
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, Website: www.isgechitachizosen.com.

NOTICE

Notice is hereby given that the 12th Annual General Meeting of the Shareholders of Isgec Hitachi Zosen Limited will be held on **Thursday, July 11, 2024 at 10:00 a.m. (IST) through video conferencing** for which purpose the 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 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, 2024, together with the reports of the Board of Directors and Auditors' thereon.
2. To declare dividend Rs.0.38 (Paisa Thirty Eight only) per equity share of Rs.10/- each for the financial year ended March 31, 2024.
3. To appoint a director in place of Mr. Takashi Ibe (DIN: 07597260), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr. Keiichiro Nagao (DIN: 10086498), who retires by rotation and being eligible, offers himself for re-appointment.

As Special Business:

5. **Appointment of Mr. Tetsuya Kanasaka (DIN: 10577972) 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 Section 152 and any other applicable section(s) 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. Tetsuya Kanasaka (DIN: 10577972), who was appointed as an additional director with effect from April 12, 2024 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 Company has received a notice in writing under Section 160 of the Act, proposing his candidature for the office of a 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 are hereby severally / jointly, as may be required, authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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6. **Ratification of remuneration of the Cost Auditors for the financial year ending March 31, 2025:**

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 any other applicable section(s) 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 remuneration of Rs.50,000/- (Rupees Fifty Thousand Only) plus out-of-pocket expenses payable to M/s Neeraj Sharma & Co., Cost Accountants, to conduct the audit of the cost accounts and records maintained by the Company for the financial year ending March 31, 2025, as approved by the Board of Directors of the Company, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally / jointly, as may be required, 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

Sd/-
Asha Rani
Company Secretary

Dated: **June 18, 2024**

Isgec Hitachi Zosen Limited

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Notes:

1. Corporate shareholders 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 kept at the registered office of the Company at Radaur Road, Yamunanagar, Haryana-135001, for inspection by the Members, 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	Mr. Takashi Ibe	Mr. Keiichiro Nagao
Date of Birth (dd/mm/yyyy)	25/03/1962	05/11/1977
Age (in years)	62	46
Date of Appointment	31/03/2022	31/03/2023
Qualification	BA of Economics, Waseda University, Japan	Bachelor of Mechanical Engineering, Kumamoto University
Board position held	Director	Director
Relationship with other directors	None	None
Number of Board Meeting attended during the year	Four	Four
Terms and conditions of re-appointment	Liable to retire by rotation	Liable to retire by rotation
Nature of his 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.	2000-2004: Detail design engineer of pressure vessels 2005-2014: Proposal engineer of pressure vessels 2015-2020: Manager of proposal and estimation group for process equipment From 2021: General manager of engineering department for process equipment
Other Directorship	Hitachi Zosen India Private Limited	None
Chairperson/ Member of Committee of the Board of Companies in which he is a director	None	None
Shareholding in the Company as on March 31, 2024	Nil	Nil

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4. 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 5th May, 2020, General Circular no. 14/2020 dated 8th April, 2020, General Circular no. 17/2020 dated 13th April, 2020, General Circular no. 02/2021 dated January 13, 2021, General Circular no. 19/2021 dated December 08, 2021, General Circular no. 21/2021 dated December 14, 2021, General Circular no. 09/2023 dated September 25, 2023 and (collectively as Circulars) the Company will provide the video conferencing facility to the members to join the Annual General Meeting (AGM).
- ii) The members may join the Annual General Meeting through 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 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 isgec.secretariat@isgec.co.in. 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 isgec.secretariat@isgec.co.in.
- v) Recorded transcript of Annual General Meeting 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 at 91-9660503428/ 91-9818190620 and 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 18, 2024**

Sd/-
Asha Rani
Company Secretary

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ANNEXURE TO THE NOTICE DATED JUNE18, 2024

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. Tetsuya Kanasaka was appointed as an additional director w.e.f. April 12, 2024 in accordance with Section 161 of the Companies Act, 2013 and he holds the office up to the date of this Annual General Meeting.

The Company has received a requisite notice from Shareholder in writing proposing his candidature for the office of director.

The Board considers that his presence on the Board is desirable and would be beneficial to the Company, and hence recommended the resolution for adoption.

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

Name of the Director	Mr. Tetsuya Kanasaka
Date of Birth (dd/mm/yyyy)	01/09/1969
Age (in years)	54
Date of Appointment	April 12, 2024
Qualification	<ul style="list-style-type: none"> - 1992-1994: Master, Interdisciplinary Graduate School of Engineering Sciences, Kyushu University - Lesson: Specializing in thermal energy system (Fluid dynamics, thermodynamics, etc.) - Laboratory: Properties in chemical engineering process/Transfer operation/Unit operation - Research: Chemical Reaction Engineering Analysis of CVD (Chemical Vapor Deposition) - 1988-1992 Bachelor, Mechanical Engineering Course, Kyushu Institute of Technology - Lesson for mechanical engineering including fluid, thermodynamics, material engineering
Board position held	Additional Director
Relationship with other directors	None
Number of Board Meeting attended during the year	Nil
Terms and conditions of re-appointment	As per resolution given in notice
Nature of expertise in specific function areas along with experience (in years)	1994-2010: Senior process engineer, Plant design & planning department. 2010-2017: Deputy General Manager, Environmental system planning & engineering department. 2017-2022: Seconded to HITZ (THAILAND) CO., LTD. which is subsidiary of Hitachi Zosen Corporation.

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	2022-Present: General Manager, Circular economy business innovation department.
Other directorship	None
Chairperson/ Member of Committee of the Board of Companies of which he is a director	None
Shareholding in the Company as on March 31, 2024	Nil

Apart from Mr. Tetsuya Kanasaka, none of the Directors/Key Managerial Personnel of the Company / their relatives is in any way concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors recommends passing of a resolution as set out in Item No. 05 of this Notice for approval of the shareholders.

Item No. 6:

The Board has approved the appointment and remuneration of M/s. Neeraj Sharma & Co., Cost Accountants (Firm Registration Number: 100466), as Cost Auditor of the Company, to conduct the audit of cost accounts and records maintained by the Company, for the financial year ending on March 31, 2025.

In accordance with the provisions of section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor 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.

The Board of Directors recommends passing of a resolution as set out in Item No. 06 of this Notice for approval of the shareholders.

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

Registered Office: Radaur Road,
Yamunanagar, Haryana-135 001
Dated: **June 18, 2024**

Sd/-
Asha Rani
Company Secretary