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Ho-425-S

July 31, 2017

Manager – Department of Corporate Services,  
Bombay Stock Exchange Ltd.,  
Registered Office: Floor 25,  
P J Towers, Dalal Street,  
Mumbai- 400 001

Dear Sir/Madam,

**(Scrip Code : 533033, Scrip Id: ISGEC)**

**Sub: Disclosure of Voting Results at the 84<sup>th</sup> Annual General Meeting of the Company held on July 29, 2017 as per the Requirements of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

1. 84<sup>th</sup> Annual General Meeting (“AGM”) of Isgrec Heavy Engineering Limited held on July 29, 2017 at the office premises of Saraswati Sugar Mills Limited, Radaur Road, Yamunanagar-135001, Haryana, all the items of business contained in the Notice of the AGM dated July 04, 2017 were transacted and approved by the Shareholders with requisite majority.

The details of the combined voting results (i.e. result of e- voting and voting on ballot paper conducted at AGM) are enclosed in the format prescribed under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2. Further, the Scrutinizer’s Report on the combined voting results is also attached herewith.
3. We request you to note the above and acknowledge the receipt of this letter.

Thanking You,

Yours faithfully,  
For Isgrec Heavy Engineering Limited

(S. K. Khorana)

Executive Director and Company Secretary

Encl: As above.

General information about company	
Scrip code	533033
Name of the company	Isgec Heavy Engineering Limited
Type of meeting	AGM
Date of the meeting	29-07-2017
Start time of the meeting	11:30 AM
End time of the meeting	5:00 PM

For ISGEC HEAVY ENGINEERING LTD.

  
(S.K. KHORANA)  
Executive Director & Company Secretary

<b>Voting results</b>	
Record date	22-07-2017
Total number of shareholders on record date	9041
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	5
b) Public	62
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	10
Disclosure of notes on voting results	

For ISGEC HEAVY ENGINEERING LTD.

  
(S.K. KHORANA)  
Executive Director & Company Secretary

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Receiving, Consideration and Adotion of (a) the audited financial statements of the Company for the financial year ended March 31, 2017 together with the report of the Board of Direcotors and Auditor thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2017 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	4578535	0	0	0	0	0	0
	Poll		4578535	100	4578535	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4578535	4578535	100	4578535	0	100
Public- Institutions	E-Voting	426732	241384	56,5657	241384	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		426732	241384	56,5657	241384	0	100
Public- Non Institutions	E-Voting	2347684	110034	4,6869	110034	0	100	0
	Poll		1355515	57,7384	1355515	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2347684	1465549	62,4253	1465549	0	100
Total		7352951	6285468	85,4823	6285468	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

For ISGEC HEAVY ENGINEERING LTD.



(S.K. KHORANA)  
Executive Director & Company Secretary

<b>Resolution(1)</b>		
<b>Category</b>	<b>Mode of voting</b>	<b>Invalid Votes</b>
		(6)
<b>Promoter and Promoter Group</b>	E-Voting	0
	Poll	0
	Postal Ballot (if applicable)	0
	<b>Total</b>	<b>0</b>
<b>Public- Institutions</b>	E-Voting	0
	Poll	0
	Postal Ballot (if applicable)	0
	<b>Total</b>	<b>0</b>
<b>Public- Non Institutions</b>	E-Voting	0
	Poll	0
	Postal Ballot (if applicable)	0
	<b>Total</b>	<b>0</b>
<b>Total</b>		<b>0</b>

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Confirmation of payment of Interim Dividend @Rs. 15/- per Equity Share and declaration of Final Dividend on Equity Shares for the year ended March 31, 2017.				
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	4578535	0	0	0	0	0	0
	Poll		4578535	100	4578535	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4578535	4578535	100	4578535	0	100
Public- Institutions	E-Voting	426732	241384	56,5657	241384	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		426732	241384	56,5657	241384	0	100
Public- Non Institutions	E-Voting	2347684	110034	4,6869	110034	0	100	0
	Poll		1355515	57,7384	1355515	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2347684	1465549	62,4253	1465549	0	100
Total		7352951	6285468	85,4823	6285468	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

For ISGEC HEAVY ENGINEERING LTD.



