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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 10<sup>th</sup> Annual General Meeting of the Shareholders of Isgec Hitachi Zosen Limited will be held on Wednesday, July 20, 2022 at 10:00 a.m. (IST) through Video Conferencing for which purpose Isgec office A-4, Sector-24, Noida-201301 (U.P.), shall be deemed as the venue for the Meeting and the proceedings of the AGM shall be deemed to be made thereat, to transact the following business:

**As Ordinary Business:**

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2022, the reports of the Board of Directors and Auditors thereon.
2. To declare dividend @ 0.10/- (Paisa Ten only) per equity share of Rs. 10/- each for the financial year ended March 31, 2022.
3. To appoint a Director in place of Mrs. Tanu Priya Puri (DIN: 07267116), who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint a Director in place of Mr. Takahiro Nakagawa (DIN: 08813076), who retires by rotation and being eligible, offers himself for re-appointment.

**As Special Business:**

5. **Appointment of Mr. Takashi Ibe (DIN: 07597260) as a Director:**

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

“RESOLVED THAT pursuant to the provisions of Sections 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Takashi Ibe (DIN: 07597260), who was appointed as an Additional Director with effect from March 31, 2022 on the Board of the Company in terms of Section 161 of the Act and who holds office up to the date of this Annual General Meeting and in respect of whom the

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Company has received notice in writing, under Section 160 of the Act, proposing his candidature for the office of Director and received recommendation from the Board of Directors, be and is hereby appointed as a Director of the company and is liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

**6. Ratification of remuneration of the Cost Auditors for the financial year ending March 31, 2023:**

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

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with 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 35,000/- (Rupees Thirty Five Thousand Only) plus out-of-pocket expenses incurred in connection with the audit, as approved by the Board of Directors, payable to M/s Gopinathan Mohandas & Co., Cost Accountants (Firm Registration Number: 101499) who are appointed as Cost Auditors to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2023.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

By Order of the Board of Directors

For Isgec Hitachi Zosen Limited

Registered Office:  
Radaur Road, Yamunanagar, Haryana-135 001  
Dated: June 27, 2022

Sd/-  
Asha Rani  
Company Secretary

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**Notes:**

1. Corporate shareholders and other incorporated bodies shareholders inter-alia Trust, HUF, etc. may authorize their representatives to participate and vote in the meeting held through video conferencing. Representatives are requested to send through the registered email address of the Member, a certified true copy of a 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.
2. Notice of AGM, Annual Financial Statements including Board Report and Auditors Report are being sent electronically to all the Members to their registered e-mail IDs and copy of above documents have also been kept at the registered office of the Company at Radaur Road, Yamunanagar, Haryana-135001, for inspection by the Members during business hours, if any.
3. As per Secretarial Standard - 2 (SS-2) on “General Meetings”, the particulars of Directors retiring by rotation and seeking re-appointment at the Annual General Meeting, are given hereunder:-

Name of the Director	Mrs. Tanu Priya Puri	Mr. Takahiro Nakagawa
Date of Birth (dd/mm/yyyy)	27/05/1971	02/02/1968
Age (in years)	51	54
Date of Appointment	01-08-2019	06-08-2020
Qualification	MSc., Home Science- Child Development Government Home Science College, Chandigarh	BA of Economics, Konan University, Japan
Board position held	Director	Director
Relationship with other Directors	Wife of Mr. Aditya Puri, Director	None
Number of Board Meeting attended during the year	3	4
Terms and conditions of re-appointment	Liable to retire by rotation	Liable to retire by rotation
Nature of expertise in specific function areas along with experience (in years)	28 years' experience as a Social Worker	Company Accountant with 21 years' experience  Administration for overseas associated companies with

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		11 years' experience
Other Directorship	Jullundur Motor Agency (Delhi) Limited	Nil
Chairperson/ Member of Committee of the Board of Companies of which they are Director	Nil	Nil
Shareholding in the Company as on March 31, 2022	Nil	Nil

