
Isgec Hitachi Zosen Limited

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

CIN: U28123HR2012PLC045430

NOTICE

Notice is hereby given that the 6th Extra-Ordinary General Meeting (EGM) of the Shareholders of Isgec Hitachi Zosen Limited will be held on Monday, March 28, 2022 at 10:30 a.m. (IST) and 14:00 p.m. (JST) through Video Conferencing for which purpose Isgec office at A-4, Sector-24, Noida-201301 (U.P.), shall be deemed as the venue for the Meeting and the proceedings of the EGM shall be deemed to be made thereat, to transact the following business:

As Special Business:

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

“RESOLVED THAT-

Pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of the Banks and Financial Institutions, if required, consent of the Company be and is hereby accorded to the re-appointment of Mr. Sanjay Gulati (DIN: 05201178) as Managing Director of the Company for a further period of 5 (Five) years up to April 12, 2027 with effect from April 13, 2022 on terms and conditions and remuneration as set out below:-

- (I) That Mr. Sanjay Gulati shall be the Managing Director and Principal Officer of the Company subject to the control and supervision of the Board of Directors of the Company.
- (II) That Mr. Sanjay Gulati shall not be liable to retire from Directorship by rotation.
- (III) That Mr. Sanjay Gulati will be entitled to following remuneration subject to the limits laid down in Sections 197 and 198 and Schedule V to the Companies Act, 2013:

Salary including allowances - Rs.8,31,485/- (Rupees Eight Lakh Thirty One Thousand Four Hundred Eighty Five only) per month.

Provided that the total remuneration payable including salary, allowances, benefits, etc. and remuneration drawn by Mr. Sanjay Gulati from Isgec Heavy Engineering Limited and any Group Company shall not exceed Rs. 1.94 crore in a financial year.

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Provided further that the Board of Directors of the Company is authorized to re-fix the remuneration payable to Mr. Sanjay Gulati, from time to time, within the limits prescribed under the Act and limit of Rs. 1.94 crore applicable for a financial year, will change accordingly.

- (i) That Mr. Sanjay Gulati shall not be entitled to any sitting fee for attending meetings of the Board / Committees thereof.

- (ii) That in case Mr. Sanjay Gulati, Managing Director, draws remuneration from any other company, the total remuneration drawn from all the companies will not exceed the higher maximum limit admissible from any of the companies of which he is a managerial person.

(VII) Ms. Asha Rani, Company Secretary, be and is hereby authorized to take necessary steps in this regard including filing of returns with the Registrar of Companies.”

By Order of the Board of Directors

For Isgec Hitachi Zosen Limited

Registered Office:
Radaur Road,
Yamunanagar, Haryana-135001.
Dated: February 21, 2022

Sd/-
(Ms. Asha Rani)
Company Secretary

Notes:

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and information as per Secretarial Standard - 2 (SS-2) on “General Meetings”, relating to the Special Business to be transacted at the Meeting is annexed hereto.

2. **Information and other instructions relating to the EGM to be through Video Conferencing are as under:**
 - i) In compliance with the General Circular no. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 20/2021 dated December 08, 2021 (collectively as Circulars) the Company will provide the

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- Video Conferencing Facility to the members to join EGM due to current extraordinary circumstance caused by COVID-19 prevailing globally.
- ii) The Members may join the EGM 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) As the numbers 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 skkhorana@isgec.com. The said emails shall only be sent during the meeting to the above-designated email address.
 - iv) The Members may submit their questions in advance at the Company designated email address at skkhorana@isgec.com.
 - v) Recorded transcript of EGM shall be kept and maintained intact in safe custody by the Company at its registered office.
 - vi) Instructions on how to access the Video Conferencing Facility and participate in the meeting are enclosed as Annexure –A.
 - vii) In case for 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.

