



National Steel & Agro Industries Ltd

August 18, 2021

Ref. No.: NSAIL/SEC/2021-22

To,
Corporate Relationship Department,
BSE Limited
1st Floor, New Trading Ring,
Rotunda Building, P J Towers,
Dalal Street, Fort,
Mumbai- 400 001

To,
Listing Department,
National Stock Exchange of India Limited
Exchange Plaza', C-1, Block G,
Bandra - Kurla Complex,
Bandra (E)
Mumbai - 400 051

Sub: Notice of Annual General Meeting and Book Closure.

Dear Sir/ Madam,

Notice is hereby given that 35th Annual General Meeting (AGM) of the Company, will be held on Friday, September 10, 2021 at 12:30 P.M through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the businesses as set out in the Notice of AGM for which purposes the registered office of the company shall be deemed be as the venue for the Meeting.

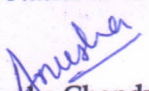
Further, pursuant to Regulation 42 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 the Register of Member & Share Transfer Book of the Company will remain closed from Saturday, September 4, 2021 to Friday, September 10, 2021 (both days inclusive) for the purpose of AGM.

Kindly take this information on record and acknowledge the same.

Thanking You,

Yours Faithfully,

For National Steel and Agro Industries Limited


Anusha Chandwani

Company Secretary

Membership No.: ACS 54877





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NOTICE

NOTICE is hereby given that the **Thirty Fifth Annual General Meeting** (AGM) of the Equity Shareholders (Members) of National Steel and Agro Industries Limited will be held on Friday, 10th September, 2021 at 12:30 p.m. (IST) through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM'), to transact the following businesses:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2021 including Audited Balance Sheet as at 31st March, 2021, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Manoj Khetan (DIN: 06395265), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS :

3. **Ratification of remuneration to M. Goyal & Co., Cost Auditors of the Company.**

To consider and if thought fit to pass with or without modification(s) 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 ₹ 1,30,000/- (Rupees One Lakh Thirty Thousand Only) plus applicable tax and reimbursement of actual travel and out-of-pocket expenses for the financial year ending 31st March, 2022, to M. Goyal & Co., Cost Auditors, for conducting Audit of cost records of the Company, be and is hereby ratified and confirmed;

RESOLVED FURTHER THAT the Board of Directors, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorised to do all such act(s), deed(s), matter(s) and thing(s) as may be considered necessary, desirable or expedient to give effect to this resolution."

4. **Appointment of Mr. Sumit Mittal (DIN: 07568153) as Non-Executive Independent Director of the Company.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI



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(Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sumit Mittal (DIN: 07568153), Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Non-Executive Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years with effect from 12th February, 2021 to 11th February, 2026;

RESOLVED FURTHER THAT the Board of Directors, Chief Financial Officer and Company Secretary of the Company, be and are hereby severally authorised to do all such act(s), deed(s), matter(s) and thing(s) as may be considered necessary, desirable or expedient to give effect to this resolution."

5. To consider the requests received from Promoters of the Company for reclassification of shareholding from 'Promoter & Promoter Group' Category to 'Public' Category and removal of names from 'Promoter & Promoter Group' Category.

To consider and if thought fit to pass with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('The Listing Regulations') and subject to the approval of BSE Limited, National Stock Exchange of India Limited and/or such other approval, if any, as may be required, the consent of the members be and is hereby accorded for reclassification of shareholding from 'Promoter & Promoter Group' Category to 'Public' Category and removal of name from 'Promoter & Promoter Group' Category as received from the below mentioned promoters of the Company:

S. No.	Name of the Promoter(s)	Date of receipt of request by the Company	Date of Intimation to the Stock Exchanges	No. of Shares held	(%)
1.	Ruchi Soya Industries Limited	November 18, 2020	November 19, 2020	8,83,500	1.99
2.	Nitesh Shahra	March 25, 2021	March 25, 2021	8,000	0.02
3.	Navneet Zalani	March 25, 2021	March 25, 2021	-	-
4.	Navneet Zalani HUF	March 25, 2021	March 25, 2021	-	-



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RESOLVED FURTHER THAT Board of Directors, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to sign applications, papers, documents etc. and to do all such act(s), deed(s), matter(s) and thing(s) as they may, in their absolute discretion, deem necessary or desirable and to settle any questions, difficulty or doubt that may arise in order to give effect to the above resolution for and on behalf of the Company."

