



NOTICE

Notice is hereby given that 24th Annual General Meeting of Nova Iron and Steel Limited will be held on Wednesday the 28th day of September, 2016 at 11.00 A.M. at its Regd. Office at Village Dagori, Tehsil Belha, District Bilaspur, Chhattisgarh to transact the following Business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March 2016 i.e. Audited Balance Sheet as at 31st March, 2016 and the Statement of Profit & Loss and Cash Flow Statement for the year as on that date together with Auditors' Report and Board's Report thereon, and the Audited Consolidated Financial Statement of the Company for the year ended 31st March 2016 and Auditor's Reports thereon.
2. To appoint a Director in place of Mr. Aniket Singal, (DIN 03478511), who retires by rotation and being eligible, has offered himself for re-appointment.
3. To consider ratification of appointment of Auditors and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"Resolved that pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the Company hereby ratify the appointment of M/s Antima & Goel, Chartered Accountants, New Delhi (Registration No. 009062N) who were appointed Auditors of the Company for a period of three years in 22nd AGM held on 27.09.2014 to hold office till the conclusion of the 25th Annual General Meeting of the Company to be held in year 2017, at such remuneration as may be decided mutually, in consultation with the Auditors by the Chairman of the Company."

SPECIAL BUSINESS

4. To consider approval of related party transactions and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution

"Resolved that pursuant to Regulation 23 of SEBI (LODR) Regulations, 2015 and applicable provisions of Companies Act, 2013 (Act) omnibus approval of the Company be and is hereby accorded to the Board of Directors, entered/entering into contracts / arrangements / transactions with Related party as defined under Act and SEBI (LODR) Regulations, 2015 for contracts and arrangements on such terms and conditions mutually agreed upon between the Company and a related party, for an amount not exceeding in aggregate Rs. 700 crore (Rupees seven hundred crores only) for the financial year 2016-17 as detailed in statement annexed.

"Resolved further that the Board of Directors of the Company be and is hereby authorised to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transactions with the related party, finalise the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this Resolution in the best interest of the Company."

"Resolved further that all items taken by the Board in connection with any matter referred to or contemplated in the foregoing resolution are hereby approved, ratified and confirmed in all respects."

**By order of the Board
For Nova Iron and Steel Limited**

**Place: New Delhi
Date: 12.08.2016**

**Dheeraj Kumar
Company Secretary**



NOTES FOR MEMBERS ATTENTION:

1. A member entitled to attend and vote at the meeting is entitled to appoint Proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten (10) percent of the total share capital of the Company. The proxy, in order to be effective, must be deposited with the Company at its Registered Office duly completed and signed, not less than 48 hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
2. Members are informed that as per SEBI directive the Company has entered into an agreement with M/s Skyline Financial Services Pvt. Ltd, to act as Share Transfer Agents of the Company for all matters connected with Transfers and Transmission of shares and also dematerialization of Shares and other related functions etc.
3. Any correspondence relating to shares can be made to the company's registrar at:
M/s Skyline Financial Services Private Limited,
D-153A, 1st Floor, Okhla Industrial Area,
Phase-I, New Delhi-110020,
Ph. Nos. 011-30857575 (10 Lines), Fax-011-30857562,
Email: rta.nova.rg@gmail.com
4. In case of joint holders of shares attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
5. The Register of Members and the Share Transfer Books shall remain closed from 12th September 2016 to 20th September 2016 (both days inclusive).
6. Members seeking information about the accounts are requested to write at least 10 days before the date of the meeting to the Company so that it may be convenient to keep the information ready for the meeting.
7. All the documents referred to accompanying Notice are open for inspection at the registered office of the Company on all working days except Sunday between 11.00 AM to 1.00 PM upto the date of Annual General Meeting.
8. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for easy identification of attendance at the meeting.
9. Members are requested to bring their copy of Annual Report at the Meeting and proxies should bring attendance slips duly filled in for attending the Meeting.
10. Members are requested to notify immediately any change in their addresses quoting their folio numbers to Registrar and Transfer Agent of the Company.
11. Non Resident members are requested to inform immediately to RTA (a) change in residential status on reaching to India for permanent settlement (b) particulars of bank account maintained in India with complete name of bank, branch address, account type, account number, if not furnished earlier.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
13. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with M/s Skyline Financial Services Private Limited (RTA).

Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to M/s Skyline Financial Services Private Limited (RTA). Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.



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14. Notice of Annual General Meeting will be sent to those shareholders/beneficial owners whose name will appear in the register of the members/list of beneficiaries received from the depositories as on 19th day of August, 2016.
15. As per the requirement of Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the detail of Director proposed to be re-appointed, under the provisions of Companies Act, 2013 at the Annual General Meeting is given below:

Detail of Director to be re-appointed					
Name	Date of Birth	Expertise/Experience in Area	Qualification	Directorship in other Companies	Shareholding in the Company as on 31.03.2016
Mr. Aniket Singal	26.08.1992	Steel Sector Marketing and Administration	BBA from London	NII	NIL

16. Voting through electronic means
 - (i) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of the SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the 24th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL):

The instructions for shareholders voting electronically are as under:

- (ii) The voting period begins on 25.09.2016 at 10:00 AM and ends on 27.09.2016 at 5:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23.09.2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (iii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iv) The shareholders should log on to the e-voting website www.evotingindia.com.
- (v) Click on Shareholders.
- (vi) Now Enter your User ID
 - a. For CDSL: 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.
- (vii) Next enter the Image Verification as displayed and Click on Login.
- (viii) 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.
- (ix) If you are a first time user follow the steps given below:



For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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 8 digits of the sequence number in the PAN field. Sequence number is printed on address label.• In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field
Dividend Bank A/c Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank A/c Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none">• If both the details are NOT recorded with the depository or company please enter the member id / folio number in the Dividend Bank A/c details field as mentioned in instruction (v).

- (x) After entering these details appropriately, click on "SUBMIT" tab.
- (xi) Members holding shares in physical form will then directly reach 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.
- (xii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiii) Click on the EVSN for the relevant Nova Iron & Steel Limited on which you choose to vote.
- (xiv) 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.
- (xv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xvi) 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.
- (xvii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xviii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xix) 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.
- (xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The



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Compliance user would be able to link the account(s) for which they wish to vote on.

- 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.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e.23.09.2016 may follow the same instructions as mentioned above for e-Voting.
- (xxii) 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
17. A member can opt for only one mode of voting i.e. either through remote e-voting or at the meeting. If a member casts votes by both mode then voting done through remote e-voting shall prevail.
 18. The member who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.



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STATEMENT ANNEXED PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS

ITEM NO. 4

The Board of Directors on the recommendation and omnibus approval of Audit Committee approved the material transactions with related party under the applicable provisions of SEBI (LODR) Regulations, 2015 and Companies Act, 2013. The Company is inter alia, engaged in the business of manufacturing, marketing, trading, purchase and sale of Iron and Steel products. The Company in the ordinary course of its business, has/will purchase and sell machines, spare parts, raw material, product, goods services, take loan/advances etc., from M/s Bhushan Power & Steel Limited.

M/s Bhushan Power & Steel Limited is a 'Related Party' within the meaning of Section 2 (76) of the Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulations, 2015.

Transactions for Sale and purchase, transfer or receipt of products, goods, materials, services, other obligations such as loan/advances from and sale of products to Bhushan Power & Steel Limited are deemed to be 'material' in nature as defined in Regulation 23 of SEBI (LODR) Regulations, 2015 as they may exceed 10% of the annual turnover of the Company consequent on future business projections. Thus, in terms of explanation to Regulation 23(4) of the SEBI (LODR) Regulations 2015, these transactions require the approval of the Members by way of a Special Resolution.

Particulars	Information
Name of the Related Party	Bhushan Power & Steel Limited
Name of Director(s) or Key Managerial Personnel who is related	Sanjay Singal
Nature of Relationship	Common director and holding more than 2% shares
Material terms of the Contracts / arrangements / transactions	Purchase, Sale, transfer or receipt of products, goods, materials or other obligations on arm's length basis
Monetary Value	a) Not-exceeding Rs. 150 Crore towards purchases of products, services, materials, services etc. b) Not exceeding Rs. 150 crore towards Sale of products c) Not exceeding Rs. 400 crore toward loan/advances.
Are the transactions in the ordinary course of business	Yes
Are the transactions on an arm's length basis	Yes
Whether the transactions would meet the arm's length standard in the opinion of the Company's Transfer Pricing Consultants	Yes
Whether the transactions have been approved by Audit Committee and the Board of Directors	Yes
Any other information relevant or important for the Members to make a decision on the proposed transactions	None

The particulars of the contracts / arrangements / transactions with related party are as under:

The annual value of the transactions proposed is estimated on the basis of the Company's current transactions and future business projections.

