



**NOVA IRON AND STEEL LIMITED**

Registered Office: Village-Dagori, Tehsil-Belha, District-Bilaspur (Chhattisgarh)-495224

Email: rai\_nisl2007@yahoo.com, website: www.novaironsteel.com

(CIN: L02710CT1989PLC010052) Phone:011-30451000, Fax:011-23712737

**NOTICE**

Notice is hereby given that 23rd Annual General Meeting of Nova Iron and Steel Limited will be held on Tuesday, the 29th day of September, 2015 at 2.30 P.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 2015 i.e. Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit & Loss and Cash Flow Statement for the year as on that date together with Auditors' Report and Board' Report thereon.
2. To appoint a Director in place of Mr. Sanjay Singal, (DIN 00006579), who retires by rotation and being eligible, has offered himself for re-appointment.
3. To Consider and Ratify Re-Appointment of retiring Auditors and to fix their remuneration 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 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 re-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 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 appoint Mrs. Sumiran Aggarwal(Women) (DIN 07147212) as an Independent Director 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 Mrs. Sumiran Aggarwal (DIN 07147212), (Women), who was appointed as an Additional Director on the Board of Directors of the Company in terms of Section 161(1) of the Companies Act, 2013 ('the Act') and whose term of office expires at the ensuing Annual General Meeting be and is hereby appointed, in accordance with Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the corresponding Rules framed thereunder, as an Independent Director to hold office for a term of 5 (Five) years and shall not be liable for retirement by rotation."

5. To consider revision of period of appointment of Mr. H.C. Verma, Whole Time Director (DIN 00007681) of the Company, to consider and if thought fit, to pass with or without modifications(s), the following Resolution as a Special Resolution:

"Resolved that in partial modification of the resolution passed by the members on 27.09.2014 for the appointment of Mr. H.C. Verma as the Whole Time Director of the Company and in compliance of Section II of Part II of Schedule V of the Companies Act, 2013, as amended from time to time, the period of appointment of Mr. H.C. Verma be and is reduced from existing five year to three years from the date of appointment i.e. till 29.05.2017. All other terms & conditions of appointment as Whole Time Director will remain unchanged."

Resolved further that the Board of Directors be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

6. Approval of related party transaction, to consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

"Resolved that pursuant to Clause 49 (VII) of Listing Agreement and applicable provision 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 Clause 49 VII of the Listing Agreement for contracts and arrangements on such terms and conditions mutually agreed between the Company and a related party for an amount not



## NOVA IRON AND STEEL LTD.

exceeding in aggregate Rs. 725 crore (Rupees Seven hundred twenty five crore only) for the financial year 2015-2016.

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."

By order of the Board  
For Nova Iron and Steel Limited

Place: New Delhi  
Date: 12.08.2015

(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, viren@skylinerta.com
4. In case of joint holders of shares attending the meeting, only such joint holders who is 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 19th September 2015 to 25th September 2015 (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 corporate 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 relating 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 the Depository.  
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. 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 21st day of August, 2015.
15. As per the requirement of Clause 49 of the Listing Agreement with Stock Exchanges, the details of Directors proposed to be re-appointed and appointed under provision of Companies Act, 2013 at the Annual General Meeting is annexed hereto.

Particular	Name of Directors to be re-appointed					
Name	Date of Birth	Expertise/ Experience in Area	Qualification	Directorship in other Companies	Shareholding in the Company as on 31.03.2015	Name of the Committees of the Companies of which he/she holds Membership
Mr. Sanjay Singal	19.06.1960	Steel Sector-Project Implementation, Planning and Policy Making	Graduation	Bhushan Power & Steel Limited Essenn Investments Private Limited Atmaram House Investment Private Limited Rohne Coal Company Private Limited Skap Electronics Private Limited Avantika Real Estate Private Limited	NIL	Nil
Mrs. Sumiran Aggarwal	08.08.1988	Teaching	MBA Finance	Nil	NIL	Nil

### 16. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the 23rd Annual General Meeting (AGM) by remote E-Voting means and the business may be transacted through remote E-voting Services provided by Central Depository Services (India) Limited (CDSL):

#### The instructions for shareholders voting electronically are as under:

- The voting period begins on 26.09.2015 at 10:00 am and ends on 28.09.2015 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 remote E-Voting 25.09.2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- Click on Shareholders.
- Now Enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- 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"> <li>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.</li> <li>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</li> </ul>
Dividend Bank Details  OR Date of Birth (DOB)	Enter the Dividend Bank 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. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>



- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (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 relevant Nova Iron and Steel 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.
- (xiv) 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.
- (xix) 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](http://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](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The 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](mailto: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.
- (xx) 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. 25.09.2015 may follow the same instructions as mentioned above for e-Voting.
- (xxi) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
17. The facility for voting through ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
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.