4. A Statement pursuant to Section 102 (1) of the Companies Act, 2013 and as per Secretarial Standard – 2 (SS-2) on “General Meetings”, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. **Information and other instructions relating to the Annual General Meeting to be through Video Conferencing are as under:**
- i) In compliance with the provisions of Section 108 of the Companies Act, 2013, General Circular no. 20/2020 dated 5<sup>th</sup> May, 2020, General Circular no. 14/2020 dated 8<sup>th</sup> April, 2020, General Circular no. 17/2020 dated 13<sup>th</sup> April, 2020, General Circular 20/2021 dated January 13, 2021, General Circular 19/2021 dated December 08, 2021, General Circular 21/2021 dated December 14, 2021 and General Circular 3/2022 dated May 05, 2022 (collectively as Circulars) the Company will provide the Video Conferencing Facility to the members to join Annual General Meeting (AGM).
- ii) The Members may join the Annual General Meeting through Google Meet Video Conferencing Facility 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
- iii) The attendance of the Members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- iv) Since this Annual General Meeting is held through Video Conferencing, the physical attendance of members is dispensed with and no proxies would be accepted by the Company pursuant to the relevant MCA Circulars.

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- v) As the number of the Members in the Company are less than 50, voting on resolutions may be conducted by a show of hands. If a shareholder demands a poll, then the Shareholders can cast their vote on the resolutions set out in the Notice only by sending emails through their registered email addresses at the Company designated email address at [aasha.rani@isgec.co.in](mailto:aasha.rani@isgec.co.in). The said emails shall only be sent during the meeting to the above-designated email address.
- vi) The Members may submit their questions in advance at the Company designated email address at [aasha.rani@isgec.co.in](mailto:aasha.rani@isgec.co.in)
- vii) Recorded transcript of Annual General Meeting shall be kept and maintained intact in safe custody by the Company at its registered office.
- viii) Instructions on how to access the Video Conferencing Facility and participate in the meeting are enclosed as Annexure –A.
- ix) In case of any queries/assistance required to use the Video Conferencing facility before or during the meeting, you may contact to Mr. Bhupender Kashyap, Isgec-technology service provider person at 91-96560503428/ 91-9818190620 and [bhupender.kashyap@isgec.co.in](mailto:bhupender.kashyap@isgec.co.in),

By Order of the Board of Directors

For Isgec Hitachi Zosen Limited

Registered Office:

Radaur Road, Yamunanagar, Haryana-135 001

Dated: June 27, 2022

Sd/-

Asha Rani

Company Secretary

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**ANNEXURE TO THE NOTICE DATED JUNE 27, 2022  
STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013  
AND AS PER SECRETARIAL STANDARD – 2 (SS – 2) ON “GENERAL  
MEETINGS”:**

**Item No. 5:**

Mr. Takashi Ibe was appointed as an Additional Director w.e.f. March 31, 2022 in accordance with the provisions of Section 161 of the Companies Act, 2013. Further, he holds office up to the date of this Annual General Meeting. In this regard, the Board of Directors recommended Mr. Takashi Ibe for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board considers that the presence of Mr. Takashi Ibe on the Board is desirable and would be beneficial to the company and hence recommend the resolution for adoption.

Apart from Mr. Takashi Ibe, who is interested himself, none of the Directors/Key Managerial Personnel of the Company / their relatives, are in any way, concerned or interested, financially or otherwise, in the said resolution.

As per Secretarial Standard - 2 (SS-2) on “General Meetings”, the particulars of Mr. Takashi Ibe, are given hereunder:-

Name of the Director	Mr. Takashi Ibe
Date of Birth (dd/mm/yyyy)	25/03/1962
Age (in years)	60
Date of Appointment	March 31, 2022
Qualification	BA of Economics, Waseda University, Japan
Board position held	Director
Relationship with other Directors	None
Number of Board Meeting attended during the year	None
Terms and conditions of re- appointment	As per above resolution

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Nature of expertise in specific function areas along with experience (in years)	Takashi Ibe has been working with Hitachi Zosen Corporation since 1984 and has primarily been engaged in overseas business. He was seconded as a representative in New York, Abu Dhabi and London. Presently he is Executive Officer of Hitachi Zosen Corporation and is responsible for global business activities of Hitachi Zosen group.
Other Directorship	Hitachi Zosen India Private Limited
Chairperson/ Member of Committee of the Board of Companies of which he is a Director	Nil
Shareholding in the Company as on March 31, 2022	Nil

**Item No. 6:**

The Board has approved the appointment and remuneration of M/s. Gopinathan Mohandas & Co., Cost Accountants (Firm Registration Number: 101499), as Cost Auditor of the Company, to conduct the cost audit of cost accounts maintained by the Company, for the financial year ending on March 31, 2023.

