



INDIAN STEEL CORPORATION LTD.

503, Mahakosh House, 7/5, South Tukoganj, Indore - 452001 (M.P.) INDIA
Phone : ++91 - 731- 2518124/25/26, Fax : +91 - 731 - 2518127
Email : info@indiansteels.com, www.indiansteels.com
CIN - U27100 MH 2004 PLC 144559

NOTICE

Notice is hereby given that the 14th (Fourteenth) Annual General Meeting of the members of Indian Steel Corporation Limited ("ISC") (CIN - U27100MH2004PLC144559) will be held on Wednesday, the 27th day of September 2017 at Hotel The Oberoi, Nariman Point, Mumbai - 400 021 at 2:30 p.m. to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company including the audited Balance Sheet as at March 31st 2017, the Statement of Profit & Loss Account and Cash Flow Statement for the year ended March 31st 2017 together with the Reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Shambhunath Sadawarti (DIN: 00031966), who retires by rotation and, being eligible offers himself for re-appointment;
3. To ratify the appointment of M/s. A. Gattani & Associates, Chartered Accountants (ICAI Firm Registration No. 003521C), as approved by Members at the 13th Annual General Meeting as Statutory Auditor of the Company, to hold office until the conclusion of 18th Annual General Meeting of the Company and to fix their remuneration for the Financial Year ending March 31st, 2018 and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:-

"RESOLVED THAT in accordance with the provisions of sub-section (1) of Section 139 and 142 along with other applicable provisions, if any, of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, the appointment of M/s. A Gattani & Associates, Chartered Accountants, Indore (Firm Registration No.003521C), as Statutory Auditors of the Company to hold office from the conclusion of this meeting up to the conclusion of the next Annual General Meeting of the Company, be and is hereby ratified and confirmed at a remuneration of Rupees 3,60,000/- (Rupees Three Lakhs and Sixty Thousands only) per annum, in addition to the applicable taxes, out-of-pocket, travelling expenses, etc. to be incurred by them in connection with the audit."



SPECIAL BUSINESS:

4. To ratify the remuneration of the Cost Auditor for the Financial Year ending 31st March, 2018

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

"RESOLVED THAT pursuant to section 148(3) of the Companies Act, 2013 read with Companies (Audit and Auditors Rules) 2014 and all other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of Rs. 50,000/- (Rupees Fifty Thousands only), besides out of pocket expenses, if any, payable to M/s. ABK & Associates (Firm Registration No. 000036) appointed as Cost Auditor for the Financial Year 2017-18 by the Board of Directors of the Company, be and is hereby ratified and confirmed."

5. To regularize the appointment of Mr. Arvind Mishra(DIN 02129733) as a Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 152,160 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and 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. Arvind Mishra (DIN 02129733), who was appointed as an Additional Director by the Board of Directors of the Company w.e.f. 25th May, 2017 U/s 161 of the Companies Act, 2013 and who holds office as such up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company, who shall be liable to retire by rotation"

By Order of the Board
For Indian Steel Corporation Limited



Namita Tripathi
Company Secretary

Place: Indore
Dated: 5th September, 2017

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 14TH (FOURTEENTH) ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE ON A POLL; INSTEAD OF HIMSELF AND SUCH PROXY/PROXIES NEED NOT BE MEMBER OF THE COMPANY.

The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company; carrying voting rights.

The holder of proxy shall prove his identity at the time of attending the Meeting.

2. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting.

3. The Audited Financial Statement of the wholly owned Subsidiary company shall be made available to Member of the holding Company i.e. Indian Steel Corporation Limited on demand. The Audited Financial Statement of the wholly owned subsidiary company shall also be available for inspection by any Member at the Registered Office/Corporate Office of the Company, by giving a seven days advance notice/intimation to the Company.

4. This Notice is also being sent with attendance slip, proxy form and route map along with landmark near the venue.

5. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business under item no. 4, 5 to be transacted at the Meeting is annexed hereto.



6. Members / Proxies / Authorised Representatives are requested to bring to the Meeting their attendance slip(s).

7. Members may also note that the Notice of the 14th Annual General Meeting will also be available on the Company's website [www.indiansteels.com].