(S.K. KHORANA)  
Executive Director & Company Secretary

<b>Resolution(2)</b>		
<b>Category</b>	<b>Mode of voting</b>	<b>Invalid Votes</b>
		(6)
Promoter and Promoter Group	E-Voting	0
	Poll	0
	Postal Ballot (if applicable)	0
	Total	0
Public- Institutions	E-Voting	0
	Poll	0
	Postal Ballot (if applicable)	0
	Total	0
Public- Non Institutions	E-Voting	0
	Poll	0
	Postal Ballot (if applicable)	0
	Total	0
<b>Total</b>		<b>0</b>

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Appointment of a Director in place of Mrs. Nina Puri (DIN: 01316769), who retires by rotation and being eligible offers herself 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		0	0	0	0	0	0
	Poll	4578535	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4578535	0	0	0	0	0	0
Public-Institutions	E-Voting		241384	56,5657	241384	0	100	0
	Poll	426732	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	426732	241384	56,5657	241384	0	100	0
Public- Non Institutions	E-Voting		110034	4,6869	110028	6	99,9945	0,0055
	Poll	2347684	1355515	57,7384	1355515	0	100	0
	Postal Ballot (if applicable)							
	Total	2347684	1465549	62,4253	1465543	6	99,9996	0,0004
Total		7352951	1706933	23,2143	1706927	6	99,9996	0,0004
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

For ISGEC HEAVY ENGINEERING LTD.



(S.K. KHORANA)

Executive Director &amp; Company Secretary



<b>Resolution(3)</b>		
<b>Category</b>	<b>Mode of voting</b>	<b>Invalid Votes</b>
		(6)
Promoter and Promoter Group	E-Voting	0
	Poll	0
	Postal Ballot (if applicable)	0
	Total	0
Public- Institutions	E-Voting	0
	Poll	0
	Postal Ballot (if applicable)	0
	Total	0
Public- Non Institutions	E-Voting	0
	Poll	0
	Postal Ballot (if applicable)	
	Total	0
<b>Total</b>		<b>0</b>

Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of M/s. S. C. Vasudeva & Co., Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this 84th Annual General Meeting to until the Conclusion of 89th Annual General Meeting				
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	4578535						
	Poll		4578535	100	4578535	0	100	0
	Postal Ballot (if applicable)							
	Total		4578535	4578535	100	4578535	0	100
Public- Institutions	E-Voting	426732	241384	56,5657	241384	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		426732	241384	56,5657	241384	0	100
Public- Non Institutions	E-Voting	2347684	110034	4,6869	110029	5	99,9955	0,0045
	Poll		1355515	57,7384	1355515	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2347684	1465549	62,4253	1465544	5	99,9997
Total		7352951	6285468	85,4823	6285463	5	99,9999	0,0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

For ISGEC HEAVY ENGINEERING LTD.



(S.K. KHORANA)  
Executive Director & Company Secretary

<b>Resolution(4)</b>		
<b>Category</b>	<b>Mode of voting</b>	<b>Invalid Votes</b>
		(6)
<b>Promoter and Promoter Group</b>	E-Voting	
	Poll	0
	Postal Ballot (if applicable)	
	<b>Total</b>	0
<b>Public- Institutions</b>	E-Voting	0
	Poll	0
	Postal Ballot (if applicable)	0
	<b>Total</b>	0
<b>Public- Non Institutions</b>	E-Voting	0
	Poll	0
	Postal Ballot (if applicable)	0
	<b>Total</b>	0
	<b>Total</b>	0

Resolution(5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Vishal Kirti Keshav Marwaha (DIN: 00164204) as an Independent Director				
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	4578535						
	Poll		4578535	100	4578535	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4578535	4578535	100	4578535	0	100
Public- Institutions	E-Voting	426732	241384	56,5657	241384	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		426732	241384	56,5657	241384	0	100
Public- Non Institutions	E-Voting	2347684	110034	4,6869	110023	11	99,99	0,01
	Poll		1355515	57,7384	1355515	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2347684	1465549	62,4253	1465538	11	99,9992
Total		7352951	6285468	85,4823	6285457	11	99,9998	0,0002
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

For ISGEC HEAVY ENGINEERING LTD.