In accordance with the provisions of section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditor has to be ratified by the Shareholders of the Company.

None of the Directors/Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in this resolution.

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

Registered Office: Radaur Road,  
Yamunanagar, Haryana-135 001  
Dated: June 27, 2022

Sd/-  
Asha Rani  
Company Secretary

# How to join Google Meet



## Pre-requisite :-

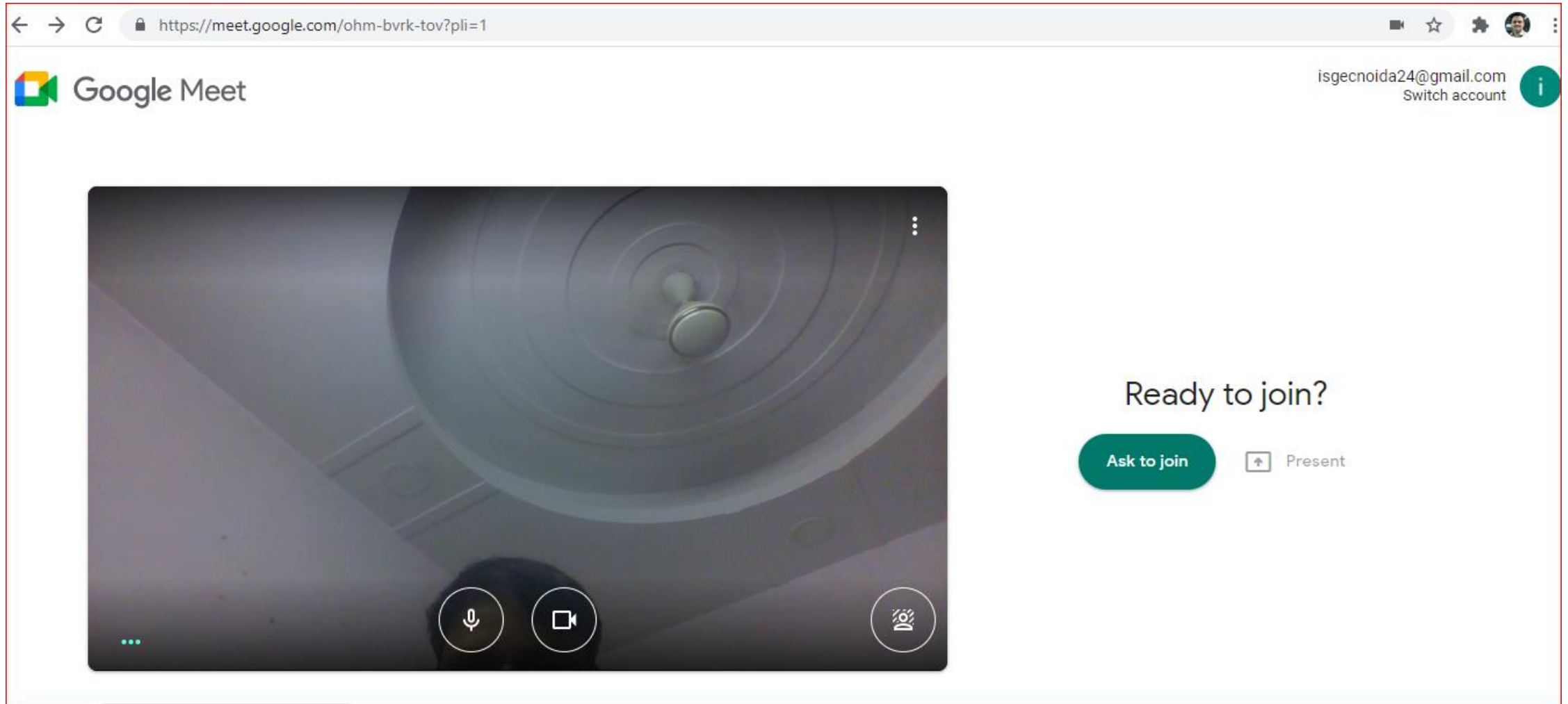
1. Gmail/Google account ( official or personal)
2. Google Chrome or better result
3. Laptop/desktop with mic & camera facility
4. Internet with good speed.

