



National Steel & Agro Industries Ltd.

NOTICE

NOTICE is hereby given that the Thirty First Annual General Meeting of the Equity Shareholders (Members) of NATIONAL STEEL AND AGRO INDUSTRIES LIMITED will be held on Thursday, 21st September, 2017 at 12.00 Noon at M.C. Ghia Hall of Indian Textile Accessories & Machinery Manufacturers' Association, Bhogilal Hargovindas Building, 4th Floor, Kala Ghoda, 18/20, K. Dubash Marg, Mumbai - 400001 (Maharashtra) to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2017 including Audited Balance Sheet as at 31st March, 2017, 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 appoint a Director in place of Mr. Nagalingam Goli (DIN: 03317130), who retires by rotation and being eligible, offers himself for reappointment.
3. To ratify appointment of Statutory Auditors to hold office from conclusion of this Meeting until the conclusion of Thirty Second 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 Gupta Saharia & Co., Chartered Accountants, Mumbai (FRN 103446W), as Statutory Auditors of the Company, for a term of five years i.e. till the conclusion of Thirty Third Annual General Meeting (AGM) approved by Members 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 Thirty Second AGM of the Company to be held in the year 2018, at such remuneration plus applicable tax 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 Statutory Auditors."

SPECIAL BUSINESS :

4. To ratify and confirm payment of remuneration to 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 ₹80,000/- (Rupees Eighty Thousand only) plus applicable tax and reimbursement of actual travel and out-of-pocket expenses for the financial year ending 31st March, 2018, to M. Goyal & Co., Cost Accountants, for conducting Audit of cost records of the Company, be and is hereby ratified and confirmed.



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5. Approval for issue of Equity Shares / warrants / non-convertible debt instruments along with warrants / any other convertible securities (other than warrants) 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 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 Sections 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") (including any statutory modifications or re-enactments thereof for the time being in force) and the applicable Rules made there under and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to and in accordance with the provisions of any other applicable laws, rules and regulations (including any amendments thereto or re-enactments thereof for the time being in force) in India or outside India, including without limitation, the provisions of the Foreign Exchange Management Act, 1999 as amended, and Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 as amended, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (the "SEBI ICDR Regulations"), the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations"), the listing agreements entered into with the respective stock exchanges where the shares of the Company are listed (the "Stock Exchanges"), and subject to such approvals, consents, permissions and sanctions of the Securities and Exchange Board of India ("SEBI"), Government of India ("GOI"), Reserve Bank of India ("RBI") and all other appropriate and/or concerned authorities, or bodies and subject to such conditions and modifications, as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions which may be agreed to by the Company, the approval of the Equity Shareholders of the Company be and is hereby accorded to create, offer, issue and allot in one or more tranches, to eligible investors whether Indian or Foreign, including Foreign Institutions, Foreign Portfolio Investors, Corporate Bodies, Mutual Funds, Banks, Insurance Companies, Pensions Funds or otherwise, whether shareholders of the Company or not, equity shares of the Company with a face value of ₹ 10/- (Rupees Ten only) each (hereinafter referred to as "Equity Shares") / warrants / non-convertible debt instruments along with warrants / any other convertible securities (other than warrants), which are convertible into or exchangeable with Equity Shares on such date as may be determined by the Board but not later than 60 months from the date of allotment (collectively referred as "QIP Securities"), by way of Qualified Institutions Placement ("QIP Issue"), to Qualified Institutional Buyers ("QIBs") in terms of Chapter VIII of the SEBI ICDR Regulations, through one or more placements, whether by way of private placement or otherwise so that the total amount raised through issue of the QIP Securities shall not exceed ₹ 60 Crores (Rupees Sixty Crores Only), as the Board may determine, where necessary in consultation with the lead manager(s) and / or underwriter(s) and / or financial and/ or legal advisors for such QIP Issue.