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ANNEXURE TO THE NOTICE DATED FEBRUARY 21, 2022
EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND AS PER SECRETARIAL STANDARD – 2 (SS – 2) ON “GENERAL MEETINGS”:

Item No. 1:

- (a) The present term of office of Mr. Sanjay Gulati, Managing Director expires on April 12, 2022. The Board of Directors in its meeting held on February 04, 2022, subject to the approval of the Company in general meeting and such other approvals as may be necessary under any financial agreements, re-appointed Mr. Sanjay Gulati as Managing Director for a period of 5 (Five) years i.e. from April 13, 2022 to April 12, 2027 on the terms and remuneration as detailed in the aforesaid Resolution.
- (b) The remuneration and terms of appointment are in accordance with Section 197 of the Act and the rules made thereunder read with Schedule V to the Act.
- (c) 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.
- (d) The terms of re-appointment and remuneration as detailed in the Resolution may be regarded as Abstract of the Agreement and Memorandum of Interest under Section 190 of the Companies Act, 2013.
- (e) The Board of Directors recommended the resolution at Item No. 1 of the Notice for approval of Members by a Special Resolution.
- (f) Pursuant to Secretarial Standard - 2 (SS-2) on “General Meetings”, the particulars of Director seeking re-appointment at the General Meeting, are given hereunder:-

Name of the Director	Mr. Sanjay Gulati
Date of Birth (dd/mm/yyyy)	17/02/1968
Age (in years)	54
Date of Appointment	21/03/2012
Qualification	Mechanical Engineering
Board position held	Managing Director
Relationship with other Directors	None
Terms and conditions of re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	As per resolution given in the Notice

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Number of Meetings of the Board attended during the year	Four
Nature of his expertise in specific function areas along with experience (in years)	Engineer with 32 years' experience
Other Directorship	Isgec Heavy Engineering Limited
Chairperson/ Member of Committee of the Board of Companies of which he is a Director	Isgec Heavy Engineering Limited: Member of Risk Management Committee
Shareholding of Director as on March 31, 2022	1 Equity Share of Rs. 10/- only as Nominee Shareholder of Isgec Heavy Engineering Limited.

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Statement containing additional information as required in Schedule V of the Companies Act, 2013

I. General Information:

1.	Nature of Industry	Manufacturing
	Date of commencement of commercial production	Existing Company in operation since 2012
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4.	Financial performance based on given indicators	In the financial year 2020-2021, the Company made a turnover of Rs. 33,903.73 lakh and profit of Rs. 750.81 lakh after tax
5.	Foreign investments or collaborations, if any	4,90,00,000/- equity shares of Rs. 10/- each hold by Hitachi Zosen Corporation, Japan and its nominees.

II. Information about the appointee:

1.	Background details	<ul style="list-style-type: none">- Bachelor of Engineering (with specialisation in Industrial Production Engineering) from SGSITS, Indore.- 30 years' experience in Exports & Marketing, Manufacturing, Projects & Planning, HR & Administration, Greenfield Project, Joint Ventures, and Team Leadership.
2.	Past remuneration	Same as proposed for re-appointment
3.	Recognition or awards	-
4.	Job profile and his suitability	Mr. Sanjay Gulati is entrusted with substantial power of the management and is responsible for the general conduct and management of the business and affairs of the company, subject to the superintendence, control and supervision of the Board of Directors of the Company.
5.	Remuneration proposed	As stated in the above resolution
6.	Comparative remuneration profile with respect to industry, size of	The remuneration of Mr. Sanjay Gulati is comparable to that drawn by the peers in the

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	the company, profit of the position and person	similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Mr. Sanjay Gulati is not related to any of the Directors and Key Managerial Personnel of the Company.

III. Other Information:

1.	Reasons of loss or inadequate profits	a) Substantial increase in transportation costs and time period for transportation of some prestigious and national importance equipment delivery to public sector undertakings in India. b) Delay in transportation of the equipment have exposed to risk of levy of Liquidated Damages. c) Due to delay in delivery of the above equipment, payment was delayed resulting in interest costs.
2.	Steps taken or proposed to be taken for improvement	a) Tie up large value transportation contracts when the Company bid for the same. b) Increase in Billing as the Company has a healthy order book this year.
3.	Expected increase in productivity and profits in measurable terms	Due to good amount of orders booking in current financial expected revenue is expected to be increased by 20%-25% and accordingly profitability will also to be improved.