To join meeting you need to have similar link <https://meet.google.com/ohm-bvrk-tov> send along with invitation by organiser.

You can either click on the link of copy the link & paste into Google Chrome Browser as shown in next slide.

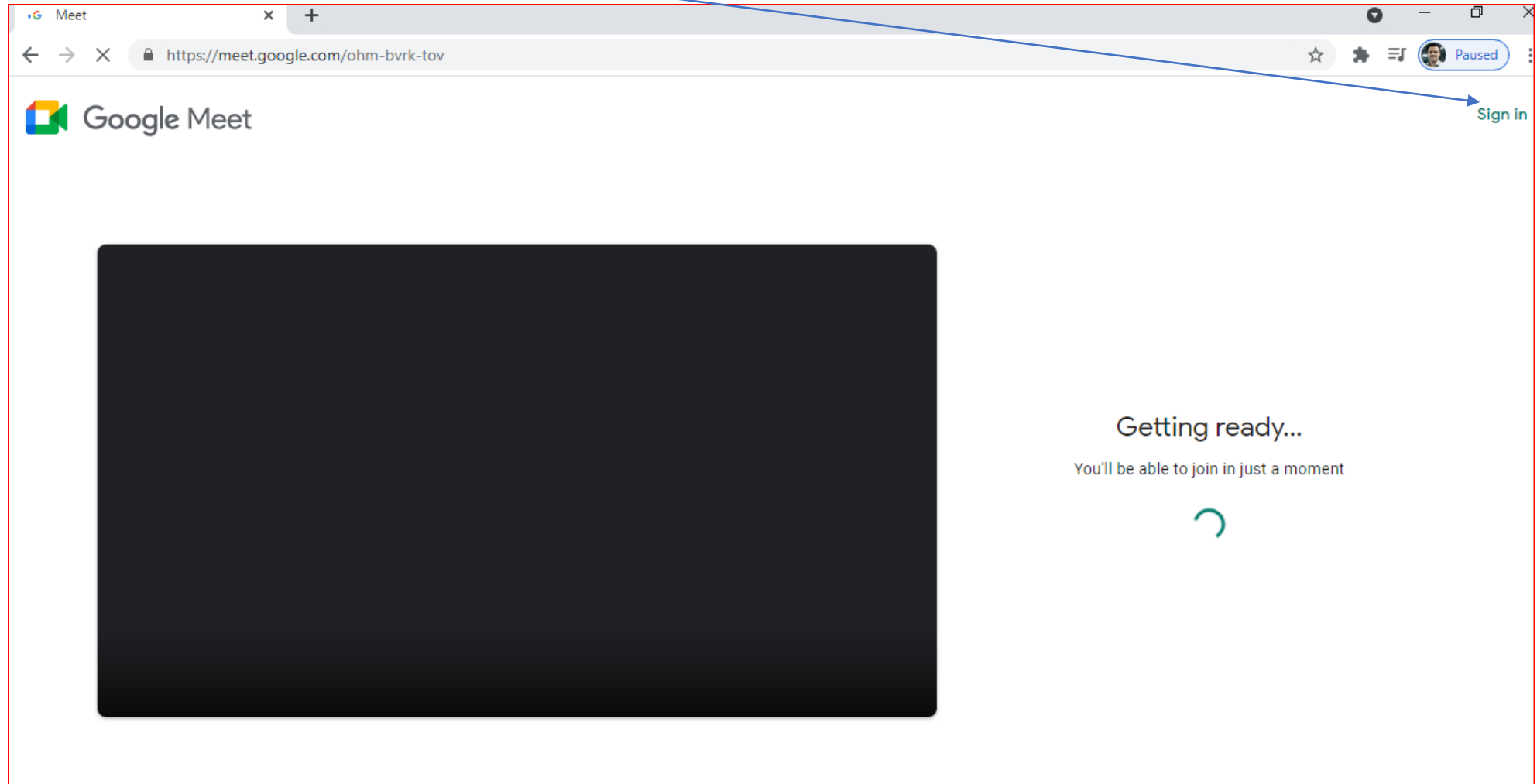
Once you click the link you will be asked to join ( if you have already signed in with google/gmail id