8. Relevant documents referred to in the Notice are open for inspection to the Members at the Registered Office and Corporate office of the Company during business hours on all working days up to the date of Annual General Meeting.

**By Order of the Board
For Indian Steel Corporation Limited**



**Namita Tripathi
Company Secretary**

**Place: Indore
Dated: 5th September, 2017**

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

ITEM NO. 4

The Board on the recommendation of Audit Committee has approved at their meeting held on 8th July, 2017, the appointment of M/s. ABK & Associates, Mumbai (Firm Registration No. 000036) as Cost Auditor for conducting Cost Audit for the Financial year 2017-18 at a remuneration of 50,000/- plus applicable Service Tax, and reimbursement of out of pocket expenses, if any.

In accordance with the Provision of section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditor is required to be ratified by the members of the company. Accordingly consent of the members is sought for passing an Ordinary Resolution as set out in Item No 4 of the notice for ratification of remuneration payable to the cost auditors for the Financial Year ending 31st March 2018.

Relevant document are open for inspection to the Members at the Registered Office and Corporate office of the Company during business hours on all working days up to the date of Annual General Meeting.

None of the directors or Key Managerial Personnel (KMP) or their relatives are, in any way concerned or interested financially or otherwise in the proposed Resolution. The Board recommends to pass necessary resolution as set out in the Item No. 4 of the notice as an Ordinary Resolution.

ITEM NO. 5

Based on the recommendation of the Nomination and Remuneration Committee, Mr. Arvind Mishra was appointed as an Additional Director on the Board of the Company with effect from 25th May, 2017 to hold office up to the date of the Annual General Meeting. The Board of Director of the Company at their meeting held on 31st August 2017 decided to regularise the appointment of Mr. Arvind Mishra as a Director of the Company.

Further to be noted that the company had received a notice in writing along with a cheque of Rs 1,00,000 (One Lakh Only) from one of the member of the company , proposing his candidature for the office of Director, pursuant to section 160 of the Companies Act, 2013

Relevant document are open for inspection to the Members at the Registered Office and Corporate office of the Company during business hours on all working days up to the date of Annual General Meeting.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. Arvind Mishra are, in any way, concerned or interested in the said resolutions. The resolution as set out in item no. 5 of this Notice is accordingly commended for your approval, as an Ordinary Resolution.

**By Order of the Board
For Indian Steel Corporation Limited**



Namita
**Namita Tripathi
Company Secretary**

**Place: Indore
Dated: 5th September, 2017**

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: U27100MH2004PLC144559
Name of the Company: **Indian Steel Corporation Limited**
Registered office: **611, Tulsiani Chambers, Nariman Point, Mumbai- 400 021**

Name of Member(s):- Registered Address:- E-mail Id :- Folio No. :-

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: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Forteenth Annual General Meeting of the Company, to be held on, Wednesday, 27th September 2017 at Hotel The Oberoi, Nariman Point, Mumbai - 400 021 at 2:30 p.m and at any adjournment thereof in respect of such resolutions as are indicated in the notice of the said meeting.

Signed this..... day of..... 2017

Affix Revenue Stamp

Signature of shareholder: _____

Signature of Proxy holder(s): _____

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.

INDIAN STEEL CORPORATION LIMITED

CIN: U27100MH2004PLC144559

Registered Office: 611, Tulsiani Chambers,

Nariman Point Mumbai, 400021

ATTENDANCE SLIP

(Please hand over at the entrance of the Meeting hall)

I certify that I am a registered shareholder/proxy for the following registered Shareholder of the Company; and hereby record my presence at the 14TH ANNUAL GENERAL MEETING of the Company convened at Hotel The Oberoi, Nariman Point, Mumbai – 400 021 on Wednesday, 27th September 2017 at 2:30 P. M.

Full name of the Member (IN BLOCK LETTERS)

Folio No.

No. of Shares held.....

Full name of Proxy (IN BLOCK LETTERS).....

Member's / Proxy's Signature

Note: Your entry to the Meeting will be regulated by this attendance slip.

ROUTE MAP OF THE VENUE OF 14TH AGM ALONG WITH LANDMARK



Prominent Landmark :- National Centre for the Performing Arts,
Nariman Point, Mumbai – 400 021