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**ISGEC HITACHI ZOSEN LIMITED**

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

CIN: U28123HR2012PLC045430

Ph.: 01732 – 661061/62, Fax No.: 01732 – 250991 Email Id: [roynr@isgec.com](mailto:roynr@isgec.com)

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**NOTICE**

Notice is hereby given that the 7<sup>th</sup> Extra-Ordinary General Meeting of the Shareholders of Isgec Hitachi Zosen Limited will be held on **SHORTER NOTICE** on Thursday, November 09, 2023, at 01: 14 p.m.(IST), at A-4, Sector-24, Noida-201301 to transact the following business:-

**As Special Business:**

**1. To Increase in Borrowing Limits**

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

**“RESOLVED AS A SPECIAL RESOLUTION THAT**, In supersession of the earlier resolution passed by the members at their meeting held on May 09, 2016 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) and re-enactment(s) thereof for the time being in force and the Article of Association of the Company and subject to such approvals, consents, sanctions and permissions from any appropriate authority (ies) as may be necessary, the consent of the shareholders be and is hereby accorded to the Board of Directors of the Company to borrow money (ies) with or without security up to Rs. 1,000 Crores from any bank(s)/financial institution(s) and/or any other person(s) on such terms and conditions as the Board of Directors may think fit, where the money (ies) if already borrowed by the Company, may exceed the aggregate of the paid-up share capital and free reserves of the Company, (reserves not set apart for any specific purpose), subject to condition that the total amount of money (ies) in aggregate so borrowed by the Board of Directors shall not at any time exceed the limit of Rs. 1,000 Crores(Rupees One Thousand Crores).

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized, for and on behalf of the Company, to execute, sign, furnish/file the necessary document(s)/form(s)/return(s) with the Registrar of the Companies and to do all such acts, deeds, matters and things as deemed necessary, desired, proper or expedient for the purpose of giving effect to this resolution and for matter connected therewith or incidental thereof and to delegate all or any of its powers herein conferred.”

**2. To approve creation of charges on the asset(s) of the Company under Section 180(1)(a) of the Companies Act, 2013 to secure the borrowings made/to be made under Section 180(1)(c) of the Companies Act, 2013.**

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

**“RESOLVED AS A SPECIAL RESOLUTION THAT**, In supersession of the earlier resolution passed by the members at their meeting held on May 09, 2016 and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) and re-enactment(s) thereof for the time being in force and the Article of Association of the Company and subject to such approvals, consents, sanctions and permissions from any appropriate authority (ies)

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as may be necessary, the consent of the shareholders be and is hereby accorded to the Board of Directors of the Company, for creation of charges / mortgages / pledges / hypothecations / security on all or any of the movable and /or immovable properties and tangible and intangible assets of the Company, both present and future in such manner as may required, in favour of the Lenders for securing the borrowings availed or to be availed by the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized, for and on behalf of the Company, to execute, sign, furnish/file the necessary document(s)/form(s)/return(s) with the Registrar of the Companies and to do all such acts, deeds, matters and things as deemed necessary, desired, proper or expedient for the purpose of giving effect to this resolution and for matter connected therewith or incidental thereof.”

By Order of the Board of Directors  
For Isgec Hitachi Zosen Limited

Registered Office: Radaur Road,  
Yamunanagar, Haryana-135001, India.

(Asha Rani)  
Company Secretary

Dated: November 02, 2023

**Notes:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN HIS STEAD AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING. A BLANK PROXY FORM IS ANNEXED HEREWITH.**
2. Corporate shareholders and other incorporated bodies shareholders *inter alia* Trust, HUF, etc. intending to send their authorized representative to attend the meeting are requested to bring along with them, a certified true copy of resolution of the Board of Directors or its committee thereof/ power of attorney, authorizing such person to attend and vote on its behalf at the meeting.
3. The members/ proxies/ authorized representatives are advised to bring original photo identity for verification, if required.
4. Pursuant to Section 101 of the Companies Act, 2013, both the Members of the Company, namely Isgec Heavy Engineering Limited and Hitachi Zosen Corporation, holding 100% share capital of the Company, have given their consent to call this Extra-Ordinary General Meeting at shorter notice.
5. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed.

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Ph.: 01732 – 661061/62, Fax No.: 01732 – 250991 Email Id: [roynr@isgec.com](mailto:roynr@isgec.com)**ANNEXURE TO NOTICE DATED NOVEMBER 02, 2023  
EXPLANATORY STATEMENT PURSUANT TO SECTION 102  
OF THE COMPANIES ACT, 2013****Item No. 1 and 2:**

1. Under Section 180 of the Companies Act, 2013, the Shareholders' consent is required by way of Special Resolution, to borrow moneys in excess of the aggregate of the paid-up capital and free reserves. The consent so given by the Shareholders should state the limits up to which the borrowing can be made.
2. The shareholders of the Company in their meeting held on May 09, 2016, authorized the Board of Directors to borrow upto Rs. 750 Crores.
3. Keeping in view, the existing borrowings and additional requirement of the funds for meeting the capital expenditure for the ongoing / future projects/orders in hand and enhanced long term working capital needs of the Company, the Board of Directors had, in its meeting held on November 09, 23, considered and approved, subject to the approval of the shareholders, the increase in borrowing limits of the Company up to Rs. 1,000 Crores (Rupees One Thousand Crores).
4. In order to secure the borrowings, the Company have to create charge(s) / mortgage(s) / pledge(s) / hypothecation(s)/ security on the assets and properties of the Company, if required.
5. The approval of the Shareholders of the Company is required for above purposes i.e., to increase the borrowing limits and to create charge on assets and properties of the Company.
6. The Board recommends Resolution no. 1 and 2 of the accompanying Notice to the shareholders for their approval by way of Special Resolution.
7. None of the Directors, Key Managerial Personnel (KMP) and their relatives are interested in these resolutions.

By Order of the Board of Directors  
For Isgec Hitachi Zosen Limited

Registered Office: Radaur Road,  
Yamunanagar, Haryana-135001, India.  
Dated: November 2, 2023

(Asha Rani)  
Company Secretary

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**Form No. MGT-11****Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U28123HR2012PLC045430

Name of the company: Isgrec Hitachi Zosen Limited

Registered office: Radaur Road, Yamunanagar, Haryana-135001, India.

Name of the member(s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name: .....  
Address: .....  
E-mail Id: .....  
Signature: ..... or failing him
2. Name: .....  
Address: .....  
E-mail Id: .....  
Signature: ..... or failing him
3. Name: .....  
Address: .....  
E-mail Id: .....  
Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company, to be held on the 9<sup>th</sup> November 2023 at ..... at A-4, Sector-24, Noida- 201301 and at any adjournment thereof in respect of resolution as is indicated below:

**Special Business:**

1. To Increase in Borrowing Limits **(Special Resolution)**
2. To approve creation of charges on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013 to secure the borrowings made/to be made under section 180(1)(c) of the Companies Act, 2013. **(Special Resolution)**

Signed this..... day of..... 2023

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp
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Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.