Click the link to join or ask to join ( organiser will allow you )

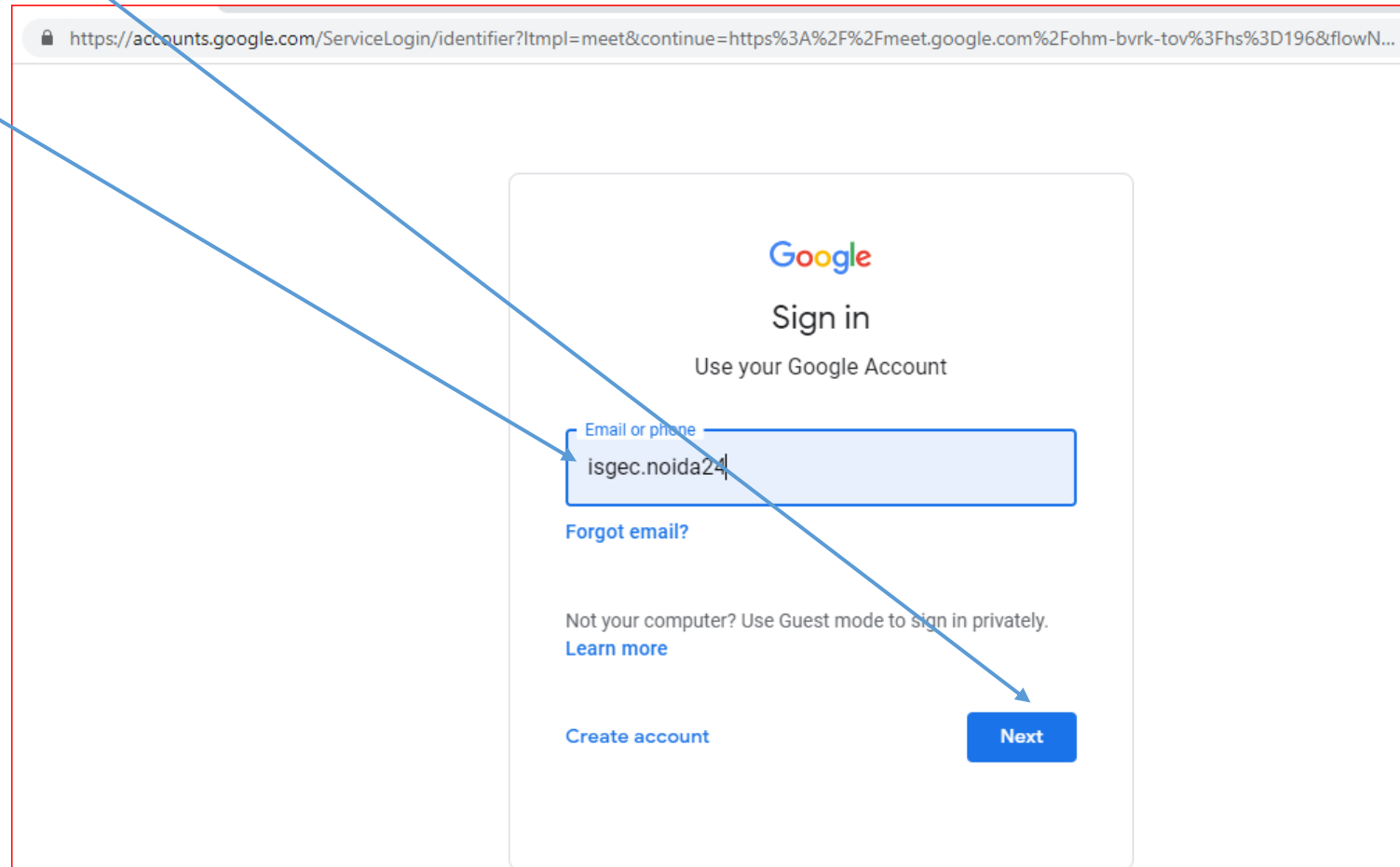


**Note : This slide is only for those who has already signed in using their Google/Gmail ID**

Once you clicked the link you will be asked to sign in using your google/Gmail Id if not already signed in. click here & sign in with your google ID as shown in next slide.



