

ICVL Steels Limited

66/1, Hansa Villa, opp. Indian Gymkhana, Bhaudaji Cross Road, Mantunga (C.R.), Mumbai - 400 019.

NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRD ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON SATURDAY THE 27th DAY OF SEPTEMBER 2014 AT 12.30 P.M AT 66/1, HANSA VILLA, OPP. INDIAN GYMKHANA, BHAUDAJI CROSS ROAD, MATAUNGA, MUMBAI-400019 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

- 1) To conduct and adopt the Director's Report and the Audited Financial Statements including Statement of Profit and Loss for the year ended 31st March, 2014 and the Balance Sheet as at that date and the Auditor's Report thereon.
- 2) To appoint a Director in place of Mrs. Leena Vipul Modi (Holding DIN 00796382), who retires by rotation and being eligible, offers herself for re-appointment
- 3) To appoint M/s J. B. Dudhela & Co., Chartered Accountants to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.
- 4) To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT M/s J. B. Dudhela & Co., Chartered Accountants, (102777W) who have given a certificate pursuant to the provisions of Section 139(1) of the Companies Act, 2013 ("the Act") read with Companies (Audit and Auditors) Rules, 2014, to the effect that, if appointed, their appointment shall be in accordance with the conditions as prescribed in the Act and the Rules made thereunder, be and are hereby appointed as the Statutory Auditors of the Company, to hold office, in terms of the provisions of Section 139 of the Companies Act, 2013, for a term of one year i.e. from the conclusion of this Annual General Meeting until the conclusion of Next Annual General Meeting of the Company at such remuneration as may be fixed by the Board of Directors plus reimbursement of out of pocket expenses."

By order of the Board of Directors
ICVL Steels Limited

Place : Mumbai
Date : 13th August 2014

Sd/-
Vipul Modi
Director

NOTES:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF ON A POLL AND THAT A PROXY NEED NOT TO BE A MEMBER.
- 2) The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by the company and has issued circulars allowing services of the notice/documents including annual report by e-mail to its members. To support this "Green Initiative" of government in full measure, members are requested to register the same in respect of electronic holdings with the depository through their Depository Participants.
- 3) The physical copy of the annual report has been sent to those members who have either opted for the same or have not registered their email addresses with the Company / depository participant. The members whose email id are registered with the company / depository participant, will be entitled to a physical copy of the annual report for the financial year 2013-14, free of cost, upon sending a request to the Compliance Officer at 66/1, Hansa Villa, Opp. Indian Gymkhana, Bhaudaji Cross Road, Matunga (CR), Mumbai - 400019
- 4) Pursuant to section 72 of Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them in physical form.
- 5) Members are requested to kindly bring their copy of the Annual Report with them at the Annual General Meeting, as no extra copy of Annual Report would be made available at the Annual General Meeting.
- 6) For the convenience of members and for proper conduct of the meeting, entry to the place of meeting will be regulated by attendance slip, which is a part of the annual report. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance to the venue.
- 7) The Register of Members of the Company shall remain closed from 22nd September 2014 to 27th September 2014 (both days inclusive).
- 8) Voting through electronic means
In terms of section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 e-voting facility is being provided to the members. Details of e-voting process and relevant details are being sent to all members along with the notice.
In case of members receiving e-mail:
(i) Members are requested to follow the instructions below to cast their vote through e-voting:
(ii) Launch the internet browser by typing the following <https://www.evotingindia.com>
(iii) Click on "Shareholders" tab.

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- (iv) Now, select "ICVL STEELS LIMITED" from the drop down menu and click on 'SUBMIT'.
- (v) (a) Put User ID - 16 digits beneficiary ID,
(b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
(c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the Company Name "ICVL STEELS LIMITED" on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xvi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

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- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on 21- September, 2014 at 10.00 a.m and ends on 23-September, 2014 at 6.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22- August 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xix) The voting rights of the Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cutoff date of 22th August, 2014.
- (xx) Mrs. Sandhya Malhotra Practicing Company Secretary (Membership No. F6715) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xxi) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (xxii) The Scrutinizer's Report shall be placed on the Company's website www.Intellivitecapital.com and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.
- (xxiii) For any other queries relating to the shares of the Company, you may contact the Share Transfer Agent at the following address:

PURVA SHAREGISTRY (INDIA) PVT. LTD

Unit: ICVL STEELS LIMITED

No-9, Shiv Shakti Industrial Estate, Ground Floor, J. R. Boricha Marg,
Opp. Kasturba Hospital, Lower Parel, Mumbai - 400 011
Tele No. : 022-2301 6761 / 2301 8261 Fax No. : 022-2301 2517

By order of the Board of Directors
ICVL Steels Limited

Place : Mumbai
Date : 13th August 2014

Sd/-
Vipul Modi
Director

ICVL Steels Limited

Particulars of the Director seeking appointment / reappointment at the ensuing Annual General Meeting pursuant to Clause 49 of the Listing agreement.

Name Of The Director	Date Of Appointment	Names Of Companies In Which She Holds The Directorship And Memberships Of The Committee Of Board
Smt. Leena V. Modi	31.01.2008	<p>Director in:</p> <ul style="list-style-type: none">1-Bombay Exim Pvt Ltd2-Niralee Properties Pvt Ltd3-Piyali Builders And Developers Private Limited4-Anish Properties Private Limited5-Saria Builders And Developers Private Limited6-Rock Builders And Developers Private Limited7-High Rise Realty Private Limited8-Rock Builders And Developers Private Limited9-High Rise Realty Private Limited10-Galaxy Realty Private Limited11-Ashwa Realty (India) Private Limited12-Jimeet Developers Private Limited13-Jinal Fin-Vest Private Limited14-Samruddhi Commodities Trading Limited15-Intellivate Capital Ventures Limited16-Intellivate Capital Advisors Limited17-Samruddhi Tradecom India Limited18-Leena Investments Consultancy LLP <p>Committees Membership</p> <p>Audit Committee Intellivate Capital Advisors Limited-Member</p> <p>Remuneration Committee Intellivate Capital Advisors Limited-Member</p> <p>Share Transfer Committee Intellivate Capital Advisors Limited-Member</p> <p>Share Grievance Committee Intellivate Capital Advisors Limited-Member</p>