



LEO ISPAT LIMITED

CIN: U27300DL1993PLC052874

Registered Office at: Y-126, Ground Floor, Loha Mandi, Naraina, New Delhi-110028

W: www.leoispat.com

Ph. No. 011-45642998

E: info@leoispat.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF M/S LEO ISPAT LIMITED WILL BE HELD ON 9TH DAY OF FEBRUARY, 2015 AT THE REGISTERED OFFICE AT Y-126, GROUND FLOOR, LOHA MANDI, NARAINA, DELHI-110028 AT SHORT NOTICE WITH THE CONSENT OF MEMBERS OF THE COMPANY

TO TRANSACT THE FOLLOWING BUSINESS AS SPECIAL BUSINESS:

1. **APPOINTMENT OF MR. VED PRAKASH JAIN AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

“RESOLVED that pursuant to the provisions of sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Ved Prakash Jain (DIN: 07089536), in respect whom the company has received a notice in writing from a member proposing his candidature for the office of director and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as a Non Executive Independent Director on the board of Directors of the Company to hold office for a term up to Five consecutive years effective from February 9, 2015 up to February 8, 2020.”

2. **APPOINTMENT OF MR. NIKHIL GUPTA AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

“RESOLVED that pursuant to the provisions of sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Nikhil Gupta (DIN: 07089549), in respect whom the company has received a notice in writing from a member proposing his candidature for the office of director and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as a Non Executive Independent Director on the board of Directors of the

Company to hold office for a term up to Five consecutive years effective from February 9, 2015 up to February 8, 2020.”

For and on behalf of the Board of Directors of

LEO ISPAT LIMITED

DEVI DAYAL GARG
DIRECTOR
DIN: 00136460

NOTES

1. (A).A member entitled to attend and vote, at the meeting is entitled to appoint a proxy to attend and vote in his/her place and the proxy needs not be a member of the company.

(B) Proxies in order to be effective must be received at the registered office of the company, not less than 48 hours before the general meeting.

2. Explanatory Statement: Explanatory Statement as required under sec 102(1) of the Companies Act 2013, in respect of special Business is enclosed herewith:



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Explanatory Statement (Pursuant to section 102 of the Companies Act, 2013)

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 1 and 2 of the accompanying Notice:

Item no. 1 and 2

The Companies Act, 2013 and the rules made thereunder (“the Act”), which became effective from 1st April, 2014, have brought sea changes in the laws relating to Independent Directors (“INEDs”) encompassing their appointment, tenure of such appointment, role and responsibilities, retirement, etc. In terms of provisions of Section 149(10) of the Act, an INED shall hold office for a term upto five (5) consecutive years and as per Schedule IV of the Act, the appointment of INEDs shall be approved at the meeting of the shareholders. As per the provisions of Section 149(13) read with explanation to Section 152(6) of the Act, the period of office of INEDs will not be liable to determination by retirement of directors by rotation at the Annual General Meeting.

Mr. Ved Prakash Jain and Mr. Nikhil Gupta, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these persons fulfil the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these persons as Independent Directors is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

For and on behalf of the Board of Directors of

LEO ISPAT LIMITED

DEVI DAYAL GARG
DIRECTOR
DIN: 00136460