By Order of the Board of Directors

Place : Indore

Date : 14th August, 2021

Anusha Chandwani

Company Secretary

M. No. : ACS-54977

National Steel and Agro Industries Limited

Reg. Off: 621, Tulsiani Chambers,

Nariman Point, Mumbai- 400021

CIN: L27100MH1985PLC140379

Telephone: +91-022-22882939/22025098

Website : www.nsail.com, **Email:** cs@nsail.com



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NOTES

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') vide its Circular Nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, read with Circular Nos. 20/2020 dated May 5, 2020 and 02/2021 dated January 13, 2021 (collectively referred to as '**MCA Circulars**') and the Securities and Exchange Board of India ('SEBI') vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/ CMD2/CIR/P/2021/ 11 dated January 15, 2021 (collectively referred to as '**SEBI Circulars**') have permitted the companies to hold their Annual General Meeting (AGM) through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM'), without the physical presence of the members at a common venue. In compliance with the provisions of the Act, SEBI Listing Regulations and MCA Circulars & SEBI Circulars, the 35thAGM of the Company is being held through VC/OAVM on 10thSeptember, 2021 at 12:30 P.M. (IST). The deemed venue for the 35th AGM shall be the Registered Office of the Company at 621, Tulsiani Chambers, Nariman Point, Mumbai (MH)-400021.
2. Pursuant to provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote at the meeting on his/her behalf and the proxy need not be a member of the company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA Circulars and SEBI Circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the Proxy Form, Route Map and Attendance Slip are not annexed to this notice.
3. Corporate Members are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution / Authorization, etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting at cs@nsail.com.
4. The Statement, pursuant to Section 102(1) of the Companies Act, 2013 setting out the material facts concerning the business with respect to Item Nos. 3 to 5 forms part of this Notice. Additional information, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and Secretarial Standard – 2 on General Meetings issued by The Institute of Company Secretaries of India, in respect of persons seeking appointment/ re-appointment as Director at the Annual General Meeting is furnished as an annexure to the Notice.
5. In accordance with the MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Annual Report 2020-21 are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the 35thAGM has been uploaded on the website of the Company at www.nsail.com and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited and the National



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Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the Notice of AGM is also available on the website of CDSL at www.evotingindia.com.

6. The Register of Members and the Share Transfer Books of the Company shall remain closed from Saturday, 4th September, 2021 to Friday 10th September, 2021 (both days inclusive).
7. The 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 – 452001 (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 a foresaid changes, if any, to their respective Depository Participants only.

8. **In terms of the Regulation 40 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, except in case of transmission or transposition, requests for effecting transfer of securities of listed companies shall not be processed unless the securities are held in dematerialised form with a Depository. In view of this and to eliminate all risks associated with physical shares, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or its RTA, Sarthak Global Limited for the same.**
9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
10. The Members can join the AGM in the VC/OAVM mode 15 minutes before and throughout the AGM following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
11. In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting.
12. The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the directors are interested, maintained under the Companies Act, 2013 will be available for inspection by the Members electronically during the 35th AGM. Members seeking to inspect such documents can send an email to cs@nsail.com



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13. **Nomination Facility:** As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website at www.nsail.com (under 'Investors' section). Members are requested to submit the said forms to their Depository Participants ("DPs") in case the shares are held by them in electronic form and to Sarthak Global Limited, RTA of the Company in case the shares are held by them in physical form, quoting their folios no(s).
14. Members are requested to note that dividend in respect of Financial Year 2017-18, if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). Further, the shares in respect of dividends which remain unclaimed for seven (7) consecutive years or more are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline.
15. Members desirous of obtaining any information concerning to the accounts and operations of the Company are requested to send their queries to the Company Secretary **at least seven days** before the date of the meeting so that the required information can be made available at the meeting.
16. **Investor Grievance Redressal:** The Company has designated an exclusive e-mail ID i.e. **investor_relations@nsail.com** to enable the investors to register their complaints / send correspondence, if any.
17. **Webcast:** Members who are entitled to participate in the AGM can view the proceedings of AGM by logging in the website of CDSL at www.evotingindia.com using the login credentials.
18. **INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:**
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- A. THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**
- (i) The voting period begins on Tuesday, 7th September, 2021 (9:00 a.m. IST) and ends