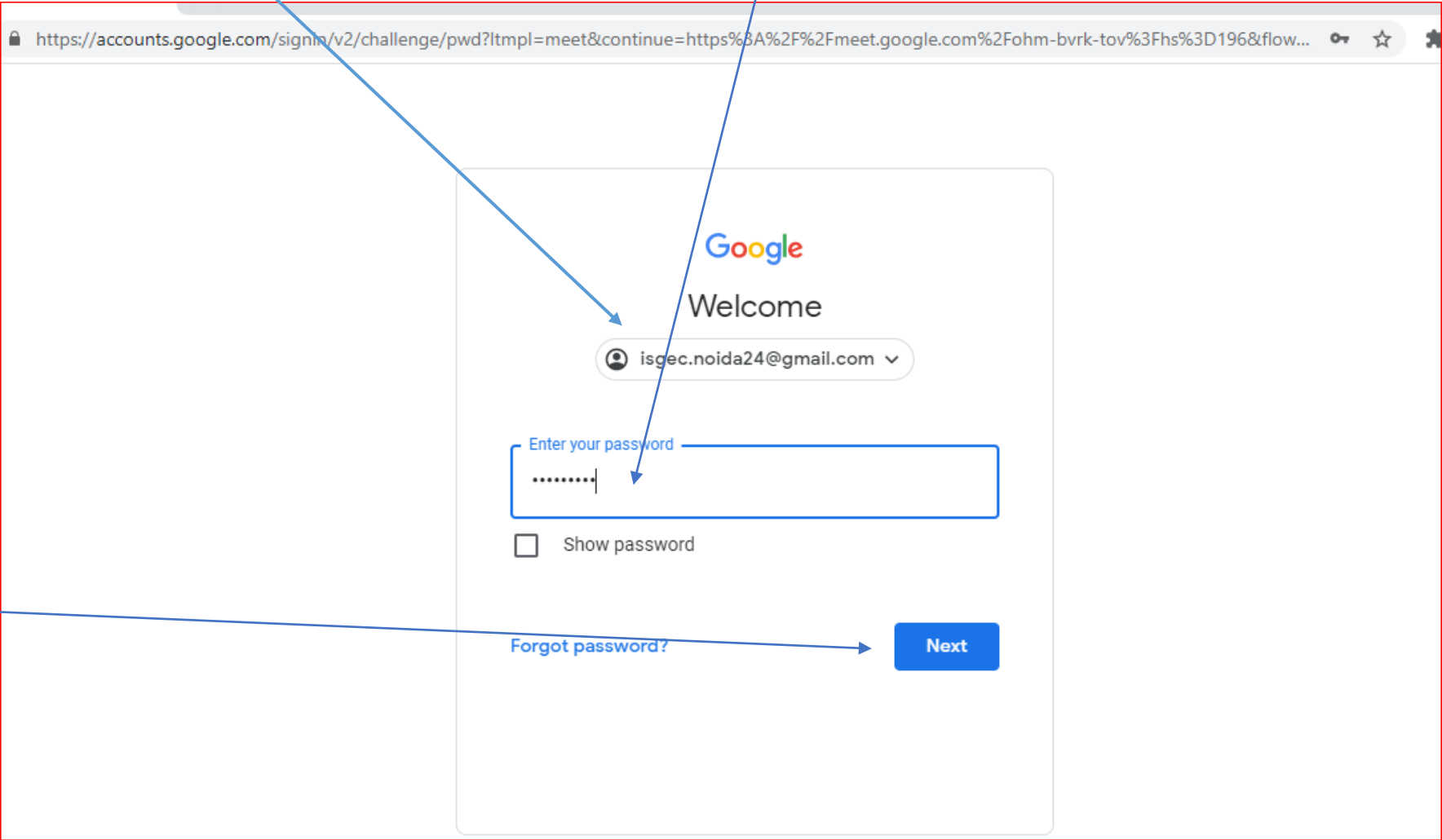
Put your google id for e.g. if you have google/gmail id [xyz@gmail.com](mailto:xyz@gmail.com) then type xyz as shown below in case of isgec.noida24 & click Next.



