

**NOTICE**

NOTICE IS HEREBY GIVEN THAT the 10<sup>th</sup> Annual General Meeting of the Members of International Coal Ventures Pvt. Limited will be held at 1100 hours on Thursday, 26<sup>th</sup> September, 2019 at 1<sup>st</sup> Floor, Ispat Bhawan, Lodi Road, New Delhi – 110003 to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt:
  - (i) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2019 together with Reports of Board of Directors and Auditors' thereon.
  - (ii) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2019 together with Reports of the Auditor thereon.
2. To fix the remuneration of the Auditors of the Company appointed by the Comptroller & Auditor General of India for the Financial Year 2019-2020.

**SPECIAL BUSINESS**

3. To appoint Shri Anil Kumar Chaudhary (DIN No: 03256818) Chairman, Steel Authority of India Limited as a Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** Shri Anil Kumar Chaudhary, (DIN No: 03256818 ) who was appointed as a Additional Director of the Company by the Board of Directors under Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing proposing his candidature for the office of Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company.”

4. To appoint Shri Harinand Rai, (DIN No: 08189837) Director (Technical), Steel Authority of India Limited (SAIL) as a Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** Shri Harinand Rai, (DIN No: 08189837) who was appointed as a Additional Director of the Company by the Board of Directors under Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing proposing his candidature for the office of Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company.”

5. To appoint Shri Amitava Mukherjee, (DIN No: 08265207) Director (Finance), NMDC Limited as a Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** Shri Amitava Mukherjee, (DIN No: 08265207) who was appointed as a Additional Director of the Company by the Board of Directors under Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing proposing his candidature for the office of Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company.”



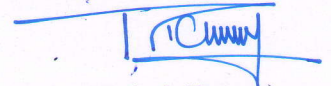
6. To appoint Shri Deb Kalyan Mohanty, (DIN No: 08520947) Director (Commercial), RINL Limited as a Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** Shri Deb Kalyan Mohanty, (DIN No: 08520947) who was appointed as a Additional Director of the Company by the Board of Directors under Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing proposing his candidature for the office of Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company.”

7. To appoint Shri Vivek Gupta, (DIN No: 8370793) Director (RM&L), SAIL Limited as a Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** Shri Vivek Gupta, (DIN No: 8370793) who was appointed as a Additional Director of the Company by the Board of Directors under Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing proposing his candidature for the office of Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company.”

By order of the Board of Directors



(Rajesh Kumar)  
Company Secretary

New Delhi

Dated: 3<sup>rd</sup> September, 2019

Registered Office: 20<sup>th</sup> Floor, Scope Minar, Laxmi Nagar District Centre, Delhi – 1100092.

CIN:U10100DL2009PTC190448

Notes:

1. The relevant Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013, in respect of the business Item Nos. 3 to 6 above is annexed hereto.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. THE BLANK PROXY FORM IS ENCLOSED.

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. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

3. Only members carrying the attendance slips or holders of valid proxies registered with the Company will be permitted to attend the meeting. In case of shares held in joint names or shares held under different registered folios wherein the name of the sole holder/first joint-holder is same, only the first joint-holder/sole holder or any proxy appointed by such holder, as the case may be, will be permitted to attend the meeting.



**ANNEXURE TO THE NOTICE****EXPLANATORY STATEMENT PURSUANT TO SECTION  
102(1) OF THE COMPANIES ACT, 2013.****Item No.3**

On nomination by the Steel Authority of India Limited (SAIL) vide its letter No. CA-15(51)/18 dated 20<sup>th</sup> September, 2018, Shri Anil Kumar Chaudhary (DIN: 03256818), Chairman, SAIL was appointed as Additional Director of the Company with effect from 1<sup>st</sup> October, 2018 subject to his re-appointment by the shareholders in the Annual General Meeting. His tenure as Director is till the date of his superannuation or until further orders, whichever is earliest. In terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company, he would hold office upto the date of the ensuing General Meeting. The notice under Section 160 of the said Act has been received from a member proposing the name of Shri Anil Kumar Chaudhary, as a candidate for the office of Director of the Company.