## NOVA IRON AND STEEL LTD.

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

### ITEM NO. 4

The Board of Directors on the recommendation of the Nomination and Remuneration Committee, appointed Mrs. Sumiran Aggarwal (woman) as an Additional Director on 02nd April, 2015 under section Section 161(1) of the Companies Act, 2013. She is an Independent Director in terms of Section 149 of the Companies Act, 2013 and has given declaration of independence under section 149(6) of the Act. In terms of the provisions of Section 161(1) of the Companies Act, 2013, Mrs. Sumiran Aggarwal will hold office till the date of ensuing Annual General Meeting.

The Company has received a Notice from a shareholder in writing under the provisions of section 160 of the Companies Act, 2013, along with requisite deposit proposing the candidature of Mrs. Sumiran Aggarwal for the office of Director. Mrs. Sumiran Aggarwal fulfils the conditions specified in the Act and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management. Mrs. Sumiran Aggarwal, being eligible has offered herself for appointment as a Director., Board recommend appointment of Mrs. Sumiran Aggarwal as an Independent Director for a term of 5 (Five) years. Copy of the draft letter for appointment of Mrs. Sumiran Aggarwal as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day till the date of AGM.

Except Mrs. Sumiran Aggarwal, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

### ITEM NO. 5

Shareholder in the meeting held on 27.09.2014, approved the appointment of Mr. H.C. Verma (DIN00007681) w.e.f 30.05.2014 as approved by the Board of Directors as Whole Time Director of the Company for five years. Company has incurred losses for the year ended 31.03.2015. As per the provision of section II of Part II of Schedule V of Companies Act, 2013 (Act) if any financial year company has no profits or its profits are inadequate, it may without Central Government approval, pay remuneration to the managerial person as per the Schedule V, Section II of Part II subject to compliance of prescribe conditions. One of the conditions is that the managerial personnel will be appointed for a period of three years. Based on the recommendation of Nomination and Remuneration Committee, Board of Directors recommend to revise the terms of appointment and reduce the existing period of five years to three years from the date of appointment i.e. till 29.05.2017. Shareholders are informed that all other terms and conditions relating to appointment of Mr H. C. Verma will remain unchanged.

Statement pursuant to Schedule V, Part (II) Section (II)(B)(iii):

Particulars	Detail		
I. General Information			
(1) Nature of Industry	Steel Industry ( Manufacturing of sponge iron)		
(2) Date or expected date of commencement of commercial production	01-10-1994		
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institution appearing in the prospectus	NA		
(4) Financial performance based on given indicators	Total revenue is Rs. 930.44 lacs and Company incurred loss of Rs. 199.24 lacs during the year.		
(5) foreign investments or collaborations, if any	No		
II. Information about the appointee			
(1) Background Details	Experience of about 35 years in steel sector, specialized field marketing both domestic and exports		
(2) Past remuneration	Salary & perks Rs.15 Lacs p.a.		
(3) Recognition or awards	Nil		
(4) Job profile and his suitability	Whole Time Director		
(5) Remuneration proposed	Salary & perks Rs.15 Lacs p.a.		
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Remuneration (in Rs lacs.)	Size of the Company (net worth) (in Rs lacs.)	Profile and position
	15.00	2858.50	Whole Time Director



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Particulars	Detail
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	No
<b>III. Other information</b>	
1) Reasons of loss or inadequate profits	Shut down of operation due to installation of 12 MW Waste Heat Recovery Base Power Plant and Induction Furnace. Also refer directors report under head operations and future outlook
2) Steps taken or proposed to be taken for improvement	The plant is expecting to start during the year
3) Expected increase in productivity and profits in measurable terms.	Its depend on start of operation

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. H.C. Verma, the resolution relates, are concerned or interested financially or otherwise in the Resolution mentioned at Item No. 5 of the Notice.

The Board recommends the resolution set forth in Item No. 5 for the approval of the Members.

### ITEM NO. 6

The Board of Directors on the recommendation and omnibus approval of Audit Committee approve the transaction with relate party under the applicable provisions of Listing Agreement and Companies Act, 2013. The Company is inter alia, engaged in the business of manufacturing, trading, purchase and sale of Iron and Steel products. The Company in the ordinary course of its business, purchase and sale of machines, spare parts, raw material, loan/advances etc., from M/s Bhushan Power & Steel Limited.

M/s Bhushan Power & Steel Limited is a 'Related Party' within the meaning Section 2 (76) of the Companies Act, 2013 and Clause 49 VII of the Listing Agreement.

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 Clause 49 VII of the Listing Agreement as they may exceed 10% of the annual turnover of the Company consequent on future business projections. Thus, in terms of explanation (ii) to Clause 49 VII (E) of the Listing Agreement, these transactions would require the approval of the Members by way of a Special Resolution.

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

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 morethan 2%
Material terms the Contracts / arrangements / transactions	Purchase, Sale, transfer or receipt of products, goods, materials or other obligations, loan/advances onarm's length basis
Monetary Value	a) Not-exceeding Rs. 250 Crore in each financial year towards purchases of products, materials, services etc. b) Not exceeding Rs. 125 crore in each financial year towards Sale of products c) Not exceeding Rs. 350 crore in each financial year toward Loan /advances (Its include aggregate transaction of Rs. 127 crore for the F.Y. 2014-15)
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 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 has integrated steel plant in Odisha.