By Order of the Board of Directors

For Isgec Hitachi Zosen Limited

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

Sd/-
(Ms. Asha Rani)
Company Secretary

Dated: February 21, 2022

How to join Google Meet

Pre-requisite :-

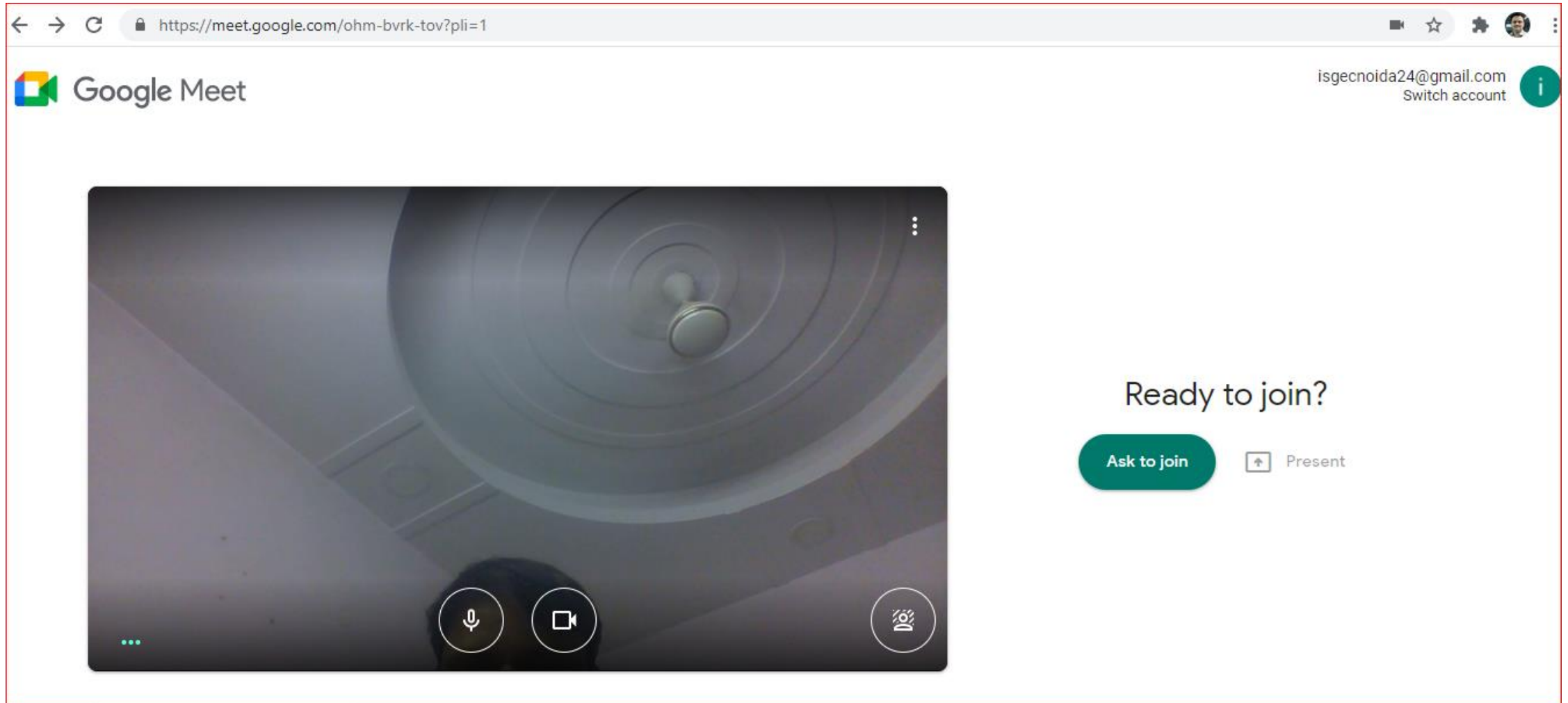
1. Gmail/Google account (official or personal)
2. Google Chrome or better result
3. Laptop/desktop with mic & camera facility
4. Internet with good speed.