Shri Anil Kumar Chaudhary, is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Save and except Shri Anil Kumar Chaudhary and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/ Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the Resolution set out at Item No.3 of the Notice.

Board considers it desirable that the Company should continue to avail itself of his services as a Director and recommends this Resolution for approval of the shareholders.

**Item No.4**

On nomination by Steel Authority of India Limited (SAIL) vide its letter No. CA-15(51)/18 Dated 6<sup>th</sup> October, 2018, Shri Harinand Rai (DIN: 08189837), Director (Technical), SAIL was appointed as Additional Director of the Company with effect from 15<sup>th</sup> October, 2018, subject to his re-appointment by the shareholders in the Annual General Meeting. His tenure as Director is till the date of his superannuation or until further orders, whichever is earliest. In terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company, he would hold office upto the date of the ensuing General Meeting. The notice under Section 160 of the said Act has been received from a member proposing the name of Shri Harinand Rai, as a candidate for the office of Director of the Company.

Shri Harinand Rai, is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Save and except Shri Harinand Rai and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/ Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the Resolution set out at Item No.4 of the Notice.

Board considers it desirable that the Company should continue to avail itself of his services as a Director and recommends this Resolution for approval of the shareholders.

**Item No.5**

On nomination by the NMDC Limited vide its letter No. CS/Sectt/SPV/2007 Dated 04.06.2019, Shri Amitava Mukherjee (DIN No. 08265207), Director (Finance), NMDC Limited was appointed as Additional Director of the Company with effect from 5<sup>th</sup> July, 2019 subject to his re-appointment by the shareholders in the Annual General Meeting. His tenure as Director is till the date of his superannuation or until further orders, whichever is earliest. In terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company,



he would hold office upto the date of the ensuing General Meeting. The notice under Section 160 of the said Act has been received from a member proposing the name of Shri Amitava Mukherjee, as a candidate for the office of Director of the Company.

Shri Amitava Mukherjee, is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Save and except Shri Amitava Mukherjee and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/ Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the Resolution set out at Item No.5 of the Notice.

Board considers it desirable that the Company should continue to avail itself of his services as a Director and recommends this Resolution for approval of the shareholders.

#### **Item No.6**

On nomination by the RINL vide its letter CA/ICVL/19 Dated 3<sup>rd</sup> August, 2019, Shri Deb Kalyan Mohanty (DIN No. 08520947), Director (Commercial), RINL was appointed as Additional Director of the Company with effect from 3<sup>rd</sup> September, 2019 subject to his re-appointment by the shareholders in the Annual General Meeting. His tenure as Director is till the date of his superannuation or until further orders, whichever is earliest. In terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company, he would hold office upto the date of the ensuing General Meeting. The notice under Section 160 of the said Act has been received from a member proposing the name of Shri Deb Kalyan Mohanty, as a candidate for the office of Director of the Company.

Shri Deb Kalyan Mohanty, is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Save and except Shri Deb Kalyan Mohanty and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/ Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the Resolution set out at Item No.6 of the Notice.

Board considers it desirable that the Company should continue to avail itself of his services as a Director and recommends this Resolution for approval of the shareholders.

#### **Item No.7**

On nomination by the SAIL vide its letter CA-15(51)/19 Dated 27<sup>th</sup> August, 2019, Shri Vivek Gupta (DIN No. 8370793), Director (RM&L), SAIL was appointed as Additional Director of the Company with effect from 3<sup>rd</sup> September, 2019 subject to his re-appointment by the shareholders in the Annual General Meeting. His tenure as Director is till the date of his superannuation or until further orders, whichever is earliest. In terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company, he would hold office upto the date of the ensuing General Meeting. The notice under Section 160 of the said Act has been received from a member proposing the name of Shri Vivek Gupta, as a candidate for the office of Director of the Company.

Shri Vivek Gupta, is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Save and except Shri Vivek Gupta and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/ Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the Resolution set out at Item No.7 of the Notice.



Board considers it desirable that the Company should continue to avail itself of his services as a Director and recommends this Resolution for approval of the shareholders.