(S.K KHORANA)  
Executive Director & Company Secretary

<b>Resolution(5)</b>		
<b>Category</b>	<b>Mode of voting</b>	<b>Invalid Votes</b>
		<b>(6)</b>
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	
	<b>Poll</b>	<b>0</b>
	<b>Postal Ballot (if applicable)</b>	<b>0</b>
	<b>Total</b>	<b>0</b>
<b>Public- Institutions</b>	<b>E-Voting</b>	<b>0</b>
	<b>Poll</b>	<b>0</b>
	<b>Postal Ballot (if applicable)</b>	<b>0</b>
	<b>Total</b>	<b>0</b>
<b>Public- Non Institutions</b>	<b>E-Voting</b>	<b>0</b>
	<b>Poll</b>	<b>0</b>
	<b>Postal Ballot (if applicable)</b>	<b>0</b>
	<b>Total</b>	<b>0</b>
<b>Total</b>		<b>0</b>

Resolution(6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Arun Kathpalia (DIN: 00177320) as an Independent Director				
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	4578535	0	0	0	0	0	0
	Poll		4578535	100	4578535	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4578535	4578535	100	4578535	0	100
Public- Institutions	E-Voting	426732	241384	56,5657	241384	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		426732	241384	56,5657	241384	0	100
Public- Non Institutions	E-Voting	2347684	110034	4,6869	110028	6	99,9945	0,0055
	Poll		1355515	57,7384	1355515	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2347684	1465549	62,4253	1465543	6	99,9996
Total		7352951	6285468	85,4823	6285462	6	99,9999	0,0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

For ISGEC HEAVY ENGINEERING LTD.



(S.K KHORANA)  
Executive Director & Company Secretary

<b>Resolution(6)</b>		
<b>Category</b>	<b>Mode of voting</b>	<b>Invalid Votes</b>
		(6)
<b>Promoter and Promoter Group</b>	E-Voting	0
	Poll	0
	Postal Ballot (if applicable)	0
	<b>Total</b>	<b>0</b>
<b>Public- Institutions</b>	E-Voting	0
	Poll	0
	Postal Ballot (if applicable)	0
	<b>Total</b>	<b>0</b>
<b>Public- Non Institutions</b>	E-Voting	0
	Poll	0
	Postal Ballot (if applicable)	0
	<b>Total</b>	<b>0</b>
<b>Total</b>		<b>0</b>

Resolution(7)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Tahir Hasan (DIN: 00074282) as an Independent Director				
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							
	Poll	4578535	4578535	100	4578535	0	100	0
	Postal Ballot (if applicable)							
	Total	4578535	4578535	100	4578535	0	100	0
Public- Institutions	E-Voting		241384	56,5657	241384	0	100	0
	Poll	426732	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	426732	241384	56,5657	241384	0	100	0
Public- Non Institutions	E-Voting		110034	4,6869	110025	9	99,9918	0,0082
	Poll	2347684	1355515	57,7384	1355515	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2347684	1465549	62,4253	1465540	9	99,9994	0,0006
Total		7352951	6285468	85,4823	6285459	9	99,9999	0,0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

For ISGEC HEAVY ENGINEERING LTD.

(S.K KHORANA)

Executive Director &amp; Company Secretary



<b>Resolution(7)</b>		
<b>Category</b>	<b>Mode of voting</b>	<b>Invalid Votes</b>
		(6)
<b>Promoter and Promoter Group</b>	E-Voting	
	Poll	0
	Postal Ballot (if applicable)	
	<b>Total</b>	<b>0</b>
<b>Public- Institutions</b>	E-Voting	0
	Poll	0
	Postal Ballot (if applicable)	0
	<b>Total</b>	<b>0</b>
<b>Public- Non Institutions</b>	E-Voting	0
	Poll	0
	Postal Ballot (if applicable)	0
	<b>Total</b>	<b>0</b>
<b>Total</b>		<b>0</b>

Resolution(8)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Vinod Kumar Nagpal (DIN: 00147777) as an Independent Director				
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		0	0	0	0	0	0
	Poll	4578535	4578535	100	4578535	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4578535	4578535	100	4578535	0	100	0
Public-Institutions	E-Voting		241384	56,5657	240780	604	99,7498	0,2502
	Poll	426732	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	426732	241384	56,5657	240780	604	99,7498	0,2502
Public- Non Institutions	E-Voting		110034	4,6869	110028	6	99,9945	0,0055
	Poll	2347684	1355515	57,7384	1355515	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2347684	1465549	62,4253	1465543	6	99,9996	0,0004
Total		7352951	6285468	85,4823	6284858	610	99,9903	0,0097
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

For ISGEC HEAVY ENGINEERING LTD.



