

NOTICE

NOTICE is hereby given that the **33rd Annual General Meeting** of the Members of Nova Iron and Steel Limited will be held on **Wednesday, September 17, 2025 at 1:00 p.m.** through Video Conferencing and Other Audio-Visual Means, to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements, Board Report and Auditor Report

To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31st March 2025 i.e. Audited Balance Sheet as at 31st March, 2025 and the Statement of Profit & Loss and Cash Flow Statement for the year as on that date, together with the Reports of the Board of Directors and the Auditors thereon.

2. Re-appointment of Mr. Hardev Chand Verma (DIN:00007681) as Director, liable to retire by rotation

“Resolved that Mr. Hardev Chand Verma (DIN: 00007681), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment be and is hereby reappointed as a Director of the Company liable to retire by rotation.”

SPECIAL BUSINESS:

3. Approval of appointment of Mr. Suraj Prakash Choudhary (DIN: 09241286) as an Independent Director and in this regard, to consider and, if thought fit, to pass with or without modification the following Resolution as Special resolution:

“Resolved that pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulations 16(1)(b), 17, 25(2A) and other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”) and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Suraj Prakash Choudhary (DIN: 09241286), who was appointed as an Additional Director on the Board of Directors of the Company in terms of Section 161(1) of the Companies Act, 2013 (“the Act”) and whose term of office expires at this Annual General Meeting be and is hereby appointed as an Independent Director to hold office for a term of 5 (Five) years and shall not be liable for retirement by rotation.”

4. Ratification and Approval of the remuneration of the Cost Auditors for the financial year ending March 31, 2026 and, in this regard, 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 all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members of the Company be and is hereby accorded for payment of Remuneration of Rs. 25000/- to M/s J. K. Kabra & Company, New Delhi, Cost Auditors (Firm Registration No. 2890) appointed by the Board of Directors of the Company, to conduct cost audit of the Company for the financial year ending March 31, 2026.”

5. Approval of appointment of Secretarial Auditor and in this regard, to consider and, if thought fit, to pass with or without modification the following Resolution as Ordinary resolution:

“Resolved that pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations), and other applicable regulations [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and based on recommendation of Audit Committee of Directors and the Board of Directors, M/s K.V. Bindra & Associates, Practicing Company Secretaries, (Membership No. 10074, COP No. 12962), be and are hereby appointed as Secretarial Auditor of the Company, to hold office for a term of 5 (five) consecutive years commencing from FY2025-26 to FY2029-30 to undertake Secretarial Audit of the Company, on remuneration of Rs. 10,000/- (Ten Thousand only) plus applicable taxes, travel and actual out-of-pocket expenses, as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditor from time to time.

Resolved further that the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

6. **Revision in remuneration of Mr. Dinesh Kumar Yadav, Whole Time Director and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

“Resolved that pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board in accordance with section 197 of the Companies Act, 2013 (including rules, notifications, statutory modification, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time), read with Schedule V of the said act and with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and pursuant to the provisions of Articles of Association of the Company, the consent of the members of the company be and is hereby accorded to the revision in the managerial remuneration of Mr. Dinesh Kumar Yadav, Whole Time Director with effect from April 1, 2025 upto the permissible amount as mentioned under section 197 read with Schedule V of the Companies Act, 2013.”

7. **Approval to act in accordance with Section 180 (1) (a) of the Companies Act, 2013 and in this regard, to consider and, if thought fit, to pass with or without modification the following Resolution as Special resolution:**

“Resolved that pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the relevant rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force), provisions of the Articles of Association of the Company and Regulation 37 A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and all other provisions of all other applicable laws, and subject to such approvals, sanctions, consents, registrations and permissions, as may be required, the consent of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution) for, transfer of/ creation of charge on respective assets of the Company in favor of Lenders/Banks/NBFCs/Body Corporate or any other entity with effect from such date and on such terms and conditions, and with such modifications as has been done or will be required to be done, as the Board may deem fit and appropriate in the interest of the Company, in accordance with the Agreements as executed or may be executed, subject to any adjustment as may be applicable.