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RESOLVED FURTHER THAT, the allotment of QIP Securities under QIP Issue shall be completed within 12 months from the date of the approval of the Equity Shareholders of the Company or such other time as may be permitted under the SEBI ICDR Regulations from time to time, at a price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT, the Board be and is hereby also authorized at its sole discretion to offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations in respect of QIP Issue.

RESOLVED FURTHER THAT, the QIP Issue shall be structured in a manner such that the additional Equity Shares that may be issued shall not be more than 25 % of the fully diluted emerging outstanding paid-up equity share capital of the Company post the QIP Issue.

RESOLVED FURTHER THAT, the Company do apply for listing of the new Equity Shares as may be issued with Stock Exchange(s).

RESOLVED FURTHER THAT the relevant date for the determination of applicable price for Equity Shares or Convertible Securities shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares or Convertible Securities.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities as referred above or as may be necessary in accordance with the terms of the offering, all such shares shall rank pari passu with the then existing shares of the Company in all respects, as may be provided under the terms of the issue and in the offering documents.

RESOLVED FURTHER THAT such of these QIP Securities to be issued as are not subscribed may be disposed of by the Board to such person or persons and in such manner and on such terms as the Board may in its absolute discretion thinks fit in accordance with the provisions of law.

RESOLVED FURTHER THAT, the Company do apply to the National Securities Depository Limited and/or Central Depository Services (India) Limited for admission of the Equity Shares.

RESOLVED FURTHER THAT for the purpose aforesaid, the Board be and is hereby authorized to settle all questions, difficulties or doubts that may arise in regards to the issue, offer and allotment of QIP Securities and utilization of the issue proceeds including but without limitation to the creation of such mortgage/ hypothecation/ charge on the Company's assets under Section 180(1)(a) of the said Act in respect of the aforesaid QIP Securities either on pari passu basis or otherwise or in the borrowing of loans as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the Equity Shareholders or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT, for the purpose of giving effect to any offer, issue or allotment of QIP



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Securities the Board be and is hereby authorised on behalf of the Company to do all such act(s), deed(s), matter(s) and thing(s) as it may, in absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, for entering into arrangements for managing, underwriting, marketing, listing and trading, to issue placement documents and to sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such offer(s) or issue(s) or allotment(s) as it may, in its absolute discretion, deems fit.

RESOLVED FURTHER THAT, the Board be and is hereby authorised to delegate all or any of its powers herein conferred to Executive Committee of the Company or any one or more executives of the Company."

By Order of the Board of Directors

Place : Indore

Dated : 22nd May, 2017

Pankaj Gupta
Company Secretary
M. No. : FCS-9219



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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 Thursday, 14th September, 2017 to Thursday, 21st September, 2017 (both days inclusive).
6. Members holding shares in physical form are requested to intimate immediately to the Registrar & Share Transfer Agent of the Company, 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 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility for its Members to enable them to cast their votes on the resolutions electronically. For this



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purpose, the Company has signed an agreement with CDSL for facilitating remote e- voting. Kindly note that the Members can opt for only one mode of voting, i.e. either by physical or by e-voting. If you are opting for e-voting, then do not vote by physical and vice versa. In case Members cast their vote by both physical and e-voting, it may be noted that vote cast by them by e-voting shall prevail and votes cast through physical will be treated as invalid. Sarthak Global Limited ('Sarthak Global'), Registrar and Transfer Agents of the Company will be facilitating e-voting to enable the Members to cast their votes electronically.

The instructions for Members voting electronically are as under :

- (i) The voting period begins on Monday, 18th September, 2017 (10:00 a.m. IST) and ends on Wednesday, 20th September, 2017 (5:00 p.m. IST). During this period Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) i.e. Thursday, 14th September, 2017 may cast their vote electronically. The e- voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Members should log on to the e-voting website www.evotingindia.com.
- (iii) Click on "Shareholders" tab.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below :

	For Members holding shares in Demat Form and Physical Form
Permanent Account Number (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"> ◆ Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number printed on Attendance Slip in the PAN field. ◆ 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 Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> ◆ 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. ◆ 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 (iv).