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.

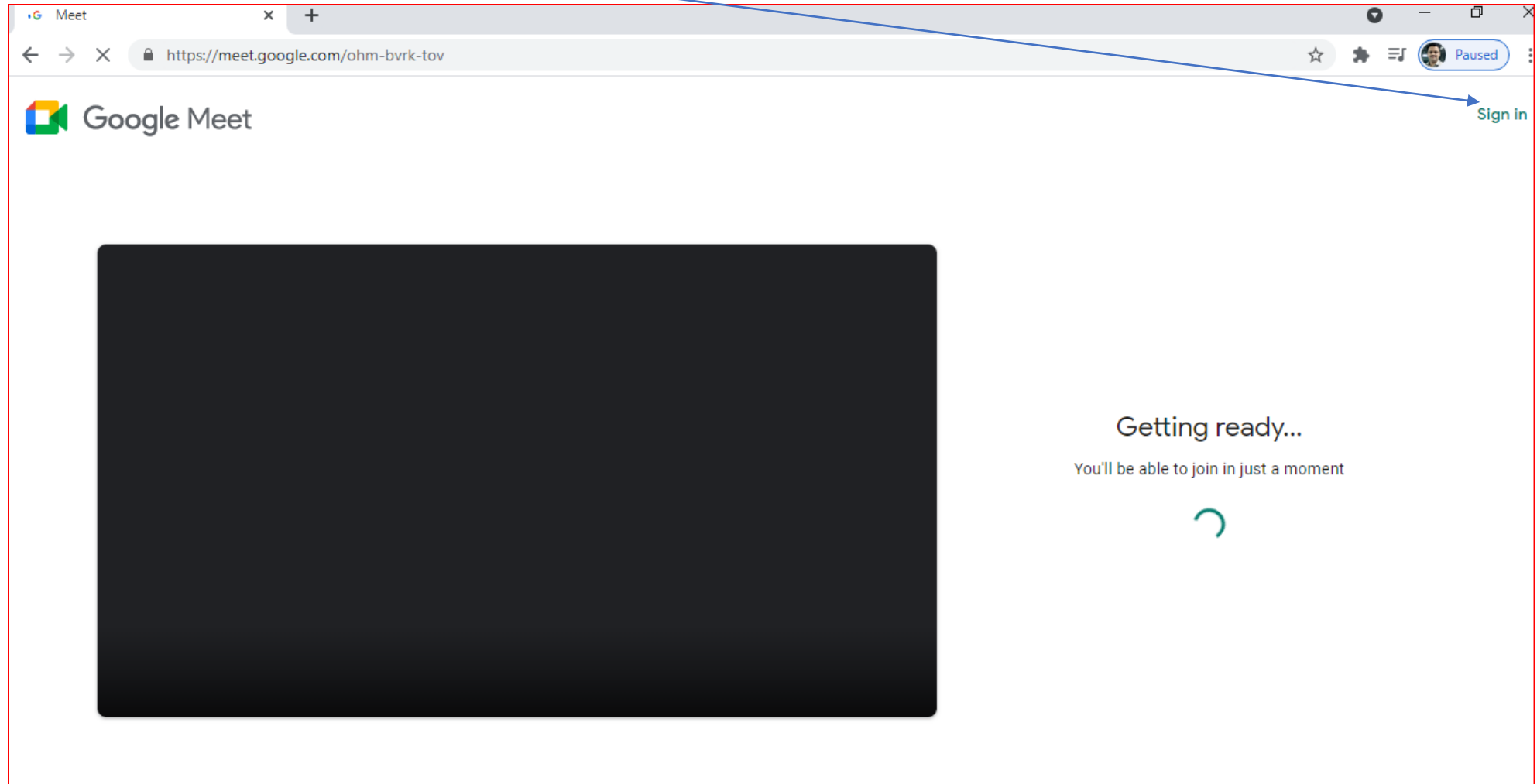
Once you click the link you will be asked to join (if you have already signed in with google/gmail id

