose of the Code of Conduct.





## CODE OF CONDUCT

### Preamble

Regulation 17(5) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") stipulates that the Board of Directors of every listed company shall lay down a code of conduct for all Board members and Senior Management personnel of the Company.

The term "Senior Management" shall mean All Unit Heads, Company Secretary and Chief Financial officer.

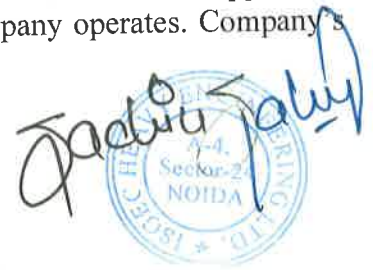
- This Code of Conduct will provide Directors and Senior Management of the Company general guidance on the standards of conduct expected of the Directors and Senior Management including guidelines on conflict of interests.
- Within the Company there are other policies/procedures, which complement or support this Code. Board Members and Members of Senior Management will Exercise the care, diligence and skill of a reasonably prudent person under comparable circumstances.
- Ensure to enhance and maintain the reputation of the Company.
- Strive to contribute toward the growth, stability and service that the Company seeks to provide to its consumers, members, stakeholders and society in general. Conduct themselves in a professional, courteous, and respectful manner at all times.
- Make available to and share with fellow Directors all information as may be relevant to ensure proper conduct and sound operation of the Company.

### DUTIES OF DIRECTORS INCLUDING INDEPENDENT DIRECTORS

The Directors including Independent Directors shall adhere to the roles and duties as defines under the provisions of Companies act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 besides other roles and duties as may be referred by the Board of Directors of the Company from time to time.

### COMPLIANCE WITH LAWS

The Company's Directors and Senior Management shall comply with all the applicable provisions of laws and regulations of the countries in which the company operates. Company's





Directors and Senior Management shall contact Company's legal counsel in case they have questions regarding applicable laws.

No Director or Member of Senior Management shall commit or condone an illegal act or instruct another employee, etc. to do so.

Directors and other Senior Management are expected to be sufficiently familiar with any legislation that applies to their work, to recognize potential liabilities and to know when to seek legal advice.

No Director or Member of Senior Management staff shall create or condone the creation of a false record and shall not destroy or condone the destruction of a record, except in accordance with the guidelines laid down in this regard or permitted under any law of the land for the time being in force.

#### CONFLICT OF INTEREST

A Director or a Member of Senior Management has an actual conflict of interest when he is performing a duty or function of the position and in the performance of that duty or function has the opportunity to further his or her private interests.

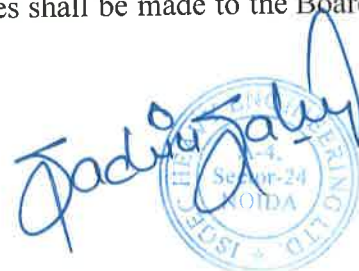
There is an apparent conflict of interest when a reasonably well-informed person could perceive that a Director's or Member of Senior Management's ability to perform a duty or function of the position was or will be affected by the Directors' or Member of Senior Management's private interest.

The Company depends upon the integrity of all the Directors and Members of Senior Management who have knowledge of a decision or activity of the Company that involves or might involve a conflict of interest.

Directors and Member of Senior Management will perform their duties conscientiously.

Every Director and Member of Senior Management must avoid any situation in which there is an actual or apparent conflict of interest that could interfere or could be perceived to interfere with the Director's or Member of Senior Management's judgment in making decisions in the Company's best interests.

Every Director and Member of Senior Management shall disclose all the circumstances that constitute an actual or apparent conflict of interest. These disclosures shall be made to the Board of Directors.





## OUTSIDE BUSINESS INTERESTS

Directors and Members of Senior Management should declare their outside business interests at the time of engagement and are required to limit outside business activities to avoid any conflict of interests or breaches of any of the provision of this Code. Notwithstanding any outside business activity, Directors and Members of Senior Management are required to act in the best interests of the Company.

