

NOTICE

NOTICE is hereby given that the **Twenty Seventh Annual General Meeting** of the Company will be held on Monday the 16th day of September, 2013 at Babasaheb Dahanukar Sabhagriha, Oricon House, 6th Floor, 12, K. Dubhash Marg , Fort, Mumbai- 400001 at 12.30 p.m. to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Accounts of the Company and the Reports of Directors' and Auditors' thereon for the year ended 31st March, 2013.
2. To appoint a Director in place of Mr. Rajesh Nema who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a Director in place of Mr. P. Srikrishna who retires by rotation and being eligible, offers himself for reappointment.
4. To declare dividend on Redeemable Preference Shares.
5. To appoint M/s Manoj Khatri & Company, Chartered Accountants as Statutory Auditors of the Company.

SPECIAL BUSINESS :

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

"RESOLVED THAT pursuant to Sections 198, 269, 309, 311 and other applicable provisions, if any, of the Companies Act, 1956 (the Act), read with Schedule XIII of the Act and subject to approval of Financial Institutions and other requisite approvals, if any, consent be and is hereby accorded for appointment of Mr. Santosh Shahra, as Executive Chairman of the Company for a period of five years with effect from 20th August, 2013, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Santosh Shahra.

RESOLVED FURTHER THAT the said appointment of Mr Santosh Shahra as Executive Chairman shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

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

"RESOLVED THAT pursuant to Sections 198, 269, 309, 311 and other applicable provisions, if any, of the Companies Act, 1956 (the Act), read with Schedule XIII of the Act and subject to approval of Financial Institutions and other requisite approvals, if any, consent be and is hereby accorded for the appointment of Mr. P. Srikrishna, as Managing Director of the

Company for a period of five years with effect from 20th August, 2013, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and P. Srikrishna.

RESOLVED FURTHER THAT the said appointment of Mr P. Srikrishna as Managing Director shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

Registered Office :

621, Tulsiani Chambers,
Nariman Point,
Mumbai - 400 021

By Order of the Board

Place : Indore

Dated : 20.08.2013

Paridhi Kasliwal

(Company Secretary)

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY(IES) NEED NOT BE MEMBER(S) OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST REACH AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.
2. The Register of Members and Share Transfer Books of the Company shall remain closed from 22nd August, 2013 to 24th August, 2013 (both days inclusive).
3. All documents referred to the accompanying notice are open for inspection at the Registered Office of the Company during the office hours on all working days except holidays between 10.00 A.M. and 12.00 Noon up to the date of the Annual General Meeting.
4. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, Electronic Clearing Services (ECS), mandates, nominations, power of attorney, change of address, change of name and email address etc., to their Depository Participant (DP). Change intimated to Depository Participant will then be automatically reflected in the Company's Records which will help the Company and the Company's Registrar and Share Transfer Agents, **Sarthak Global Ltd. (SGL)** to provide efficient and better services.

Members holding shares in physical form are requested to intimate such change to SGL The transferee(s) are required to furnish a copy of their PAN Card to the SGL for registration of transfer of shares in physical form.

5. Members who have multiple folio/accounts in identical names or joint names in the same order are requested to send all the Share Certificate(s) to SGL for consolidation of all such shareholdings into one account. A Consolidated share Certificate will be returned to such members after making requisite changes thereon.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
7. Members are requested to :
 - a. Write the Company at least 7 days in advance for any further information on Accounts so as to enable the Company to keep information ready at the meeting.
 - b. Deposit duly filled in attendance slip annexed to the proxy form at the entrance to the place of Meeting.
 - c. Bring their copies of the Annual Report with them at the Meeting.
8. As per the Green Initiative of MCA, members are requested to provide their **E-mail addresses** to SGL, in order to receive the various Notices, Annual Report and other Notifications from the Company, in electronic form.

Considering the potential for saving in paper and printing, we are sure that you will subscribe to and support this noble "Green Initiative".