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

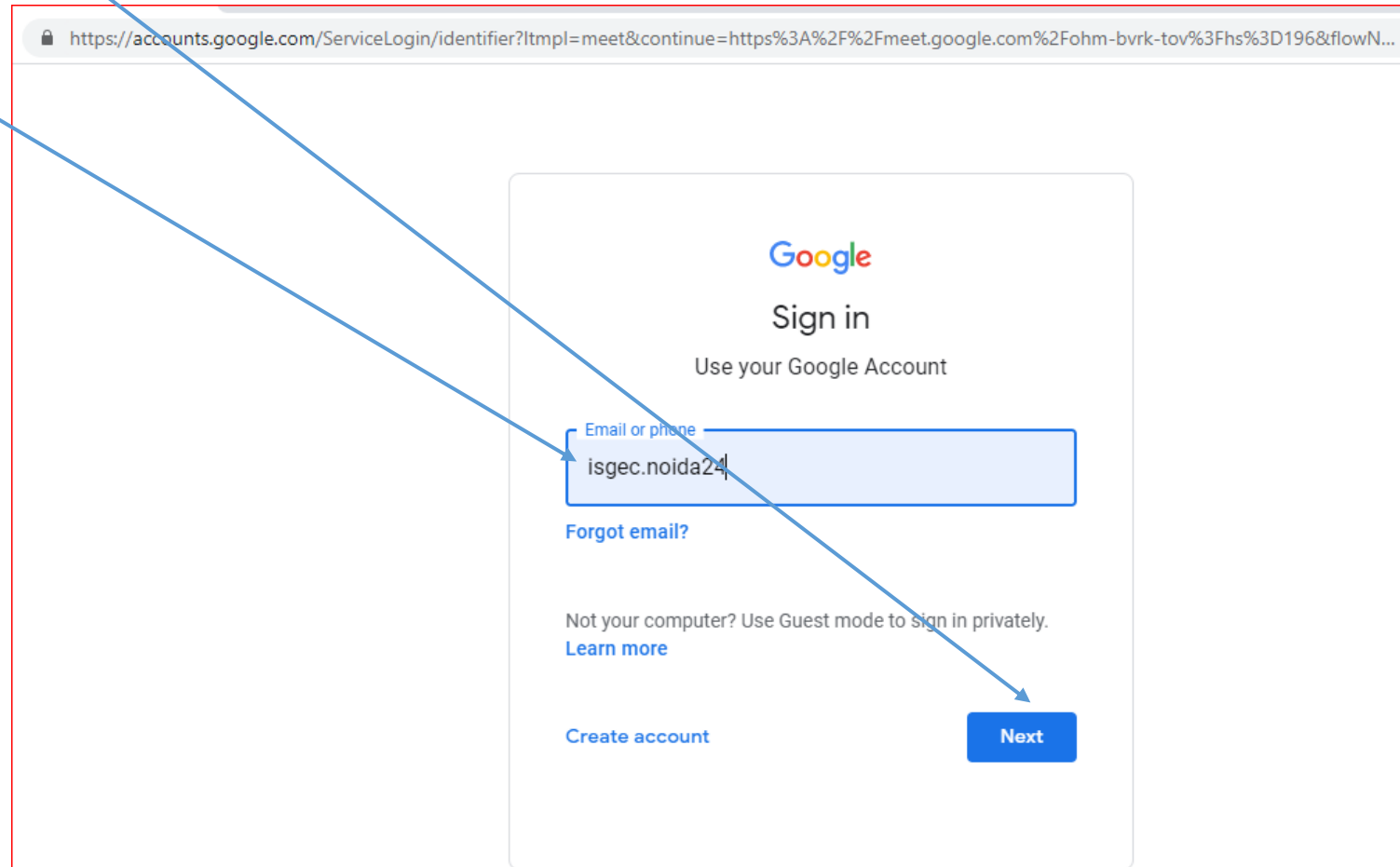


Note : This slide is only for those who has already signed in using their Google/Gmail ID

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.



