



NATIONAL STEEL AND AGRO INDUSTRIES LIMITED

CIN: L27100MH1985PLC140379

Regd. Office: 621, Tulsiani Chambers, Nariman Point, Mumbai - 400 021

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Website: www.nsail.com E-mail: investor_relations@nsail.com

NOTICE OF POSTAL BALLOT

Equity Shareholders are hereby informed that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 22 and other applicable provisions, if any, of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) the Company has on 18th April, 2016 completed the dispatch of the Postal Ballot Notice, along with the Postal Ballot Form (a) through e-mail to the Equity Shareholders whose e-mail IDs are registered with their Depository Participants or with the Company's Registrar and Share Transfer Agent (b) through physical mode, along with postage pre-paid self-addressed Business Reply Envelope to the other Equity Shareholders (whose e-mail IDs are not registered). The Company is seeking the approval of its Equity Shareholders by Postal Ballot, including voting by electronic means for the following matters:

Item No.	Description of the Resolution
1.	Increasing Authorised Share Capital of the Company and the consequent amendment in Capital clause of the Memorandum of Association of the Company.
2.	Issue of Equity Shares of the Company to Qualified Institutional Buyers ("QIBs") by way of Qualified Institutions Placement ("QIP Issue"), in terms of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
3.	Appointment of Mr. Nagalingam Goli as a Director of the Company.
4.	Appointment of Mr. Nagalingam Goli as a Managing Director of the Company.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing e-voting facility. The Equity Shareholders are requested to note that the voting, both through Postal Ballot and through electronic mode shall commence from Wednesday, 20th April, 2016 at 10.00 a.m. and shall end on Thursday, 19th May, 2016 at 5.00 p.m. The Equity Shareholders may cast their vote electronically through electronic voting system of CDSL, www.evotingindia.com

The Board of Directors of the Company has appointed Mr. Ashish Garg, Practicing Company Secretary, (Membership No.: FCS 5181 and CP No. 4423), as Scrutinizer for conducting the Postal Ballot voting process (including voting through electronic means) in a fair and transparent manner. The Equity Shareholders are requested to note that duly completed and signed Postal Ballot Forms should reach the Scrutinizer not later than 5:00 pm on Thursday, 19th May, 2016. Postal Ballot Forms received thereafter will be treated as if the same have not been received.

Any Equity Shareholder who does not receive the Postal Ballot Form may either send an e-mail to investor_relations@nsail.com mentioning their Folio/DP ID and Client ID No. or send/submit a request for the same by post at the address of Registrar & Share Transfer Agent of the Company, Sarthak Global Limited, 170/10, R N T Marg, Film Colony, Indore, Madhya Pradesh - 452001 and obtain a duplicate Postal Ballot Form.

Postal Ballot Notice is available on the website of the Company i.e. www.nsail.com and on the website of Central Depository Services (India) Limited i.e. www.evotingindia.com

The cut-off date for reckoning voting rights is 13th April, 2016. A person who is not a Equity Shareholder on cut-off date should treat this Notice for information purpose only.

For any query / grievance with respect to voting by Postal Ballot or by electronic means, Equity Shareholder are requested to contact Mr. Pinkesh Gupta, Sarthak Global Limited, 170/10, R N T Marg, Film Colony, Indore, Madhya Pradesh - 452001, Phone No.: +91 731 2523545 / 2526388, e-mail ID: investor_relations@nsail.com

For National Steel and Agro Industries Limited

Pankaj Gupta

Company Secretary

Membership No.: ACS 15649

Date: 18th April, 2016

Place: Indore (M. P.)