The screenshot shows the Google Sign in page. The browser's address bar contains the URL: <https://accounts.google.com/ServiceLogin/identifier?lmp=meet&continue=https%3A%2F%2Fmeet.google.com%2Fohm-bvrk-tov%3Fhs%3D196&flowN...>

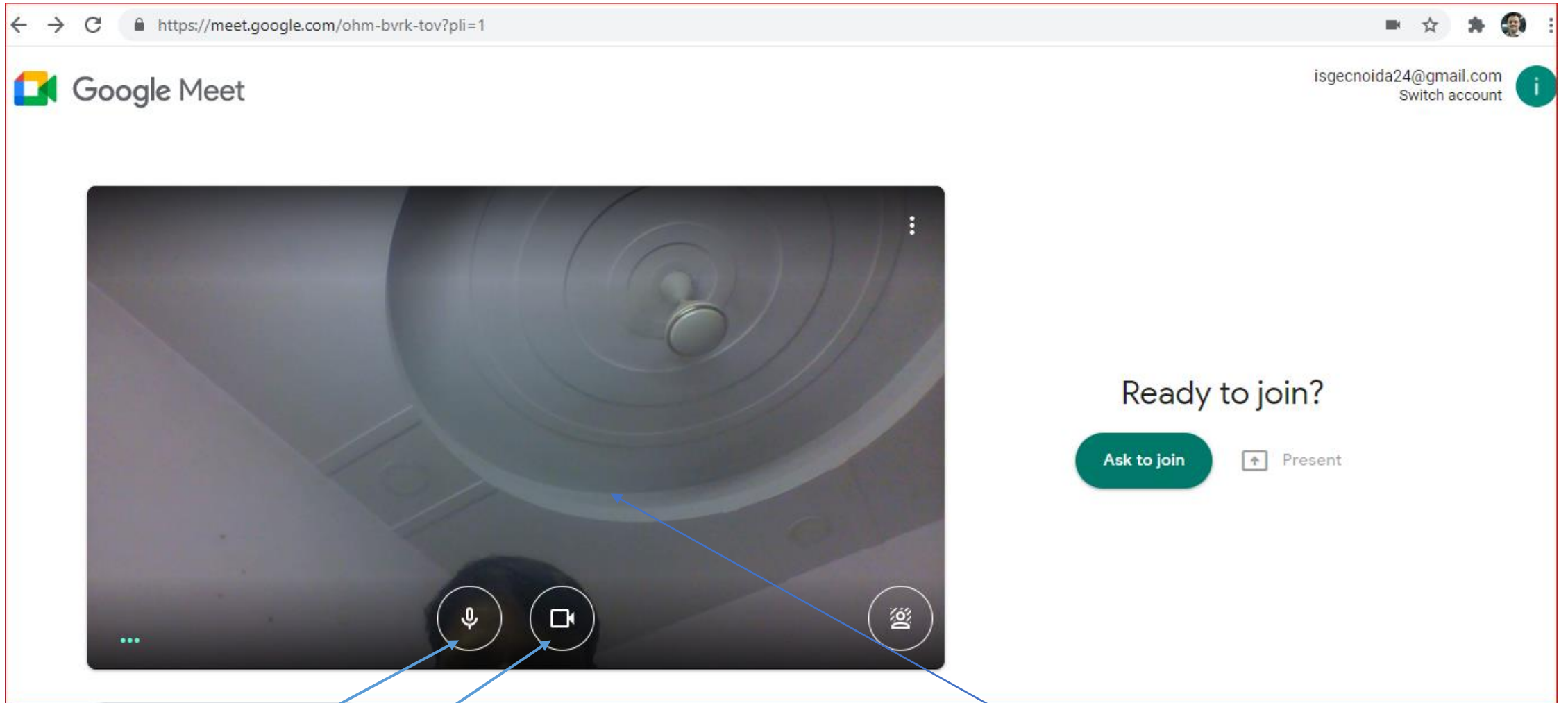
The main content area features the Google logo, the text "Sign in", and "Use your Google Account". Below this is a text input field labeled "Email or phone" containing the text "isgec.noida24". A blue arrow points from the text "Put your google id for e.g. if you have google/gmail id xyz@gmail.com then type xyz as shown below in case of isgec.noida24" to the input field. Below the input field are links for "Forgot email?", "Not your computer? Use Guest mode to sign in privately. Learn more", and "Create account". A blue "Next" button is located at the bottom right. A second blue arrow points from the text "click Next." to the "Next" button.