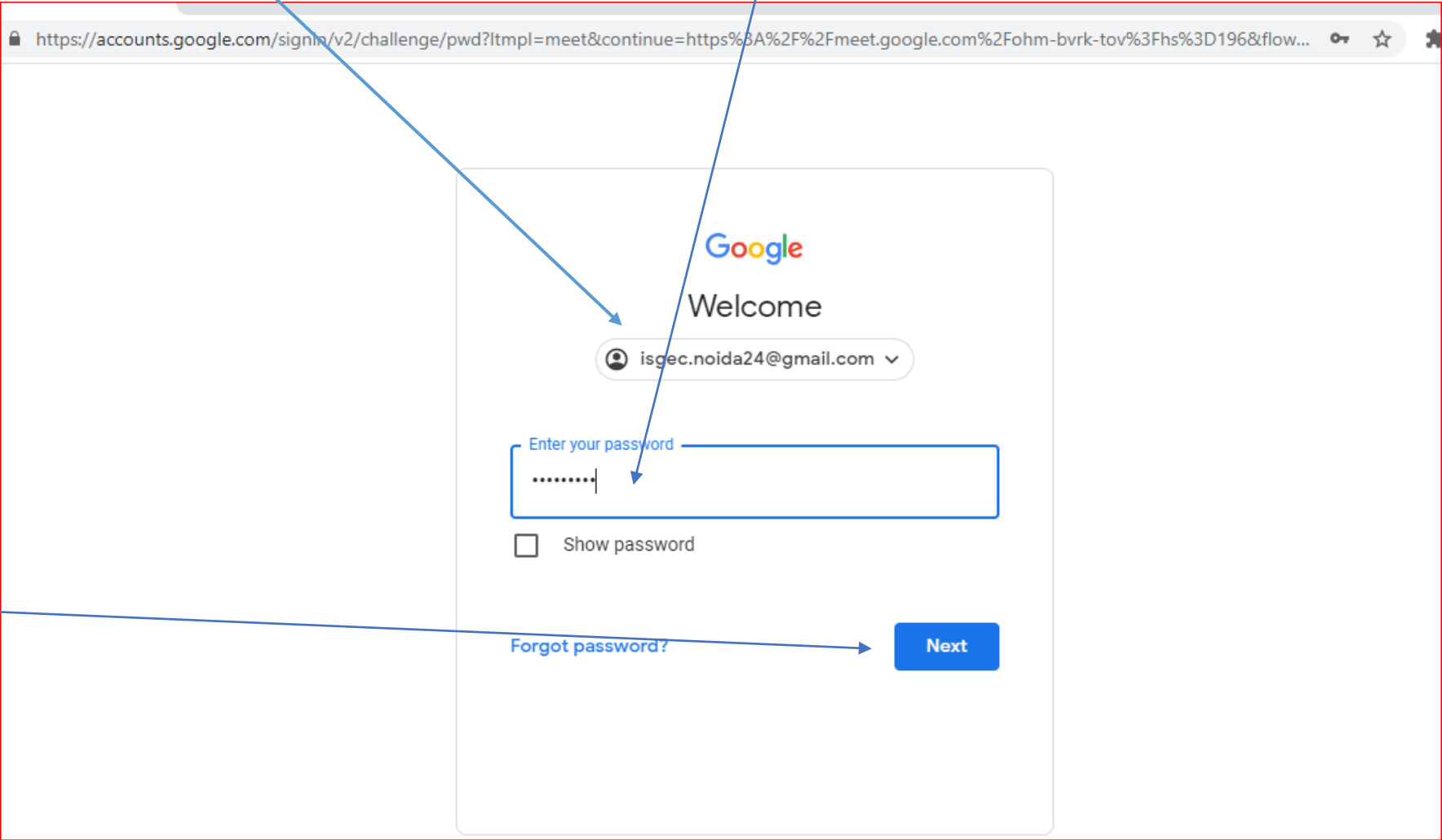
Put your google id for e.g. if you have google/gmail id xyz@gmail.com then type xyz as shown below in case of isgec.noida24 & click Next.