## CONFIDENTIAL INFORMATION

Directors and Members of Senior Management should at all times maintain the confidentiality of all confidential information and all records of the Company, and must not make use of or reveal such information or records except in course of the performance of their duties or unless the documents or information becomes matter of general public knowledge.

Similarly, Directors and Members of Senior Management should not use the confidential information obtained through their association or employment with the Company to further their private interests or the private interests of their relatives.

Directors and Members of Senior Management using the Company's computer data base or electronic mail system will be expected to comply with any internal policies and procedures that guide the storage, use and transmission or information through this medium.

No information either formally or informally shall be provided to the press, other publicity media or any other external agency except with in approved policies.

## INVESTMENT IN COMPANY'S SHARES

Directors or Members of Senior Management are expected to comply with the Insider Trading Regulations of the Company and/or any other regulations/guidelines regarding investment in the Company's shares issued, from time to time, by the Securities and Exchange Board of India (SEBI).

## OUTSIDE EMPLOYMENT

No Directors or Members of Senior Management will accept work with a competitor, or with any entity that could lead to conflict of interest or a situation prejudicial to the interests of the Company.



## ENTERTAINMENT, GIFTS AND BENEFITS

It is essential to the efficient business practices that all those who do business with the Company as contractors/customers etc. have access to the Company on equal terms.

Directors or Members of Senior Management should not accept entertainment or gifts (gifts or entertainment in this clause includes cash, preferred loans, securities or secret commissions), which grant or appear to grant preferential treatment to a potential or actual contractor/customer of the Company. A business relationship with the Company will be conditional on compliance with this Code.

Similarly, no Director or Member of Senior Management may offer entertainment, gifts of benefits, in order to secure preferential treatment for the Company.

Gifts, entertainment and benefits may only be accepted or offered by a Director or Member of Senior Management in the normal exchanges common to business relationships.

## PROFESSIONAL DEVELOPMENT

The Directors and Members of Senior Management will encourage and support the professional development of the employees of the Company and provide them all necessary assistance and cooperation.

## ENVIRONMENT AND SAFETY

Environmental Protection is a fundamental value of the Company. Directors and members of Senior Management have a crucial role in ensuring that Company's operations comply with the environmental legislation and standards.

Safety must be everyone's concern. The Company is committed to providing all employees a safe, healthful and harassment free workplace and to ensuring safe and respectful work practices and conditions.

Directors and Members of Senior Management have both a legal and a moral responsibility for the safety and the protection of the environment.

## PATENT AND DISCOVERIES

Directors and Members of Senior Management are often engaged in various forms of research or problem solving for the Company. The product of their efforts produced within the scope of their





employment belongs to the Company, whether the product was concluded while actually at work or not.

Such products include computer programs, technical process, inventions, research methods, reports or articles, and any other form of innovation or development. Directors and Members of Senior Management shall maintain confidentiality of these kinds of knowledge/patents and will not put the same to personal use.

### USE OF THE COMPANY'S PROPERTY

Directors or Members of Senior Management must not misappropriate the Company's property for personal use.

Directors and Members of Senior Management are entrusted with the care, management and cost-effective use of the Company's property, including the use of Company's name, and should not make use of these resources for their own personal benefit.

Directors and Members of Senior Management should ensure that all the Company's property assigned to them is maintained in good condition and should be able to account for such property.

Directors and Members of Senior Management will not dispose of the Company's property except in accordance with the guidelines for this purpose.

### RESPOSIBILITY

The Company is determined to behave, and to be perceived, as an ethical corporation. Directors and Members of Senior Management must adhere to the standards described in this Code of Conduct.

### WHERE TO SEEK CLARIFICATION

Any Director or Member of Senior Management requiring any clarification regarding this Code of Conduct may contact Company Secretary.