Resolved further that the Board be and is hereby authorised to do and perform or cause to be done all such acts, deeds, matters and things, including actions which may have been taken, as may be necessary, or deemed necessary or incidental thereto, to effect the transfer; to finalize, vary and settle the terms and conditions of the transfer of the transactions mentioned above; settle and finalise all issues that may arise in this regard, without further referring to the members of the Company; to negotiate and finalize agreements and/ or any other ancillary transaction documents (including providing such representations, warranties, indemnities and covenants and agreeing to price adjustments as may be agreed); to execute, deliver and perform such agreements and other documents and subsequent modifications thereto; to file applications and make representations to seek the requisite approvals in respect thereof from the relevant government authorities and third parties, including lenders, lessors of the Company; for all necessary actions taken or to be taken in the matter as it may in its absolute discretion and in the best interests of the Company deem necessary, desirable or expedient, to give effect to the above resolution; and to ratify any agreements as may be necessary.

Resolved further that the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any committee constituted by the Board of the Company or to any Director of the Company or to any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution.”

**By order of the Board
For Nova Iron and Steel Limited**

**Place: New Delhi
Dated: 14/08/2025**

**Dheeraj Kumar
Company Secretary**

NOTES FOR MEMBERS ATTENTION:

1. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD THROUGH VC/OAVM PURSUANT TO THE MCA CIRCULARS, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH, ACCORDINGLY, THE FACILITY TO APPOINT PROXY TO ATTEND AND CAST VOTE FOR THE MEMBERS IS NOT AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ROUTE MAP AND ATTENDANCE SLIP ARE NOT ANNEXED HERETO. HOWEVER, THE BODY CORPORATES ARE ENTITLED TO APPOINT AUTHORIZED REPRESENTATIVES TO ATTEND THE AGM THROUGH VC/OAVM AND PARTICIPATE THEREAT AND CAST THEIR VOTES THROUGH E-VOTING THROUGH BOARD RESOLUTION/ POWER OF ATTORNEY/ AUTHORITY LETTER, ETC.
2. An explanatory statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 (the 'Act'), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the 'Rules') made thereunder (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'Listing Regulations'), setting out the material facts and reasons for the proposed resolutions, in respect of Item Nos. 3 to 7 of this Notice of AGM ('Notice'), is annexed herewith.
3. Institutional/Corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (Pdf/jpg format) of its board or governing body's resolution/authorisation, etc., authorising their representative to attend the e-AGM on its behalf and to vote through remote e-voting. The said resolution/authorisation shall be sent to the scrutinizer by email through its registered email address to cskaranvirbindra@gmail.com with a copy marked to rai_nisl2007@gmail.com.
4. M/s Skyline Financial Services Pvt. Ltd. is Registrar & Share Transfer Agents (RTA) of the Company. Any correspondence relating to shares can be made to the company's registrar at their following address:
M/s Skyline Financial Services Private Limited, D-153A,
1st Floor, Okhla Industrial Area,
Phase-I, New Delhi-110020,
Ph. Nos. 011-40450193 to 97,
Email: rta.nova.rg@gmail.com, info@skylinerta.com
Website: www.skylinerta.com
Members are requested to notify the change of Address if any.
5. In continuation of the Ministry's General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021, 2/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, 09/2023 dated 25th September, 2023 and 09/2024 dated September 19, 2024 ("the MCA Circulars") read with the Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 (the SEBI Circular), the Annual General Meeting ("AGM") will be held without the physical presence of the Members at a common venue and Members can attend and participate in the AGM through VC/OAVM.

6. In terms of sections 101 and 136 of the Act, read with the rules made thereunder and pursuant to the MCA Circular 09/2024 dated September 19, 2024 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024, the listed companies may send the notice of AGM and the annual report, including financial statements, boards' report, etc. by electronic mode., Notice of 33rd e-AGM along with the Annual Report for FY 2025 is being sent only through electronic mode to those members whose email addresses are registered with the Company/depositories. Members may note that the Notice and Annual Report for FY2025 will also be available on the Company's website at <https://www.novaironsteel.com> and website of the stock exchange i.e., BSE Limited at www.bseindia.com.

Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to RTA. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.

Additionally, in accordance with Regulation 36(1)(b) of the Listing Regulations, the Company is also sending a letter to members whose e-mail address is not registered with Company/ Depository Participant providing the exact web-link of Company's website from where the Annual Report for financial year 2024-25 can be accessed.