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...>

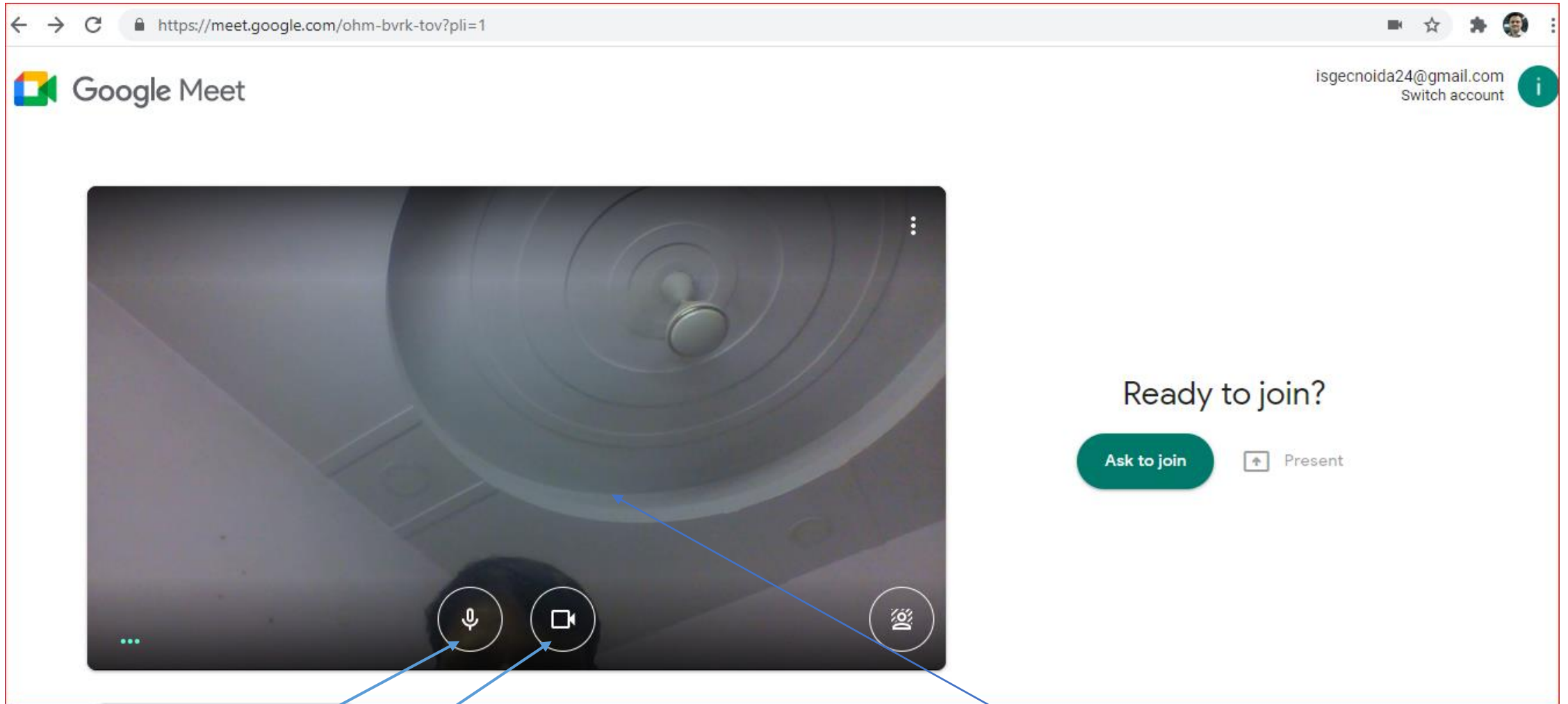
The main content area features the Google logo, the text "Sign in", and "Use your Google Account". Below this is a text input field labeled "Email or phone" containing the text "isgec.noida24". A blue arrow points from the text "Put your google id for e.g. if you have google/gmail id xyz@gmail.com then 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