By order of the Board of Directors

A blue ink signature of Rajesh Kumar is written over a horizontal line.

(Rajesh Kumar)  
Company Secretary

New Delhi

Dated: 3<sup>rd</sup> September, 2019

Registered Office: 20<sup>th</sup> Flr, Scope Minar, Laxmi Nagar District Centre, Delhi – 1100092.

CIN: U10100DL2009PTC190448





**International Coal Ventures Pvt Limited**

**CIN: U10100DL2009PTC190448**

Registered Office: 20<sup>th</sup> Floor, Scope Minar (Core-2), Laxmi Nagar, New Delhi -92.

**Tel:** +91 11 24365701 **Fax:** +91 11 47340666

**E-mail:** [ceoicvl@gmail.com](mailto:ceoicvl@gmail.com)

**Website:** [www.icvl.in](http://www.icvl.in)

**ATTENDANCE SLIP**

**10<sup>th</sup> Annual General Meeting to be held on Thursday, 26<sup>th</sup> September, 2019 at 1100 hours**

NAME OF THE ATTENDING MEMBER (IN BLOCK LETTERS)	
*Folio No.	
DP ID No.	
Client ID No.	
No. of Shares Held	
NAME OF PROXY (IN BLOCK LETTERS, TO BE FILLED IN IF THE PROXY ATTENDS INSTEAD OF THE MEMBER)	

I, hereby record my presence at the 10<sup>th</sup> Annual General Meeting of the Company to be held on \_\_\_\_\_ Day, \_\_\_\_\_ Date \_\_\_\_\_ Month, 2019 at 1<sup>st</sup> Floor, Ispat Bhawan, Lodi Road, New Delhi – 110003.

Member's/Proxy's Signature \_\_\_\_\_

**NOTE:**

1. Members in person/Proxy holders may please carry photo-ID card for identification/verification purposes.
2. Shareholder(s) present in person or through registered proxy shall only be entertained.
3. No gifts will be distributed at the Annual General Meeting.



**International Coal Ventures Pvt Limited**

**CIN: U10100DL2009PTC190448**

Registered Office: 20<sup>th</sup> Floor, Scope Minar (Core-2), Laxmi Nagar, New Delhi -92.

**Tel: +91 11 24365701 Fax: +91 11 47340666**

**E-mail: [ceo.icvl@gmail.com](mailto:ceo.icvl@gmail.com)**

**Website: [www.icvl.in](http://www.icvl.in)**

**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s)	
Registered address	
Folio No./DP ID-Client ID	
Email ID	

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:....., or failing him

3. Name:.....

Address:

E-mail Id:

Signature:.....

as my/our proxy and to vote (on a poll) for me/us and on or my/our behalf at the 10<sup>th</sup> Annual General Meeting of the Company to be held on \_\_\_\_\_ Date \_\_\_\_\_ Month, 2019 at \_\_\_\_\_ hours and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolutions
	<b>Ordinary Business</b>
1.	To receive, consider and adopt the audited financial statements of the Company for the Financial Year ended 31st March, 2019 together with Directors' and Auditors' Reports thereon
2.	To fix the remuneration of the Auditors of the Company appointed by the Comptroller & Auditor General of India for the Financial Year 2019-2020.
	<b>Special Business</b>
3.	To appoint Shri Anil Kumar Chaudhary Chairman, SAIL as Director of the Company
4.	To appoint Shri Harinand Rai, Director (Technical), SAIL as Director of the Company
5.	To appoint Shri Amitava Mukherjee, Director (Finance), NMDC as Director of the Company
6.	To appoint Shri Deb Kalyan Mohanty, Director (Commercial), RINL as Director of the Company
7.	To appoint Shri Vivek Gupta, Director (RM&L), SAIL as Director of the Company

Signed this .....day of .....2019

Signature of Member(s).....

Signature of proxy holder(s)

Affix  
Revenue  
Stamp of Re.1

**NOTE:**

This Proxy Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at 20<sup>th</sup> Floor, Scope Minar (Core-2), Laxmi Nagar District Centre, Delhi-110092 not less than 48 hours before the commencement of the Annual General Meeting.