7. Notice of Annual General Meeting will be sent to those shareholders/beneficial owners whose name will appear in the register of the members/list of beneficiaries received from the depositories as on 18/08/2025.
8. The deemed venue for 33rd AGM shall be the Registered Office of the Company at Chhattisgarh.
9. The facility of joining the AGM through VC/OAVM will be opened 15 minutes before and will be open upto 15 minutes after the scheduled start time of the e-AGM, i.e., from 12:45 pm to 01:15 pm and will be available for 1,000 members on a first come first-served basis. This rule would however not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, auditors, etc.
10. The Register of Members and the Share Transfer Books shall remain closed from 11/09/2025 to 17/09/2025 (both days inclusive).
11. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
12. Members seeking information about the accounts are requested to write at least 10 days before the date of the meeting to the Company so that it may be convenient to keep the information ready for the meeting.
13. All the documents referred to accompanying Notice are open for inspection at the registered office of the Company on all working days except Sunday and National Holiday, between 11.00 AM to 1.00 PM upto the date of Annual General Meeting.
14. For ease of conduct, members who would like to ask questions/express their views on the items of the businesses to be transacted at the meeting can send in their questions/comments in advance during the period starting from 14/09/2025 (10.00 A.M.) upto 15/09/2025 (5.00 P.M.) mentioning their name, demat account no. /Folio no., e-mail Id, mobile number, etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.

15. Non-Resident members are requested to inform immediately to RTA
 - (a) Change in residential status on relating to India for permanent settlement
 - (b) Particulars of bank account maintained in India with complete name of bank, branch address, account type, account number, if not furnished earlier.
16. SEBI vide its circular dated January 25, 2022 read with Regulation 40 of SEBI (LODR) Regulations, 2015, the requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository. Provided that transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form.

SEBI, through its Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025 (“Circular”), has introduced a mechanism providing a Special Window for Re-lodgement of Transfer Requests of Physical Shares. Under this Circular, all physical share transfer deeds that were lodged with the Company or its Registrar and Transfer Agent (“RTA”) prior to the discontinuation of the physical mode of transfer (i.e., before April 1, 2019), and were rejected or returned due to deficiencies in documentation—where the requisite documents were to be re-lodged by the earlier cut-off date of March 31, 2021—can now be re-lodged during a new special window. This special window period will remain open for six months from July 07, 2025 to January 06, 2026. During this period, shareholders may re-lodge their previously rejected or returned transfer requests with the required documents. Please note that all such securities will be transferred only in dematerialised form, in accordance with SEBI’s mandate.

In compliance with the said Circular, the Company has initiated this special window and published a public notice on its official website and on the BSE portal. Additionally, the announcement has been published in the “Financial Express” (an English National Daily) and “Chhattisgarh” (a regional daily) on July 31, 2025.

Shareholders who were previously unaware of this provision are hereby informed through this notice, and are encouraged to take necessary action within the stipulated time frame if they are eligible under the scheme.

17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.
18. The detail of Directors proposed to be appointed/re-appointed, under the provisions of Companies Act, 2013 and Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 at the Annual General Meeting are given below.

1. Name	Mr. Suraj Prakash Choudhary	Mr. H.C. Verma
2. DIN	09241286	00007681
3. Date of Birth	20.10.1985	15.11.1952
4. Expertise/ Experience in Area	Legal and Secretarial	Steel Sector, Project Implementation, Domestic and international Marketing
5. Qualification	Professional	Graduation
6. Relationships between directors inter-se	Not directly or indirectly related inter-se	Not directly or indirectly related inter-se

7. names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	Nil	Nil
8. shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	Nil	Nil
9. Skills and capabilities	Legal and Secretarial	Steel Sector, Project Implementation, Domestic and international Marketing

19. Voting through electronic means

For Remote e-voting and e-voting during AGM

- 1) 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), and 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.
- 2) The scrutinizer for voting is M/s K.V. Bindra & Associates, Company Secretaries, Kothi No.9577, Sector 125, Sunny Enclave, Kharar, Punjab, Email cskaranvirbindra@gmail.com, Contact No. 9646497043.
- 3) The voting period begins on 14/09/2025 at 10:00 AM and ends on 16/09/2025 at 05:00 PM. 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 11/09/2025, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The shareholders are also entitled to vote during the time of meeting at the same portal.
- 4) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- 5) A member can opt for only one mode of voting i.e. either through remote e-voting or at the meeting. If a member casts votes by both modes, then voting done through remote e-voting shall prevail.
- 6) The member who has cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- 7) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, issued under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to shareholders for all resolutions. Further, individual shareholders holding securities in demat mode can vote through their demat accounts maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile numbers and email IDs in their demat accounts to access the e-voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>(i) 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 is https://web.cdslindia.com/myeasitoken/home/login or visit www.cdslindia.com and click on Login icon and select My Easi New Tab.</p> <p>(ii) After successful login the Easi/ Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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.</p> <p>(iii) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration</p> <p>(iv) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. 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.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>(i) 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.</p> <p>(ii) 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</p>