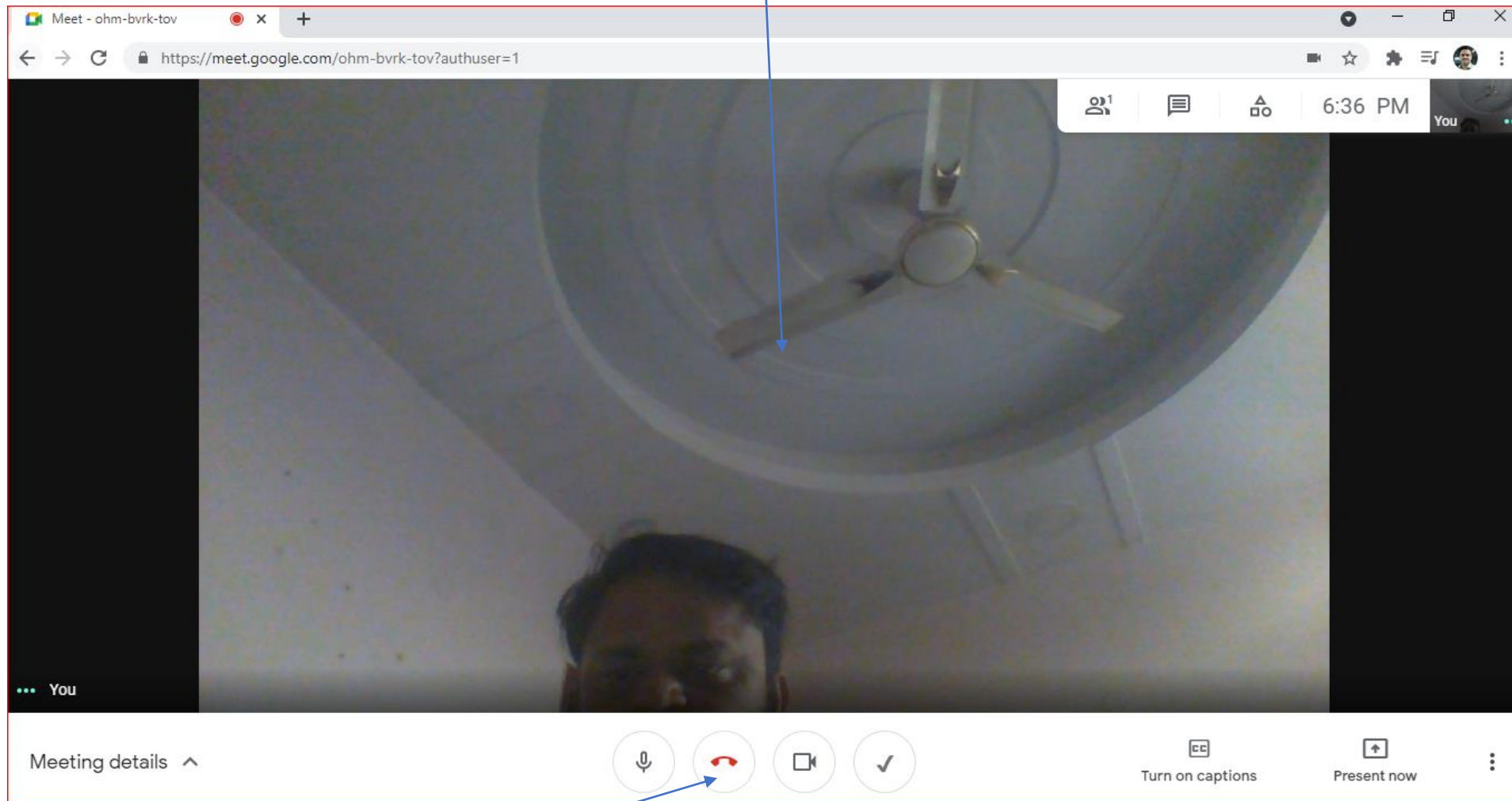
click next

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