The Company purchase raw material, machinery, spare parts for installation/commissioning of 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 interests of the Company.



## **NOVA IRON AND STEEL LTD.**

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The Board, therefore, recommends the Special Resolution set out in Item No. 6 of the Notice for the approval of the Members in terms of Clause 49VII(E) of the Listing Agreement . Interested directors do not have personal financial for other interest in such transaction.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Sanjay Singal, Mr. Aniket Singal(deemed relative) are concerned or interested financially or otherwise in the Resolution mentioned at Item No. 6 of the Notice.

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

Dheeraj Kumar  
Company Secretary

Place: New Delhi  
Date 12.08.2015







## NOVA IRON AND STEEL LTD.

### MGT-12

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

(CIN: L02710CT1989PLC010052)

### NOVA IRON AND STEEL LIMITED

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

Email: rai\_nisl2007@yahoo.com, website: www.novaironsteel.com Phone:011-30451000, Fax:011-23712737

### POSTAL BALLOT PAPER/POLLING PAPERZ

Sr. No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal Address	
3.	Registered folio No./*Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	

I/We hereby exercise my/our vote in respect of the Ordinary/Special resolutions enumerated below by recording my assent or dissent to the said resolution in the following manner:

No.	Item No.	No. of share held by me/we	I/we assent to the resolution	I/We dissent from the resolution
<b>Ordinary Business</b>				
1.	Adoption of Financial Statement of the Company for the year ended 31 <sup>st</sup> March, 2015 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.			
2.	To appoint a Director in place of Mr. Sanjay Singal (DIN 00006579), who retires by rotation and being eligible has offered himself for re-appointment.			
3.	To ratify the re-appointment of Auditors and fix their remuneration			
<b>Special Business</b>				
4.	Approval to appoint Mrs. Sumiran Aggarwal, Women as an Independent Director			
5.	Revision in terms of appointment of Mr. H.C. Verma, Whole Time Director			
6.	Approval of material related party transactions			

Place:

Date:

(Signature of the Shareholder)



**INSTRUCTIONS**

**1. GENERAL INFORMATION**

- a) There will be one Postal Ballot Form / e-voting for every Client ID No. / Folio No., irrespective of the number of joint holders.
- b) Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid.
- c) Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy.
- d) For the resolution, explanatory statement and notes please refer to the notice of 23rd Annual General Meeting.

**2. PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT**

- a) Members desiring to cast their vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the Scrutinizer, M/s. V.P. Chhabra & Associates, Practicing Company Secretaries, at Village-Dagor, Tehsil-Belha, Distt.-Bilaspur, Chhattisgarh 495224, in the enclosed postage prepaid self-addressed envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
- b) In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.
- c) In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorisation, with the specimen signature(s) of the authorised signatory (ies) duly attested.
- d) The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished to National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.
- e) Completed Postal Ballot Forms/duplicated Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours i.e at 5.00 p.m. on ,28.09.2015. Postal Ballot Forms received after this date will be considered invalid.
- f) Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- g) A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to the Company's Registrars- Skyline financial services private limited, D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi - 110020 or to the e-mail ID viren@skylinerta.com, rta.nova.rg@gmail.com.
- h) Members are requested not to send any paper (other than the resolution/authority as mentioned under "Process for Members opting for voting by Postal Ballot" point 2c above) along with the Postal Ballot Form in the enclosed self addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.



**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:011-30451000, Fax:011-23712737**

**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 23rd Annual General Meeting of the Company held at **Village Dagori, Tehsil-Belha, Distt. Bilaspur (Chhattisgarh) PIN- 495224** on Tuesday, the 29th day of September, 2015 at 2.30 p.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.





# NOVA IRON AND STEEL LTD.

## MGT-11

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

(CIN: L02710CT1989PLC010052)

### NOVA IRON AND STEEL LIMITED

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

Email: rai\_nisl2007@yahoo.com, website: www.novaironsteel.com Phone:011-30451000, Fax:011-23712737

## 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 23rd Annual General Meeting of the company, to be held on Tuesday, the 29th day of September 2015 at 02.30 p.m. at Village-Dagori, Tehsil-Belha, District-Bilaspur (Chhattisgarh) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions in brief
<b>Ordinary Business</b>	
1.	Adoption of Financial Statement of the Company for the year ended 31 <sup>st</sup> March, 2015 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.
2.	To appoint a Director in place of Mr. Sanjay Singal (DIN 00006579), who retires by rotation and being eligible has offered himself for re-appointment.
3.	To ratify the appointment of Auditors and fix their remuneration
<b>Special Business</b>	
4.	Approval to appoint Mrs. Sumiran Aggarwal, Women as an Independent Director
5.	Revision in terms of appointment of Mr. H.C. Verma, Whole Time Director
6.	Approval of material related party transactions

Signed this..... day of..... 2015.

Signature of shareholder .....

Signature of Proxy holder(s) .....

Affix  
Revenue  
Stamp of  
Rs.1/- each

### 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 23rd Annual General Meeting.
3. Please complete all details including details of member(s) in above box before submission.