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- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on Electronic Voting Sequence Number (EVSN) for "NATIONAL STEEL AND AGRO INDUSTRIES LIMITED". This will take you to the voting page.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a 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.
- (xviii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at meeting venue.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from Google Playstore. iPhone and Windows Phone users can download the app from the App store and Windows phone store respectively. Please follow the Instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non-Individual Members & Custodians:
 - ♦ Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.



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- ◆ 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 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 scrutiniser to verify the same.
- (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 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 submit 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 Managing Director or Company Secretary of the Company.
 12. The results declared along with the Scrutiniser’s Report shall be posted on the Company’s website i.e. www.nsail.com and on website of Central Depository Services (India) Limited (“CDSL”) i.e. www.cdslindia.com besides communicating to the Stock Exchanges 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. All relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company between 11.00 a.m. and 01.00 p.m. on all working days up to the date of the Meeting.



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ANNEXURE TO NOTICE

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

Item No. 4:

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 (the 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. Goyal & Co., Cost Accountants (FRN 000051), Jaipur, for conducting of Cost Audit of the cost records maintained by the Company at a remuneration of ₹ 80,000/- (Rupees Eighty Thousand only) plus applicable tax and reimbursement of actual travel and out-of pocket expenses for the financial year ending 31st March, 2018.

Accordingly, consent of Members is sought for ratification of remuneration payable to Cost Auditor for the financial year ending 31st March, 2018.

None of the Directors or Key Managerial Personnel(s) of the Company or their relative(s) is / are, in any way, concerned or interested financially or otherwise in the Ordinary Resolution set out at Item No. 4 of the Notice.

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

Item No. 5:

The Board of Directors is of the opinion that the Company requires additional funds to meet with the needs of growing business, in addition to the funds raised internally and through debt from banks and financial institutions. Therefore, it is thought prudent for the Company to have enabling approvals to raise a part of the funding requirements for the said purposes as well as for such other corporate purposes as may be permitted under applicable laws through the issue of Equity Shares / warrants / non-convertible debt instruments along with warrants / any other convertible securities (other than warrants), which are convertible into or exchangeable with equity shares on such date as may be determined by the Board but not later than 60 months from the date of allotment (collectively referred as "QIP Securities"), as defined in the regulation.

Section 62(1)(c) of the Act provides, inter-alia, that such further QIP Securities may be offered to any persons whether or not such persons are existing holders of Equity Shares of the Company as on the date of offer by way of a Special Resolution passed to that effect by the Company in General Meeting.

Further, under regulation 82 of the SEBI ICDR Regulations it is necessary to obtain approval of Shareholders through Special Resolution for issuing QIP Securities through QIP Issue. Accordingly, consent of the Shareholders is being sought, pursuant to the provisions of Section 62(1)(c) and other applicable provisions



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of the Act, the SEBI ICDR Regulations and the SEBI Listing Regulations and such other approvals as may be necessary to issue and allot Securities as stated in the Special Resolution.

The Equity Shares issued pursuant to the QIP Issue shall rank pari passu in all respects with the existing Equity Shares of the Company.

These QIP Securities will be allotted only to QIBs as per the SEBI ICDR Regulations and there will be no issue to retail individual investors and existing retail shareholders. The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the QIP Securities will be decided by the Board based on an analysis of the specific requirements after consulting all concerned. Therefore, the proposal seeks to confer upon the Board the absolute discretion to determine the terms of issue in consultation with the lead managers to the QIP Issue.

As per Chapter VIII of the SEBI ICDR Regulations, an issue of QIP Securities on QIP basis shall be made at a price not less than the average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange during the two weeks preceding the "relevant date". The Board may, at its absolute discretion, issue Equity Shares at a discount of not more than 5 percent or such other discount as may be permitted under applicable regulations to the 'floor price' as determined in terms of the SEBI ICDR Regulations, subject to Section 53 of the Companies Act, 2013. As the pricing of the offer cannot be decided except at a later stage, it is not possible to state the price of shares to be issued. However, the same would be in accordance with the provisions of the SEBI ICDR Regulations, the Companies Act, 2013, or any other guidelines/regulations/consents as may be applicable or required. The Stock Exchange for the pricing purpose is the BSE Limited/National Stock Exchange of India Limited.