For Shareholders holding shares in Electronic Form and whose e-mail id is registered in the Depository records, the Company will send them various Notices / Annual Report / Correspondences etc. in electronic form. In case these shareholders desire to receive the above documents in physical form, they are requested to send an e-mail to investor_relations@nsail.com.
9. All queries relating to Share Transfer and allied subjects should be addressed to:

Sarthak Global Limited,
Unit :- National Steel and Agro Industries Ltd.
170/10 R.N.T. Marg, (Film Colony), Indore -452 001 (M.P.)
Phone no. - 0731-2523545, 2526388
Fax no.- 0731-2526388
Or Mail at investor_relations@nsail.com

Place : Indore
Dated : 20.08.2013

By Order of the Board
Paridhi Kasliwal
(Company Secretary)

ANNEXURE TO NOTICE

(Explanatory Statement to Special Business pursuant to Section 173(2) of the Companies Act, 1956)

ITEM NO. 6

The Board at its meeting held on 20th August, 2013, appointed Mr. Santosh Shahra as Executive Chairman for a period of five years from 20th August, 2013, subject to the approval of the Shareholders. Mr. Santosh Shahra, 66 years of age is BE (Mech), MS (USA). He has over 42 years Industrial and Management experience. He started his career as Managing Director of Ruchi Private Limited. He is marketing wizard and has done pioneer work in developing Soya foods. He joined National Steel and Agro Industries Limited (NSAIL) as Managing Director in the year 1986 and under his guidance and management NSAIL has come to a significant level in the map of the India and world. He has got clear foresight to venture into areas of long terms stability and growth. He is also on the Board of the following Companies :

S.No.	Name of Companies	Chairman / Member of	
		Audit Committee	Shareholders' / Investors' Grievance Committee
1.	Shreeyam Power and Steel Industries Limited	---	---
2.	Ruchi Integrated Steels (I) Ltd.	Member	---
3.	Ruchi Power Corporation Ltd.	Chairman	---
4.	NSIL Finance Limited	---	---
5.	NSIL Exports Limited	---	---
6.	NSIL Power Limited	Member	---
7.	NSIL Infotech Limited	Member	---
8.	Shahra Brothers Pvt. Ltd.	---	---
9.	Shahra Estate Pvt. Ltd.	---	---
10.	Shriyam Industries Pvt. Ltd.	---	---
11.	Benco Finance and Investments Private Limited		

The main terms and conditions relating to the appointment of Mr. Santosh Shahra as Executive Chairman are as follows:

(1) Period - From 20th August, 2013 to 19th August, 2018

(2) Nature of Duties –

The Executive Chairman shall carry out such duties as may be entrusted to him, subject to supervision and control of the Board of Directors and he shall also perform such other duties and services as shall from time to time be entrusted to him by the Board of Directors.

(3)A. Remuneration :

Salary - ₹ 12,00,000/- per month with an annual increment of ₹ 1,00,000/- per month.

Perquisites - As per rules of the Company subject to ceiling of 100% of Annual Salary.

Besides above Mr. Santosh Shahra will also be eligible to the following perquisites which shall not be included in the computation of the ceiling of remuneration specified above :

- a) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- c) Encashment of leave at the end of the tenure.

(3)B. Minimum Remuneration :

Notwithstanding anything to the contrary herein contained where in any financial year during the currency of the tenure of the Executive Chairman, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above.

- (4) The terms and conditions of the said appointments may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, within the maximum amount payable to Executive Chairman in accordance with Schedule XIII to the Act, or any amendments made hereinafter in this regard.
- (5) The agreement between the Company and Mr. Santosh Shahra as Executive Chairman may be terminated by either party giving the other party six months' notice.
- (6) If at any time the Executive Chairman ceases to be a Director of the Company for any cause whatsoever, he shall cease to be the Executive Chairman.

In compliance with the provisions of Section 309 read with Schedule XIII of Act, terms of the remuneration specified above are now being placed before the members in General Meeting for their approval.

Mr. Santosh Shahra, Chairman is concerned or interested in Item No. 6 of the Notice.

This may be treated as an abstract of the draft Agreement between the Company and Mr. Santosh Shahra as Executive Chairman in pursuance to the provisions of the Section 302 of the Act.

The resolution regarding the appointment of Executive Chairman at item No. 6 is commended for acceptance by the members.

ITEM NO. 7

The Board at its meeting held on 20th August, 2013, appointed Mr. P. Srikrishna as Managing Director for a period of five years from 20th August, 2013, subject to the approval of the Shareholders.