Now you can see your gmail/google id is selected. Now put in password of the ID with which you are signing in



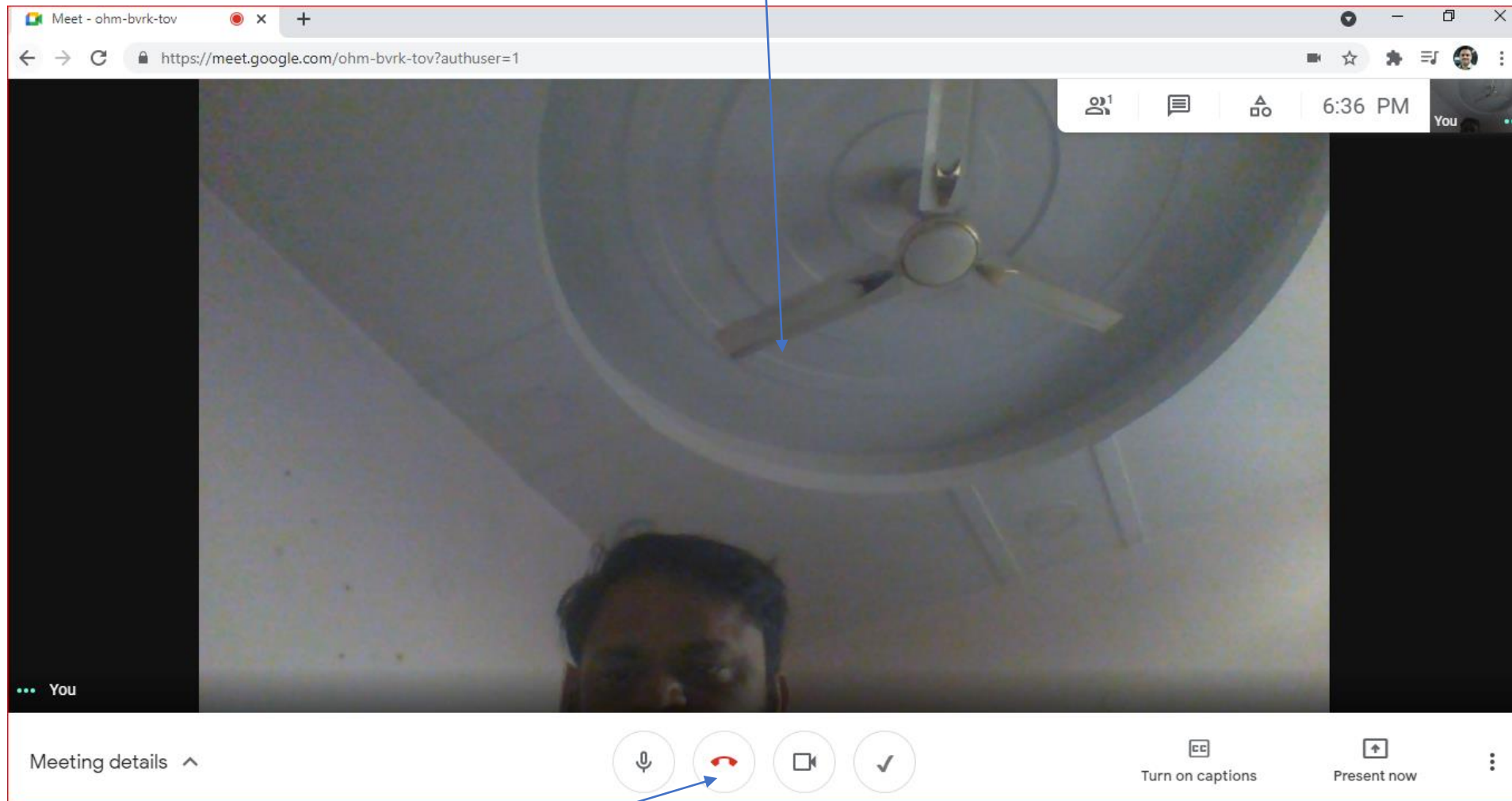
click next

Now click on ask to join /join



Please check your mic & camera must be on & you are able to see your image here

Once joined you can see the video of other persons here in tiled form.



To end the call click here once meeting is over.

Thanks