(S.K. KHORANA)

Executive Director &amp; Company Secretary

<b>Resolution(8)</b>		
<b>Category</b>	<b>Mode of voting</b>	<b>Invalid Votes</b>
		(6)
Promoter and Promoter Group	E-Voting	0
	Poll	0
	Postal Ballot (if applicable)	0
	Total	0
Public- Institutions	E-Voting	0
	Poll	0
	Postal Ballot (if applicable)	0
	Total	0
Public- Non Institutions	E-Voting	0
	Poll	0
	Postal Ballot (if applicable)	0
	Total	0
<b>Total</b>		<b>0</b>

Resolution(9)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Vinod Kumar Sachdeva (DIN: 00454458) as an Independent Director				
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		0	0	0	0	0	0
	Poll	4578535	4578535	100	4578535	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	4578535	4578535	100	4578535	0	100	0
Public- Institutions	E-Voting		241384	56,5657	241384	0	100	0
	Poll	426732	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	426732	241384	56,5657	241384	0	100	0
Public- Non Institutions	E-Voting		110034	4,6869	110023	11	99,99	0,01
	Poll	2347684	1355515	57,7384	1355515	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2347684	1465549	62,4253	1465538	11	99,9992	0,0008
Total		7352951	6285468	85,4823	6285457	11	99,9998	0,0002
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

For ISGEC HEAVY ENGINEERING LTD.


(S.K KHORANA)  
Executive Director & Company Secretary

Resolution(9)		
Category	Mode of voting	Invalid Votes
		(6)
Promoter and Promoter Group	E-Voting	0
	Poll	0
	Postal Ballot (if applicable)	0
	Total	0
Public- Institutions	E-Voting	0
	Poll	0
	Postal Ballot (if applicable)	0
	Total	0
Public- Non Institutions	E-Voting	0
	Poll	0
	Postal Ballot (if applicable)	0
	Total	0
	Total	0

Resolution(10)								
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, 2018				
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							
	Poll	4578535	4578535	100	4578535	0	100	0
	Postal Ballot (if applicable)							
	Total	4578535	4578535	100	4578535	0	100	0
Public- Institutions	E-Voting		241384	56,5657	241384	0	100	0
	Poll	426732	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	426732	241384	56,5657	241384	0	100	0
Public- Non Institutions	E-Voting		110034	4,6869	110034	0	100	0
	Poll	2347684	1355515	57,7384	1355515	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	2347684	1465549	62,4253	1465549	0	100	0
Total		7352951	6285468	85,4823	6285468	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

For ISGEC HEAVY ENGINEERING LTD.



(S.K. KHORANA)  
Executive Director & Company Secretary

Resolution(10)		
Category	Mode of voting	Invalid Votes
		(6)
Promoter and Promoter Group	E-Voting	
	Poll	0
	Postal Ballot (if applicable)	
	Total	0
Public- Institutions	E-Voting	0
	Poll	0
	Postal Ballot (if applicable)	0
	Total	0
Public- Non Institutions	E-Voting	0
	Poll	0
	Postal Ballot (if applicable)	0
	Total	0
<b>Total</b>		<b>0</b>

FCA.HIMANSHU BAJAJ

CA

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Chhoti Line, Model Town,  
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**MGT - 13**

**Report of Scrutinizer**

**[Pursuant to Section 109 of the Companies Act, 2013 and rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]**

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

Meeting : Annual General Meeting  
Date & Time : Saturday, July 29, 2017 at 11:30 a.m.  
Venue : at the office premises of Saraswati Sugar Mills Limited, Radaur  
Road, Yamunanagar-135001, Haryana

Dear Sir,

I, Himanshu Bajaj, Practicing Chartered Accountant, appointed as scrutinizer by the Board of Directors of Isgec Heavy Engineering Limited (the Company) for the purpose of Scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) and for scrutinizing the poll under the provisions of section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 (Rules) on the Resolution contained in the notice of the Annual General Meeting of the members of the company, held on July 29, 2017 at the office premises of Saraswati Sugar Mills Limited, Radaur Road, Yamunanagar-135001, Haryana, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.





