

V.P. CHHABRA & ASSOCIATES

PRACTISING COMPANY SECRETARIES

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Value Addition Through Compliance and Consultancy

Ref. No.

Dated.....

SCRUTINIZER'S REPORT

**(Pursuant to Section 108 of the Companies Act, 2013 and
Rule 20 of the Companies (Management and
Administration) Rules, 2014**

To

The Chairman of 23rd Annual General Meeting of the members of
M/s Nova Iron and Steel Limited (the Company) to be held on
29th day of September, 2015 at its Regd. Office at Village Dagori,
Tehsil Belha, District Bilaspur, Chhattisgarh-495224

Dear Sir

Sub : Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the physical ballot forms received from the shareholders who do not have access to e-voting.

I, V P Chhabra of M/s V P Chhabra & Associates, Practising Company Secretaries., had been appointed as the Scrutinizer by the Board of Directors of M/s **Nova Iron and Steel Limited**, ("the Company") pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 to conduct the electronic voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the resolutions contained in the Notice of



the 23rd Annual General Meeting (AGM) of the members of the Company, held on Tuesday, the 29th day of September, 2015 at Village Dagori -495224, Tehsil Belha, District Bilaspur, Chhattisgarh.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to resolutions contained in the Notice of the 23rd Annual General Meeting of the members of the Company. My responsibility as Scrutinizer is restricted to make a scrutinizer's report of votes cast "in favour" or "against" the resolutions stated above.

The Annual Report containing the notice dated 12th August, 2015, convening the 23rd Annual General Meeting of the Company along with statement setting out the material facts in respect of resolutions proposed to be passed under Section 102 of the Companies Act, 2013 was sent to shareholders on 28th August, 2015 through email and registered book post/courier.

The Company has availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-voting by the Shareholders of the Company. The Company has also provided voting by physical ballot papers to the members who do not have access to e-voting facility.

Further to the above, I submit my report as under :

1. The e-voting period remained open from Saturday, 26th September, 2015 (10.00 a.m.) to Monday, 28th September, 2015 (05.00 p.m.).
2. The members of the Company as on "cut-off" date i.e. Wednesday, 23rd September, 2015 were entitled to vote on the resolutions in the Notice of the Annual General Meeting.
3. The votes cast were unblocked on Thursday, 1st October, 2015 in the presence of two witnesses, Miss Disha Sharma and Mr Anuj Agnihotri who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence :



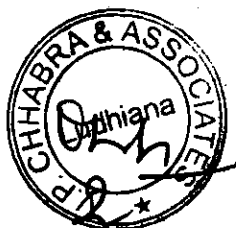
Signature

Name 1 : Disha Sharma



Signature

Name 2 : Anuj Agnihotri



4. Thereafter, I have also generated complete records of votes cast by electronic mode from Central Depository Services (India) Limited, the agency appointed for providing and supervising electronic platform : helpdesk.evoting@cdslIndia.com on 1st October,2015 which was closed for voting by Central Depository Services (India) Limited on 28th September,2015 at 05.00 p.m. and the ballot forms received respectively.
5. I now submit my Report as under on the results of the voting through electronic means and physical mode in respect of the said Resolutions.

Item No. 1 : Adoption of the Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit & Loss Account for the year ended on that date and the Reports of the Board and Auditors

(i) Voted in favour of the resolution

No. of members voted through electronic voting system and through physical mode	No. of votes cast by them (shares)	% of total No. of valid votes cast
4	120	100

(ii) Voted against the resolution :

No. of members voted through electronic voting system and through physical mode	No. of votes cast by them (shares)	% of total No. of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast (shares)
3	72



Item No. 2 : Appointment of a Director in place of Mr. Sanjay Singal (DIN :00006579) who retires by rotation and being eligible, has offered himself for re-appointment

(i) Voted in favour of the resolution

No. of members voted through electronic voting system and through physical mode	No. of votes cast by them (shares)	% of total No. of valid votes cast
4	120	100

(ii) Voted against the resolution :

No. of members voted through electronic voting system and through physical mode	No. of votes cast by them (shares)	% of total No. of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast (shares)
3	72

Item No. 3 : Ratify the re-appointment of Auditors and to fix their remuneration

(i) Voted in favour of the resolution

No. of members voted through electronic voting system and through physical mode	No. of votes cast by them (shares)	% of total No. of valid votes cast
4	120	100



(ii) Voted against the resolution :

No. of members voted through electronic voting system and through physical mode	No. of votes cast by them (shares)	% of total No. of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast (shares)
3	72

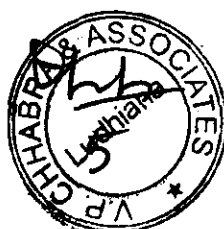
Item No. 4 : Appointment of Mrs Sumiran Aggarwal (DIN No.07147212) as an Independent Director

(i) Voted in favour of the resolution

No. of members voted through electronic voting system and through physical mode	No. of votes cast by them (shares)	% of total No. of valid votes cast
4	120	100

(ii) Voted against the resolution :

No. of members voted through electronic voting system and through physical mode	No. of votes cast by them (shares)	% of total No. of valid votes cast
Nil	Nil	Nil



(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast (shares)
3	72

Item No. 5 : Change in terms of appointment of Sh. Hardev Chand Verma (DIN No.00007681) as Whole Time Director

(i) Voted in favour of the resolution

No. of members voted through electronic voting system and through physical mode	No. of votes cast by them (shares)	% of total No. of valid votes cast
4	120	100

(ii) Voted against the resolution :

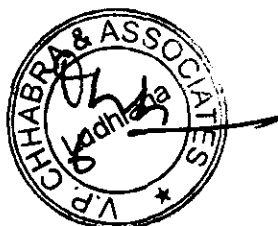
No. of members voted through electronic voting system and through physical mode	No. of votes cast by them (shares)	% of total No. of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast (shares)
3	72

Item No.6 : Approval of Related Party Transactions

(i) Voted in favour of the resolution



No. of members voted through electronic voting system and through physical mode	No. of votes cast by them (shares)	% of total No. of valid votes cast
4	120	100

(ii) Voted against the resolution :

No. of members voted through electronic voting system and through physical mode	No. of votes cast by them (shares)	% of total No. of valid votes cast
Nil	Nil	Nil

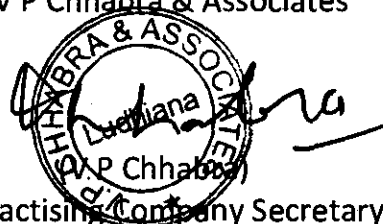
(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast (shares)
3	72

The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody till the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same shall be handed over to the Chairman or the Company Secretary for safe keeping.

Thanking you

Yours faithfully
For V P Chhabra & Associates



Practising Company Secretary
C P No.5916

Place : Chandigarh
Date : 1.10.2015