	(iii) 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	(i) 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

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 Toll Free 1800-21-09911.
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 at toll free no.: 022 - 48867000

Login method for e-Voting and joining virtual meeting for non-individual shareholders & shareholders holding shares in physical form

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on Shareholders
- Now, Enter the User id
 - For CDSL: 16 digits beneficiary ID
 - NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - For Members holding shares in Physical Form - Folio Number registered with the Company.
- After entering the User ID, enter the image verification as displayed and click on Login.
- 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.
- If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
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"> 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 A/c Details OR Date of Birth (DOB)	Enter your Dividend Bank A/c 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. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank A/c details field as mentioned in instruction (v).

7. After entering these details appropriately, click on “SUBMIT” tab.
8. Members holding shares in physical form will be taken directly to 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.
9. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for the relevant Nova Iron & Steel Limited on which you choose to vote.
11. 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.
12. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
13. 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.
14. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
16. 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.
17. For further queries, shareholders can get more detailed information about e-voting from the website of CDSL, i.e., <https://www.evotingindia.com>.

Facility for Non – Individual Shareholders and Custodians –Remote Voting

- (i) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- (ii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- (iii) 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.
- (iv) The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- (v) 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.
- (vi) 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; rai_nisl2007@yahoo.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOES EMAIL ADDRESSES IS NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- (i) 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**.
- (ii) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
- (iii) 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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- (i) The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for Remote 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 Remote e-voting.
- (iii) Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com>

under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

- (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 at least **2 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **2 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- (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/EGM 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 EGM/AGM.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER: -

- (i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- (ii) 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.
- (iii) 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.

Note for Non – Individual Shareholders and Custodians

- (i) 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 “Corporate” module.
- (ii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- (iii) 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.
 - (iv) 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.
 - (v) 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.
 - (vi) 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; rai_nisl2007@yahoo.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
 - (vii) 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 022-62343611.
- 20.** 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 1800-21-09911.
- 21.** Any person, who acquires shares of the Company and become Member of the Company after despatch of the Notice and holding shares as on the cut-off date i.e.11/09/2025 may follow the same instructions as mentioned above for e-Voting.

**STATEMENT ANNEXED PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
IN RESPECT OF THE SPECIAL BUSINESS****ITEM NO.3**

The Board of Directors on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Suraj Parkash Choudhary as an Additional Director on 28/11/2024 under section 161(1) of the Companies Act, 2013. He is an Independent Director in terms of Section 149 of the Companies Act, 2013 and has given declaration of independence under section 149(6) of the Act. In terms of the provisions of Section 161(1) of the Companies Act, 2013, Mr. Suraj Parkash Choudhary will hold office till the date of ensuing Annual General Meeting. He fulfils the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Mr. Suraj Parkash Choudhary, being eligible has offered himself for appointment as a director.

Board recommends appointment of Mr. Suraj Parkash Choudhary as an Independent Director for a term of 5 (Five) years. Copy of the draft letter for appointment of Mr. Suraj Parkash Choudhary as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day till the date of AGM.

Except Mr. Suraj Parkash Choudhary, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.

ITEM NO. 4

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s J. K. Kabra & Company, for financial year ending March 31, 2026, subject to the approval of the Central Government, if any, the remuneration of the Cost Auditors has been approved and recommended at Rs. 25,000/-. The relevant Form regarding appointment and remuneration of the Cost Auditors approved by the Board has been filed with the Central Government as required under the Companies Act, 2013.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought as set out in the Resolution at item No.4 of the Notice for ratification of the remuneration payable to the Cost Auditor, subject to the approval of the Central Government for the financial year ending March 31, 2026 for conducting cost audit and giving their report thereon.

