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**NOTICE**

NOTICE is hereby given that the **Twenty Ninth Annual General Meeting** of **NATIONAL STEEL AND AGRO INDUSTRIES LIMITED** will be held on Tuesday, 22<sup>nd</sup> day of September, 2015 at 12.00 Noon at M.C. Ghia Hall of Indian Textile Accessories & Machinery Manufacturers' Association, Bhogilal Hargovindas Building, 4<sup>th</sup> Floor, Kala Ghoda, 18/20, K. Dubash Marg, Mumbai - 400001 (MH.) to transact the following business:

**ORDINARY BUSINESS :**

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2015 including Audited Balance Sheet as at 31<sup>st</sup> March, 2015, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and the Reports of Board and Auditors thereon.
2. To declare a dividend on Redeemable Cumulative Preference Shares for the Financial Year ended 31<sup>st</sup> March, 2015.
3. To appoint a Director in place of Mr. P. Srikrishna (DIN: 00206392), who retires by rotation and being eligible, offers himself for reappointment.
4. To ratify appointment of Statutory Auditors to hold office from conclusion of this Meeting until the conclusion of Thirtieth Annual General Meeting and to fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**.

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment of M/s. Gupta Saharia & Co., Chartered Accountants (FRN No. 103446W), as Auditors of the Company for a term of five years i.e. till the conclusion of Thirty Third Annual General Meeting (AGM) approved by Shareholders of the Company in Twenty Eighth AGM, which was subject to ratification at every AGM, be and is hereby ratified to hold the office from the conclusion of this AGM till the conclusion of the Thirtieth AGM of the Company to be held in the year 2016, at such remuneration plus service tax as applicable and reimbursement of actual travel and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors."

**SPECIAL BUSINESS :**

5. To ratify and confirm payment of remuneration to M/s. M. Goyal & Co., Cost Accountants and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, approval of the Board of Directors of the Company for payment of remuneration of ₹ 55,000/- (Rupees Fifty Five Thousand



only) plus service tax as applicable and reimbursement of actual travel and out-of-pocket expenses for the Financial Year ending 31<sup>st</sup> March, 2016, to M/s. M. Goyal & Co., Cost Accountants, for conducting Audit of cost records of the Company, be and is hereby ratified and confirmed.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this resolution.”

6. To adopt new set of Articles of Association in place of existing one and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution** :

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force, the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** Mr. Santosh Shahra (DIN: 00305846) - Chairman, Mr. P Srikrishna (DIN : 00206392) - Managing Director and Mr. Pankaj Gupta - Company Secretary & Compliance Officer of the Company be and are hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this resolution.”

**National Steel and Agro Industries Ltd.**

By Order of the Board of Directors

**Regd. Off.** : 621, Tulsiani Chambers,

Nariman Point, Mumbai - 400 021

CIN No. : L27100MH1985PLC140379

Telephone : +91-022-22886267, 22025098

Fax : +91-022-22025084

Website : www.nsail.com

Email : nsail.indore@nsail.com

Place : Indore

Dated : 05.08.2015

**Pankaj Gupta**  
Company Secretary

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**NOTES**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, SHOULD BE COMPLETED, STAMPED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

**A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. A Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. The Register of Members and the Share Transfer Books of the Company shall remain closed from Wednesday, 16<sup>th</sup> September, 2015 to Tuesday, 22<sup>nd</sup> September, 2015 (both days inclusive).
6. Members holding shares in physical form are requested to intimate immediately to the Registrar & Share Transfer Agent of the Company, M/s. Sarthak Global Limited, 170/10, R.N.T. Marg, Film Colony, Indore – 452 001 (M. P.), quoting the Registered Folio Number details of change in Bank Account, Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address with Pin Code Number, if any.
- Members holding shares in electronic form are requested to intimate aforesaid changes, if any, to their respective Depository Participants only.
7. Members desirous of obtaining any specific information concerning the accounts and operations of the Company are requested to send their queries to the Company Secretary at least seven days prior to the meeting so that the required information can be made available at the meeting.
8. Members attending the meeting are requested to bring with them the Attendance Slip attached to the Annual Report duly filled in and signed and handover the same at the entrance of the meeting venue.
9. Voting through electronic means :

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 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”) is provided by Central Depository Services Limited (CDSL). The facility of voting, through ballot paper, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

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

- (i) The voting period begins on Saturday, 19<sup>th</sup> September, 2015 (9:00 a.m. IST) and ends on Monday, 21<sup>st</sup> September, 2015 (5:00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) i.e. 15<sup>th</sup> September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on “Shareholders” tab.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below :

	For Members holding shares in Demat Form and Physical Form
<b>Permanent Account Number (PAN)</b>	<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"> <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 sequence number printed on Attendance Slip.</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 RA 00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <p>If both the details are not recorded with the depository or the Company please enter the User ID / Folio Number in the Dividend Bank details field as mentioned in instruction (v).</p>