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on Thursday, 9th September, 2021 (5:00 p.m.) 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 Friday, 3rd September, 2021 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) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access E-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:



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Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/ NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



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Type of Shareholders	Login Method
	2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL



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Login Type	Helpdesk Details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call on toll free no.: 18001020990 and 1800224430.

(v) Login method for E-Voting and joining virtual meetings for Physical shareholders and share holders other than individual holding in Demat form.

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on "Shareholders" module.
3. 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

	For Physical Shareholders and other than individual Shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ♦ Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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. ♦ 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.



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- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant ‘National Steel and Agro Industries Limited’ on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) Facility for Non – Individual Shareholders and Custodians –For Remote Voting only:
 - ◆ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - ◆ 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.



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- ◆ 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.
- ◆ Alternatively Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@nsail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

B. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- (i) The procedure for attending meeting & E-Voting on the day of the AGM is same as the instructions mentioned above for E-voting.
- (ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for E-Voting.
- (iii) Shareholders who have voted through Remote E-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- (iv) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (v) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (vi) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (vii) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast seven (7) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@nsail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advanceseven (7) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@nsail.com. These queries will be replied to by the company suitably by email.



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- (viii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- (ix) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- (x) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

C. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. **For Physical shareholders-** Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. **For Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. **For Individual Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while E-Voting& joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

19. The Company has appointed Mr. Ashish Garg, Practicing Company Secretary (Membership No.FCS 5181/CP 4423), as the Scrutinizer to scrutinize the e-voting process (including the e-voting system at Annual General Meeting) in a fair and transparent manner.
20. The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock and count the votes cast during the AGM, and votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or Executive Director or the Company Secretary of the Company.
21. 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.



National Steel & Agro Industries Ltd.

ANNEXURE TO NOTICE

Explanatory Statement pursuant to SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and as required by Section 102 of the Companies Act, 2013.

Item No. 3:

In pursuant to 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 a Cost Accountant, 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 (FRN000051), Jaipur, for conducting Cost Audit of the cost records maintained by the Company at a remuneration of ₹ 1,30,000/- (₹ One Lakh Thousand Only) plus applicable tax and reimbursement of actual travel and out-of pocket expenses for the financial year ending 31st March, 2022. Accordingly, consent of Members is sought for ratification of remuneration payable to Cost Auditor for the Financial Year ending 31st March, 2022.

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. 3 of the Notice.

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

Item No. 4:

On the recommendation of Nomination and Remuneration Committee, the Board of Directors has appointed Mr. Sumit Mittal (DIN: 07568153) as an Additional Director in Independent Category w.e.f 12th February, 2021.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the Act) and Articles of Association of the Company, any person appointed as an Additional Director of the Company can hold office only upto the date of ensuing Annual General Meeting. Since, Mr. Sumit Mittal (DIN: 07568153) was appointed as an Additional Director, his term of office would expire at ensuing Annual General Meeting.

The Company has received declaration from Mr. Sumit Mittal that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 read with Regulation 16 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015. The Company has also received a Notice from Mr. Sumit Mittal in writing as prescribed under Section 160 of the Act, proposing his candidature for the office of Independent Director, not liable to retire by rotation, under Section 149 of the Companies Act, 2013.

In the opinion of the Board, he fulfills the conditions for appointment as Independent Director, as specified in the Companies Act, 2013. A copy of the draft letter of appointment setting out the terms and conditions of appointment of Independent Director is available for inspection through electronic mode, basis the request being sent on cs@nsail.com

Further, brief profile of Mr. Sumit Mittal is as annexure to this notice.



National Steel & Agro Industries Ltd.

The Board recommends the resolution for approval of Equity Shareholders of the Company at Item No. 4 as an Ordinary Resolution.