None of the Directors, Key Managerial Personnel (KMP) and their relatives are, in any way, concerned or interested in the resolution at Item No. 4 of the accompanying Notice.

ITEM NO. 5

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, ("the Act") and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Pursuant to recent amendments to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), with effect from 1st April 2025, the Company is required to appoint a Practicing Company Secretary for not more than one term of five consecutive years or a

firm of Practicing Company Secretaries as Secretarial Auditors for not more than two terms of five consecutive years, with the approval of the members at its Annual General Meeting (“AGM”) and such Secretarial Auditor(s) must be a peer reviewed company secretary and should not have incurred any of the disqualifications as specified under the Listing Regulations. Further, as per the said Regulation, any association of the individual or the firm as the Secretarial Auditor(s) of the Company before 31st March 2025 shall not be considered for the purpose of calculating the tenure of the Secretarial Auditor(s), subject to Members approval at the Annual General Meeting.

In this regard, based on the recommendation of the Audit Committee, the Board of Directors, at its meeting on 14.08.2025, approved the appointment of M/s K.V. Bindra & Associates, Practicing Company Secretaries (Membership No. 10074, COP No. 12962), as the Company’s Secretarial Auditor for five years commencing from FY 2025-26 to FY 2029-30.

The Company has received a consent letter from M/s K.V. Bindra & Associates, confirming their willingness to undertake the Secretarial Audit and issue the Secretarial Audit Report in accordance with Section 204 of the Act along with other applicable provisions, if any, under the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended. M/s K.V. Bindra & Associates hereby affirms its compliance with Regulation 24A(1B) of the Listing Regulations in providing services to the Company. Further, M/s K.V. Bindra & Associates confirms that they hold a valid peer review certificate issued by ICSI and fulfills all eligibility criteria and has not incurred any disqualifications for appointment, as outlined in the SEBI circular dated December 31, 2024.

The Board of Directors has approved remuneration of ₹10,000/- (Rupees Ten Thousand Only) plus applicable taxes and out of pocket expense and such fees as determined by the Board on recommendation of Audit Committee of Directors in consultation with Secretarial Auditor. Besides the audit services, the Company would also obtain permitted services which are to be mandatorily received from the Secretarial Auditor under various statutory regulations from time to time, for which M/s K.V. Bindra & Associates will be remunerated separately on mutually agreed terms. The Board of Directors, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditor.

None of the Directors, Key Managerial Personnel (KMP) and their relatives are, in any way, concerned or interested in the resolution at Item No. 5 of the accompanying Notice.

ITEM NO. 6

The Members are informed that Mr. Dinesh Kumar Yadav (DIN: 07051856) was appointed as Director (Technical) of the Company by the Board of Directors on 14th August 2021. Subsequently, at the Annual General Meeting held on 7th January 2022, the Members approved his appointment and remuneration of ₹1,65,000 per month. He is also designated as the Chief Executive Officer (CEO) of the Company under Section 203 of the Companies Act, 2013.

Considering his vast experience, significant responsibilities, prevailing industry standards, and the importance of retaining his services for the Company’s growth and operations, the Nomination and Remuneration Committee and the Board of Directors, at their respective meetings held on 14th August 2024, recommended a revision of his remuneration. The Members had previously approved a remuneration of ₹2,00,000 per month at the 32nd Annual General Meeting held on 23rd September 2024.

The Board now proposes to revise his remuneration upto the permissible limit in accordance with the limits specified under Schedule V of the Companies Act, 2013, effective from 1st April 2025, subject to the approval of the Members and other applicable statutory approvals.

Since the Company has incurred losses as per calculation under Section 198 of the Companies Act, 2013, the proposed remuneration revision is being considered in line with Schedule V of the Act. Except for the revision in remuneration, all other terms and conditions of his appointment shall remain unchanged as approved earlier.

The proposed remuneration revision complies with Sections 197, 198, Schedule V, and other applicable provisions of the Companies Act, 2013, and rules made thereunder.