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- (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 NATIONAL STEEL AND AGRO INDUSTRIES 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 login 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 & 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) in 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 linked in the login 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.
- (xx). 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.
10. The Company has appointed Mr. Ashish Garg, Practicing Company Secretary (Membership No. FCS 5181/CP 4423), as the Scrutiniser to scrutinise the e-voting process (including poll at Annual General Meeting) in a fair and transparent manner.
  11. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting a consolidated Scrutiniser’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
  12. The results declared along with the Scrutiniser’s Report shall be placed on the Company’s website [www.nsail.com](http://www.nsail.com) and CDSL website and communicated to the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), where the shares of the Company are listed.
  13. Members, who have registered their E-mail addresses with the Company or their Depository Participant, are being sent the AGM Notice along with the Annual Report, Attendance Slip & Proxy Form by E-mail.
  14. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
  15. Members are requested to note that pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, brief particulars including shareholding of Mr. P. Srikrishna, Director proposed to be re-appointed are as under :

Name	:	Mr. P. Srikrishna
Age	:	64 years
Qualification	:	M. Tech

Expertise : Rich and vast hands-on experience of four decades in Steel Industry. He started his career in 1974 as an Engineer with Rourkela Steel Plant of Steel Authority of India Limited and worked there for 13 years at different positions. In 1987, he joined the Company as Chief Manager (Production) and at present holding a position of Executive Director of the Company.

Names of other companies in which he also holds the directorship and the membership of Committees of the Board : Nil

Shareholding in the Company : Nil

Relationship between directors inter-se : Not applicable

**National Steel and Agro Industries Ltd.**

By Order of the Board of Directors

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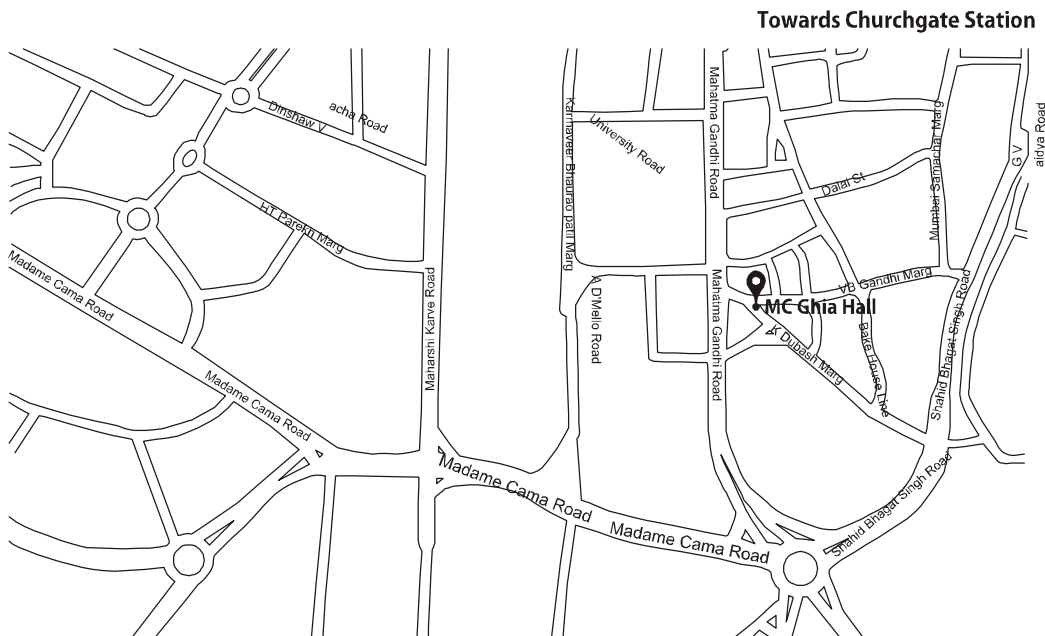
Place : Indore

Dated : 05.08.2015

**Pankaj Gupta**

Company Secretary

## Route Map to the Venue of the AGM



**ANNEXURE TO NOTICE**

Explanatory Statement as required by Section 102 of the Companies Act, 2013.

**Item No. 5**

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board of Directors (Board) shall appoint an Individual who is Cost Accountant in practice, or a firm of Cost Accountants in practice, as Cost Auditor on the recommendation of the Audit Committee, which shall also recommend remuneration for such auditor. The remuneration recommended by the Audit Committee shall be considered and approved by the Board and ratified by the Members.

On the recommendation of Audit Committee, the Board has considered and approved appointment of M/s. M. Goyal & Co., Cost Accountants (FRN 000051), Jaipur, for conducting of Cost Audit of the cost records maintained by the Company at a remuneration of ₹ 55,000/- (Rupees Fifty Five Thousand only) plus service tax as applicable and reimbursement of actual travel and out-of pocket expenses for the Financial Year ending 31<sup>st</sup> March, 2016.