The above mentioned Special Resolution has a validity period of 12 months before which allotments under the authority of said resolution should be completed.

The Special Resolution also seeks to give the Board the powers to issue QIP Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such QIBs as the Board in its absolute discretion deems fit. The detailed terms and conditions for the issue(s)/offering(s) will be determined by the Board or its committee in its sole discretion in consultation with the advisors, lead managers, underwriters and such other authority or authorities as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the SEBI Listing Regulations.

In connection with the proposed issue of QIP Securities, the Company is required, inter alia, to prepare various documentations and execute various agreements. Accordingly, it is proposed to authorize the Board/Committee of the Board (including certain officers of the Company) to negotiate, finalise and execute such documents and agreements as may be required and do all such act(s), deed(s) and thing(s) in this



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regard for and on behalf of the Company.

The Special Resolution, if passed, will have the effect of allowing the Board to offer, issue and allot QIP Securities to the QIBs, who may or may not be the existing shareholders of the Company.

The Board of Directors recommends the resolution for approval of Equity Shareholders of the Company at Item No. 5 as a Special Resolution.

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

By Order of the Board of Directors

Place : Indore

Dated : 22nd May, 2017

Pankaj Gupta

Company Secretary

M. No. : FCS-9219



National Steel & Agro Industries Ltd.

Route Map to the Venue of the AGM

M. C. Ghia Hall,
Bhogilal Hargovinda Building,
18/20, K. Dubhas Marg, Kalaghoda,
Fort, Mumbai - 400 001.





National Steel & Agro Industries Ltd.

NATIONAL STEEL AND AGRO INDUSTRIES LIMITED

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

Telephone: +91-22-22886267, 22025098 Fax: +91-22-22025084,

Website: www.nsail.com, Email: nsail_indore@nsail.com, CIN : L27100MH1985PLC140379

FORM OF PROXY

Thirty First Annual General Meeting

21st September, 2017

[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 (Maharashtra)

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 Thirty First Annual General Meeting, to be held on Thursday, 21st September, 2017 at 12:00 Noon at M. C. Ghia Hall of Indian Textile Accessories & Machinery Manufacturers' Association, Bhogilal Hargovindas Building, 4th Floor, Kala Ghoda, 18/20, K. Dubash Marg, Mumbai – 400001 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:



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Resolution No.	Resolution(s)	Vote (Optional See Note 2)	
		For	Against
Ordinary Business			
1.	Receive, consider and adopt the financial statements of the Company for the financial year ended 31 st March, 2017 including the audited Balance Sheet, the Statement of Profit & Loss and Cash Flow Statement and the Report of Board and Auditors thereon.		
2.	Appointment of Mr. Nagalingam Goli, who retires by rotation.		
3.	Ratification of appointment of Statutory Auditors and to fix their remuneration.		
Special Business			
4.	Ratification and confirmation for payment of remuneration to M. Goyal & Co., Cost Accountants.		
5.	Approval for issue of Equity Shares/Warrants/non-convertible debt instruments along with warrants/any other convertible securities (other than warrants) 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.		

Signed thisday of,2017.

Affix Revenue Stamp

Signature of Shareholder

Signature of Proxy/Holders

* 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.



National Steel & Agro Industries Ltd

Certified ISO 9001 : 2008

Certified ISO 14001 : 2004

If Undelivered Please Return to :

SARTHAK GLOBAL LIMITED

170/10, R.N.T. Marg, Film Colony,
Indore - 452 001 (M.P.)

Phone : (0731) - 2523545, 2526388

Fax : (0731) - 2526388

E-mail : sgl@sarthakglobal.com