Statement pursuant to Schedule V, Part II, Section II(B)(iii) of the Companies Act, 2013

Particulars	Detail		
I. General Information			
Nature of Industry:	Steel Industry (Manufacturing of sponge iron)		
Date of commencement of commercial production:	01.10.1994		
In case of new companies, expected date of commencement:	Not Applicable		
Financial performance based on given indicators: (Rs. in Lakhs)	Particulars	2024-25	2023-24
	Gross Revenue	41,984.92	56,896.14
	Profit/(Loss) before Tax	13,974.45	(12,745.61)
	Net Profit/(Loss) after tax	14,879.22	(9,380.09)
	Earnings per share	41.17	(25.96)
Foreign investments or collaborations:	Nil		
II. Information about the Appointee			
Background details:	Over 25 years of experience in production of iron and steel-related products.		
Past remuneration:	₹24.00 lakh p.a. (₹2,00,000 p.m. plus perquisites)		
Recognition or awards:	Nil		
Job profile and suitability:	Director (Technical) & CEO, responsible for technical, operational, and managerial functions of the Company.		
Remuneration proposed:	Up to the maximum permissible limits under Section 197 read with Schedule V of the Companies Act, 2013		
Comparative remuneration profile with respect to industry, size of the company,	Remuneration (in lakh)	size of the Company (Net worth: in	profile of position

profile of the position and person:		lakh)	
	36.00	-15,544.55	Director (Technical)
Pecuniary relationship directly or indirectly with the Company, or relationship with managerial personnel:	Nil		
III. Other Information			
Reasons for loss or inadequate profits:	The Company has incurred losses as per Section 198 of the Companies Act, 2013 due to adverse market conditions, higher input costs, and operational challenges, despite showing net profit in its Balance Sheet (before applying Section 198 adjustments)		
Steps taken or proposed to be taken for improvement:	The Company is focusing on cost optimization, efficiency improvement, better raw material sourcing, exploring new markets, and developing value-added products to enhance profitability.		
Expected increase in productivity and profits in measurable terms:	These measures are expected to improve capacity utilization, reduce costs, and strengthen margins, leading to better profitability in the coming years.		

The Board recommends passing of the Special Resolution as set out in Item No. 6 of the Notice.

None of the Directors, Key Managerial Personnel, or their relatives, except Mr. Dinesh Kumar Yadav, is concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 7

Pursuant to Shareholder Resolution dated 27.09.2014, the Company had entered into/may enter into Loan Agreements with certain entities and the Company may enter into Loan Agreements for the purpose of expenditure towards Capital, Working Capital, General Corporate purpose or any other purpose, whereby the Company may be required to create charge on certain assets of the Company in favor of such entities. Additionally, the Company had availed financial facility and secured its assets by creation/modification of charge on dated 27.04.2024 in favour of M/s Shree Balaji Steel and Metal Private Limited for a sum of Rs. 115,01,98,263/- (Rupees One Hundred Fifteen Crores One Lac Ninety-Eight Thousand Two Hundred Sixty-Three only). The Company had evaluated various options for a viable restructuring to reduce its debt position, including transfer of its assets.

In compliance with terms of the order dated 08.11.2024 passed by Commercial Court, Raipur in Execution Case, the Company has already transferred part of the respective assets and will be transferring its remaining respective assets to the relevant transferor towards the liability of Rs. 115,01,98,263/-. In terms of Section 180(1)(a) of the Companies Act, 2013 ("Act") a company shall not, except with the consent of the members by way of a special resolution, transfer, the whole, or substantially the whole, of the undertaking of the Company in which the investment of the Company, exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or 20% of the total income of the company during the previous financial year. The transaction is for the purpose of settlement of debt exposure of the Company. The excess amount shall be used for payment of costs related to the Transaction, payment of capital gain tax on the transactions; and such other purposes, as the Board of the Directors deems fit.

There will be no change in the shareholding pattern of the Company. None of the Directors and Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the resolution set forth in the Notice. The Board of Directors recommends the Special Resolution as set out at Item No.7 of the Notice for approval by the members.

OBJECT OF TRANSFER, COMMERCIAL RATIONALE FOR CARRYING OUT SUCH TRANSFER, AND USE OF PROCEEDS ARISING THERE FROM

The decision to transfer is the result of meticulous analysis and forward-thinking considerations aimed at securing the long-term prosperity of the Company and in compliance with terms of the order dated 08.11.2024 passed by Commercial Court, Raipur in Execution Case.

**By order of the Board
For Nova Iron and Steel Limited**

**Place: New Delhi
Dated: 14/08/2025**

**Dheeraj Kumar
Company Secretary**