Accordingly, consent of shareholders is sought for ratification of remuneration payable to Cost Auditor for the Financial Year ending 31<sup>st</sup> March, 2016.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above mentioned resolution.

The Board recommends passing of the resolution as an Ordinary Resolution.

**Item No. 6 :**

The existing Articles of Association ("AoA") of the Company are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013 (the Act). With the coming into force (largely) of the Act, several regulations of the existing AoA of the Company require alteration or deletions. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares.

The proposed new draft AoA is available on the Company's website for perusal by the shareholders.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above mentioned resolution.

The Board recommends passing of the resolution as a Special Resolution.

**National Steel and Agro Industries Ltd.**

By Order of the Board of Directors

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Email : nsail.indore@nsail.com

Place : Indore

Dated : 05.08.2015

**Pankaj Gupta**  
Company Secretary



**NATIONAL STEEL AND AGRO INDUSTRIES LIMITED**

Regd. Office: 621, Tulsiani Chamber, Nariman Point, Mumbai (Maharashtra) - 400021.

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Website: www.nsail.com, Email: nsail\_indore@nsail.com CIN No. L27100MH1985PLC140379

**FORM OF PROXY**

**Twenty Ninth Annual General Meeting**

**22<sup>nd</sup> September, 2015**

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

CIN : L27100MH1985PLC140379  
 Name of the Company : National Steel and Agro Industries Limited,  
 Registered Office : 621, Tulsiani Chambers, Nariman Point, Mumbai - 400 021

Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No / Client ID *	
DP. ID No *	

I/We being the member(s) of the Company holding ..... shares hereby appoint;

1.	Name :	E-mail ID :
	Address :	Signature :
or falling him		
2.	Name :	E-mail ID :
	Address :	Signature :
or falling him		
3.	Name :	E-mail ID :
	Address :	Signature :

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Ninth Annual General Meeting, to be held on 22<sup>nd</sup> September, 2015 at 12.00 Noon at M. C. Ghia Hall of Indian Textile Accessories & Machinery Manufacturers' Association, Bhogilal Hargovindas Building, 4<sup>th</sup> Floor, Kala Ghoda, 18/20, K. Dubash Marg, Mumbai – 400001 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Resolution No.	Resolution(s)	Vote (Optional see Note 2)	
		For	Against
<b>Ordinary Business</b>			
1.	Receive, consider and adopt the financial statements of the Company including the audited Balance Sheet, the Statement of Profit & Loss and Cash Flow Statement and the Directors' Report and Auditors' Report thereon.		
2.	Declaration of dividend on Redeemable Cumulative Preference Shares		
3.	Appointment of Mr. P. Srikrishna, who retires by rotation and offer himself for reappointment.		
4.	Ratification of appointment of Statutory Auditors and to fix their remuneration.		
<b>Special Business</b>			
5.	Ratification and confirmation for payment of remuneration to M/s. M. Goyal & Co., Cost Accountants.		
6.	Adoption of new set of Articles of Association in place of existing one.		

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

Affix Revenue Stamp
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Signature of Shareholder .....

Signature of Proxy .....

\* Applicable to Members holding shares in electronic form.

**Notes:**

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before commencement of the meeting.
2. It is optional to indicate your preference. If you leave the for/against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.

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**NATIONAL STEEL AND AGRO INDUSTRIES LIMITED**

Regd. Office: 621, Tulsiani Chamber, Nariman Point, Mumbai (Maharashtra) - 400021.

Telephone: +91-022-22886267, 22025098 Fax: +91-022-22025084,

Website: www.nsail.com, Email: nsail\_indore@nsail.com CIN No. L27100MH1985PLC140379

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**ATTENDANCE SLIP**  
**TWENTY NINTH ANNUAL GENERAL MEETING**  
**22<sup>nd</sup> September, 2015**

Name of Shareholder :

Address :

Registered Folio No./ :  
DP ID No./Client ID\*

No. of Shares held :

I certify that I am a registered member/proxy for the registered member of the Company.

I hereby record my attendance at the Twenty Ninth Annual General Meeting of the Company held on 22<sup>nd</sup> September, 2015 at 12:00 Noon at M.C. Ghia Hall of Indian Textile Accessories & Machinery Manufacturers' Association, Bhogilal Harsovindas Building, 4<sup>th</sup> Floor, Kala Ghoda, 18/20, K. Dubash Marg, Mumbai - 400001

.....

**(Member's/Proxy's Name in BLOCK letters)**

.....

**(Member's/Proxy's Signature)**

\* Applicable for Investors holding shares in Electronic form.

**Note :**

1. Shareholders attending the meeting in person or by proxy are requested to complete the Attendance Slip and hand it over at the entrance of the meeting venue.

**Sequence Number for E-voting**

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