M/s Bhushan Power & Steel Limited is Promoter Company of Nova Iron and Steel Limited and has integrated steel plant in Odisha.

The Company purchases raw material, machinery, spare parts for 12 MW Power Plant and induction furnace and loan/advances for manufacture of products. Similarly, products manufactured by the Company are sold to M/s Bhushan Power & Steel Limited. The Board is of the opinion that the said transactions are in the best interest of the Company.

The Board, therefore, recommends the Special Resolution set out in Item No. 4 of the Notice for the approval of the Members in



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terms of Regulation 23 of SEBI (LODR) Regulation 2015 and provisions of Companies Act, 2013. Interested Directors do not have personal financial or other interest in such transactions.

None of the Directors and Key Managerial Personnels of the Company or their respective relatives, except Mr. Sanjay Singal, Mr. Aniket Singal (Director and relative) are concerned or interested financially or otherwise in the Resolution mentioned at Item No. 4 of the Notice.

**By order of the Board
For Nova Iron and Steel Ltd.**

**Place: New Delhi
Date 12.08.2016**

**Dheeraj Kumar
Company Secretary**



NOVA IRON AND STEEL LIMITED

Registered Office: Village-Dagori, Tehsil-Belha District-Bilaspur (Chhattisgarh)

Email: rai_nisl2007@yahoo.com, website: www.novaironsteel.com

(CIN: L02710CT1989PLC010052) Phone: 07752-285206, Fax 07752-285213

ATTENDANCE SLIP

1. Full Name of Shareholder / Proxy
2. Registered Folio No No of Shares
3. Client ID..... DP ID.....
4. If, Proxy, Full Name of Shareholder

I hereby record my presence at the 24th Annual General Meeting of the Company held at **Village Dagori, Tehsil-Belha, Distt. Bilaspur (Chhattisgarh) PIN- 495224** on Wednesday, the 28th day of September, 2016 at 11.00 a.m.

(Signature of Shareholder / Proxy)

Name of Member/Proxy

Note:

Please complete the Folio. DP ID-Client ID No. and name, sign the Attendance Slip and hand it over at the Attendance Verification counter at the entrance of the Meeting Hall.



MGT-11

NOVA IRON AND STEEL LIMITED

Registered Office: Village-Dagori, Tehsil-Belha District-Bilaspur (Chhattisgarh)
Email: rai_nisl2007@yahoo.com, website: www.novaironsteel.com
(CIN: L02710CT1989PLC010052) Phone: 07752-285206, Fax 07752-285213

Proxy Form

Name of the Member (s):.....
Registered Address:
Email id:
Folio No./Client Id:.....
DP 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 :
or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the company, to be held on Wednesday, the 28th day of September 2016 at 11.00 a.m. at Village-Dagori, Tehsil-Belha, District-Bilaspur (Chhattisgarh) and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Resolutions
Ordinary Business	
1.	Adoption of Financial Statement of the Company for the year ended 31st March, 2016 i.e. Audited Balance Sheet, Statement of Profit and Loss and Cash Flow statement for the year as on that date together with Auditors' Report and Board's Report thereon and the Audited Consolidated Financial Statement of the Company for the year ended 31st March 2016 and Auditor's Reports thereon.
2	To appoint a Director in place of Mr. Aniket Singal (DIN 03478511), who retires by rotation and being eligible has offered himself for re-appointment.
3	To ratify the appointment of Auditors and fix their remuneration
Special Business	
4.	Approval of Related Party Transactions

Signed this day of 2016

Signature of shareholder

Signature of Proxy holder(s)

Affix
Rs. 1/=
Revenue
Stamp

Note:

- 1. 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.
- 2. For the resolution, explanatory statement and notes please refer to the Notice of 24th Annual General Meeting.
- 3. Please complete all details including details of member(s) in above box before submission.

ROUTE MAP TO THE VENUE OF THE 24TH ANNUAL GENERAL MEETING OF NOVA IRON AND STEEL LIMITED

Venue:

Nova Iron & Steel Ltd.
Regd. Office: Village Dagori,
Tehsil Belha, Distt-Bilaspur
Chhattisgarh- 495224