Mr. P. Srikrishna, 62 years of age is M.Tech with over 39 years of experience 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 upto level of Dy. Manager CRM (F) Operation. He has also presented papers at Annual Technical Meeting of Indian Institute of Metals and in Seminar on Quality and Marketability aspects of Flat products. In 1987 he joined NSAIL as Chief Manager (Production) and at present holding a position of Executive Director of the Company. He is not on the Board of any other Company.

The main terms and conditions relating to the appointment of Mr. P. Srikrishna, as Managing Director are as follows:

- (1) Period - From 20th August, 2013 to 19th August, 2018
- (2) Nature of Duties –
The Managing Director shall carry out such duties as may be entrusted to him, subject to supervision and control of the Board of Directors and he shall also perform such other duties and services as shall from time to time be entrusted to him by the Board of Directors.
- (3)A. Remuneration :
Salary - ₹ 5,60,000/- per month.
Perquisites - As per rules of the Company subject to ceiling of 100% of Annual Salary.
The Annual increments, which will be effective from 1st April each year, will be decided by Mr. Santosh Shahra, Chairman of the Company.
Besides above Mr. P. Srikrishna will also be eligible to the following perquisites which shall not be included in the computation of the ceiling of remuneration specified above :
 - a) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
 - b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
 - c) Encashment of leave at the end of the tenure.
- (3)B. Minimum Remuneration :
Notwithstanding anything to the contrary herein contained where in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above.
- (4) The terms and conditions of the said appointments may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, within the maximum amount payable to Managing Director in accordance with Schedule XIII to the Act, or any amendments made hereinafter in this regard.
- (5) The agreement between the Company and Mr. P. Srikrishna as Managing Director may be terminated by either party giving the other party three months' notice.
- (6) If at any time the Managing Director ceases to be a Director of the Company for any cause whatsoever, he shall cease to be the Managing Director.

In compliance with the provisions of Section 309 read with Schedule XIII of Act, terms of the remuneration specified above are now being placed before the members in General Meeting for their approval.

Mr. P. Srikrishna, Executive Director is concerned or interested in Item No. 7 of the Notice.

This may be treated as an abstract of the draft Agreement between the Company and Mr. P. Srikrishna as Managing Director in pursuance to the provisions of the Section 302 of the Act.

The resolution regarding the appointment of Managing Director at item No. 7 is commended for acceptance by the members.

NATIONAL STEEL AND AGRO INDUSTRIES LIMITED
Regd. Office: 621, Tulsiani Chambers, Nariman Point, Mumbai - 400 021

**TWENTY SEVENTH ANNUAL GENERAL MEETING
ATTENDANCE SLIP**

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE TO THE PLACE OF THE MEETING

I/We hereby record my/our presence at the 27th Annual General Meeting of the Company to be held on Monday, the 16th day of September, 2013 at 12.30 p.m. at Babasaheb Dahanukar Sabhagriha, Oricon House, 6th Floor, 12, K. Dubhash Marg, Fort, Mumbai - 400001.

Name of Shareholder / Proxy (in Block Letters)	Regd. Folio No./ DP ID & Client ID
Signature of Shareholder / Proxy	

Note : Member/Proxy holder desiring to attend the meeting should bring his/her copy of the Annual Report for reference at the meeting.

PROXY FORM

NATIONAL STEEL AND AGRO INDUSTRIES LIMITED
Regd. Office: 621, Tulsiani Chambers, Nariman Point, Mumbai - 400 021

I/ We _____ of _____
being a member of National Steel and Agro Industries Limited, hereby appoint _____
of _____ (or failing him)
_____ of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the 27th Annual General Meeting of the Company to be held on Monday, the 16th day of September, 2013 at 12.30 p.m. at Babasaheb Dahanukar Sabhagriha, Oricon House, 6th Floor, 12, K. Dubhash Marg, Fort, Mumbai - 400001.

Signed this _____ day of _____ 2013

Signature _____

Affix
Revenue Stamp
of Rupee 1/-

PROXY NAME	REGD. FOLIO / DP ID & CLIENT ID	NO. OF SHARE(S)