3. The Management of the Company is responsible to ensure the compliance with requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice of Annual General Meeting of the members of the Company. My responsibility as a Scrutinizer for the e-voting process and for poll at the Annual General Meeting is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution contained in the Notice of the Annual General Meeting, based on the report generated from the e-voting system provided by National Securities Depository Limited, the agency authorized by the Company to provide e-voting facilities for voting (through electronic voting means) and also at the time of poll at the Annual General Meeting.
4. I have issued a combined Scrutinizer's Report dated 31-07-2017 on e-voting and poll at the Annual General Meeting on the resolution contained in the Notice as requested by the Management.

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

**Item No. 1 of the Notice**

1. To receive, consider and adopt:

- (a) the audited financial statements of the Company for the financial year ended March 31, 2017 together with the reports of the Board of Directors and Auditors thereon; and
- (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2017 together with the reports of the Auditors thereon.

(i) Voted in favour of the resolution:

Mode of voting	Number of Members voted	Number of Votes Cast by them (shares)	% of total number of valid votes cast
Remote e-voting	37	351,418	5.60%
Poll	221	5,934,050	94.40%
Total	258	6,285,468	100.00%

(ii) Voted against the resolution:

Mode of voting	Number of Members voted	Number of Votes Cast by them (shares)	% of total number of valid votes cast
Remote e-voting	0	0	0
Poll	0	0	0
Total	0	0	0



(iii) Invalid Ones :

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

**Item No. 2 of the Notice**

To confirm payment of Interim Dividend @ Rs. 15/- per Equity Share and to declare Final Dividend @ Rs.15/- on Equity Shares for the year ended March 31, 2017.

(i) Voted in favour of the resolution:

Mode of voting	Number of Members voted	Number of Votes Cast by them (shares)	% of total number of valid votes cast
Remote e-voting	37	351,418	5.60%
Poll	221	5,934,050	94.40%
Total	258	6,285,468	100.00%

(ii) Voted against the resolution:

Mode of voting	Number of Members voted	Number of Votes Cast by them (shares)	% of total number of valid votes cast
Remote e-voting	0	0	0
Poll	0	0	0
Total	0	0	0

(iii) Invalid Ones:

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

**Item No. 3 of the Notice**

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

(i) Voted in favour of the resolution:

Mode of voting	Number of Members voted	Number of Votes Cast by them (shares)	% of total number of valid votes cast
Remote e-voting	36	351,412	20.59%
Poll	216	1,355,515	79.41%
Total	252	1,706,927	100.00%



(ii) Voted against the resolution:

Mode of voting	Number of Members voted	Number of Votes Cast by them (shares)	% of total number of valid votes cast
Remote e-voting	1	6	1%
Poll	0	0	0
Total	1	6	1%

(iii) Invalid Ones:

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

**Item No. 4 of the Notice**

To appoint M/s. S.C. Vasudeva & Co., Chartered Accountants, as the statutory auditors, of the Company, from the conclusion of this 84<sup>th</sup> Annual General Meeting until the conclusion of the 89<sup>th</sup> Annual General Meeting of the Company and to fix their remuneration.

(i) Voted in favour of the resolution:

Mode of voting	Number of Members voted	Number of Votes Cast by them (shares)	% of total number of valid votes cast
Remote e-voting	36	351,413	5.60%
Poll	221	5,934,050	94.40%
Total	257	6,285,463	100.00%

(ii) Voted against the resolution:

Mode of voting	Number of Members voted	Number of Votes Cast by them (shares)	% of total number of valid votes cast
Remote e-voting	1	5	1%
Poll	0	0	0%
Total	1	5	1%

(iii) Invalid Ones :

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



**Item No. 5 of the notice**

**Appointment of Mr. Vishal Kirti Keshav Marwaha (DIN: 00164204) as an Independent Director:**

(i) Voted in favour of the resolution:

Mode of voting	Number of Members voted	Number of Votes Cast by them (shares)	% of total number of valid votes cast
Remote e-voting	35	351,407	5.60%
Poll	221	5,934,050	94.40%
Total	256	6,285,457	100.00%

(ii) Voted against the resolution:

Mode of voting	Number of Members voted	Number of Votes Cast by them (shares)	% of total number of valid votes cast
Remote e-voting	2	11	1%
Poll	0	0	0
Total	2	11	1%

(iii) Invalid Ones :

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

**Item No. 6 of the notice**

**Re-appointment of Mr. Arun Kathpalia (DIN: 00177320) as an Independent Director:**

(i) Voted in favour of the resolution:

Mode of voting	Number of Members voted	Number of Votes Cast by them (shares)	% of total number of valid votes cast
Remote e-voting	36	351,412	5.60%
Poll	221	5,934,050	94.40%
Total	257	6,285,462	100.00%

(ii) Voted against the resolution:

Mode of voting	Number of Members voted	Number of Votes Cast by them (shares)	% of total number of valid votes cast
Remote e-voting	1	6	1%
Poll	0	0	0
Total	1	6	1%



(iii) Invalid Ones :

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

**Item No. 7 of the notice**

**Re-appointment of Mr. Tahir Hasan (DIN: 00074282) as an Independent Director:**

(i) Voted in favour of the resolution:

Mode of voting	Number of Members voted	Number of Votes Cast by them (shares)	% of total number of valid votes cast
Remote e-voting	35	351,409	5.60%
Poll	221	5,934,050	94.40%
Total	256	62,85,459	100.00%

(ii) Voted against the resolution:

Mode of voting	Number of Members voted	Number of Votes Cast by them (shares)	% of total number of valid votes cast
Remote e-voting	2	9	1%
Poll	0	0	0
Total	2	9	1%

(iii) Invalid Ones :

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

**Item No. 8 of the notice**

**Re-appointment of Mr. Vinod Kumar Nagpal (DIN: 00147777) as an Independent Director:**

(i) Voted in favour of the resolution:

Mode of voting	Number of Members voted	Number of Votes Cast by them (shares)	% of total number of valid votes cast
Remote e-voting	35	350,808	5.60%
Poll	221	5,934,050	94.40%
Total	256	6,284,858	100.00%

(ii) Voted against the resolution:

Mode of voting	Number of Members	Number of Votes Cast by them (shares)	% of total number of valid votes cast
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	voted		
Remote e-voting	2	610	1%
Poll	0	0	0
Total	2	610	1%

(iii) Invalid Ones :

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

**Item No. 9 of the notice**

**Re-appointment of Mr. Vinod Kumar Sachdeva(DIN: 00454458) as an Independent Director:**

(i) Voted in favour of the resolution:

Mode of voting	Number of Members voted	Number of Votes Cast by them (shares)	% of total number of valid votes cast
Remote e-voting	35	351,407	5.60%
Poll	221	5,934,050	94.40%
Total	256	62,85,457	100.00%

(ii) Voted against the resolution:

Mode of voting	Number of Members voted	Number of Votes Cast by them (shares)	% of total number of valid votes cast
Remote e-voting	2	11	1%
Poll	0	0	0
Total	2	11	1%

(iii) Invalid Ones :

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



**Item No. 10. of the notice**

**Ratification of remuneration of the Cost Auditors for the financial year ending March 31, 2018:**

(i) Voted in favour of the resolution:

Mode of voting	Number of Members voted	Number of Votes Cast by them (shares)	% of total number of valid votes cast
Remote e-voting	37	351,418	5.60%
Poll	221	5,934,050	94.40%
Total	258	6,285,468	100.00%

(ii) Voted against the resolution:

Mode of voting	Number of Members voted	Number of Votes Cast by them (shares)	% of total number of valid votes cast
Remote e-voting	0	0	0
Poll	0	0	0
Total	0	0	0

(iii) Invalid Ones :

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

The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking You,

Yours faithfully,

Himanshu Bajaj

FCA

M. No. 091050

Dated: 31-07-2017

Place: Yamunanagar, Haryana.