Except Mr. Sumit Mittal and his relatives, none of the Directors or Key Managerial Personnel of the Company or their respective relative(s) is / are in any way concerned or interested, in passing of the resolution set out at Item No. 4 of the Notice.

Item No. 5:

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') provides a mechanism regarding re-classification from "Promoter & Promoter Group" category to "Public" category.

In terms of the said Regulation, the Company has received requests for reclassification of shareholding from 'Promoter & Promoter Group' Category to 'Public' Category and removal of names from 'Promoter & Promoter Group' Category from the following Promoter/Promoter Group of the Company:

S. No.	Name of the Promoter(s) Company	Date of receipt of request by the Exchanges	Date of Intimation to the Stock	No. of Shares held	(%)
1.	Ruchi Soya Industries Limited	November 18, 2020	November 19, 2020	8,83,500	1.99
2.	Nitesh Shahra	March 25, 2021	March 25, 2021	8,000	0.02
3.	Navneet Zalani	March 25, 2021	March 25, 2021	---	---
4.	Navneet Zalani (HUF)	March 25, 2021	March 25, 2021	---	---

On the basis of the requests received by the Company and pursuant to the provisions of Regulation 31A(3)(b) of the Listing Regulations, the aforesaid promoters have confirmed that:

- (i) they do not hold more than ten percent of the total voting rights in the Company;
- (ii) they do not exercise control over the affairs of the Company whether directly or indirectly;
- (iii) they do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- (iv) they do not represent on the Board of Directors (including not having a nominee director) of the Company;
- (v) they are not acting as a Key Managerial Person in the Company;
- (vi) they are not 'wilful defaulter' as per the Reserve Bank of India Guidelines;
- (vii) they are not a fugitive economic offender.



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Further, the aforesaid Promoters/Promoter Group have also confirmed to abide by the conditions specified under Regulation 31A (4) of the Listing Regulations post such re-classification of shareholding/removal of name from “Promoter & Promoter Group Category” to “Public Shareholder Category”.

The said requests for re-classification were considered and analyzed by the Board of Directors at its meeting held on June 11, 2021, which require approval of the Members of the Company by way of Special Resolution, approval from BSE Limited and/or such other approval, if any, as may be required.

Consequent upon the receipt of necessary approvals and re-classification, the Promoter & Promoter Group shareholding in the Company would be 47.84% of the total equity paid up share capital of the Company. The Board of Directors recommends the resolution as set out at Item No. 5 of the Notice for the approval of the Members as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way whether, concerned or interested (financially or otherwise) in the proposed resolution as set out at Item No. 5 of the Notice.

By Order of the Board of Directors

Place : Indore
Date : 14th August, 2021

Anusha Chandwani
Company Secretary
M. No. : ACS-54977

National Steel and Agro Industries Limited

Reg. Off: 621, Tulsiani Chambers,
Nariman Point, Mumbai- 400021

CIN: L27100MH1985PLC140379

Telephone: +91-022-22882939/22025098

Website : www.nsail.com, **Email:** cs@nsail.com



National Steel & Agro Industries Ltd.

Brief Profile of Directors seeking Appointment /Reappointment at the 35th Annual General Meeting:

{Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 (SS-2)}

Name of Director	Mr. Manoj Khetan	Ms. Sumit Mittal
DIN	06395265	07568153
Age	57 Years	39 Years
Qualification	Fellow member of The Institute of Chartered Accountants of India.	Graduate in Law
Date of Appointment	30 th December, 2019	12 th February, 2021
Expertise	Mr. Khetan is having rich industrial experience of more than three decades. His areas of specialization is finance and accounting.	Mr. Sumit Mittal is a Law Graduate and a practicing lawyer having rich experience and exposure of Legal and Administration for more than one decade.
Directorships as on 31 st March, 2021 in Other Listed Companies	Nil	Nil
Chairmanship/Membership of the Committees of other Companies	Nil	Nil
Shareholding of the Company	Nil	Nil
Disclosure of relationships between directors inter-se:	He is not related to any Director of the Company.	He is not related to any Director of the Company.