NOTICE

NOTICE is hereby given that the **34th Annual General Meeting** of the Members of Nova Iron and Steel Limited will be held on **Friday, October 30, 2026 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 2026 i.e. Audited Balance Sheet as at 31st March, 2026 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 Mrs. Palak Jindal (DIN: 10264720) 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, Mrs. Palak Jindal (DIN: 10264720), 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 with effect from 08.08.2026 and shall not be liable to retire by rotation."

4. **Ratification and Approval of the remuneration of the Cost Auditors for the financial year ending March 31, 2027 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. 50,000/- 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, 2027."

5. **Approval for continuation of directorship of Mr. Hardev Chand Verma (DIN: 00007681) as Non-Executive, Non-Independent Director upon attaining the age of 75 years 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 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), Regulation 17(1A) 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. Hardev Chand Verma (DIN: 00007681), Non-Executive, Non-Independent Director of the Company, be and is hereby permitted to continue to hold office as a Director of the Company notwithstanding that he shall attain the age of 75 (Seventy-Five) years on 15th November, 2027."

6. **Approval for alteration of Clause III(A) of the Memorandum of Association of the Company by insertion of new sub-clause 4 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 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and other applicable provisions, if any, of the Act and rules made thereunder, the existing Clause III(A) of the Memorandum of Association of the Company be and is hereby altered by inserting the following new sub-clause 4 after the existing sub-clause 3:

"4. To carry on the business of traders, buyers, sellers, merchants, distributors, stockists, wholesalers, retailers, suppliers and dealers, whether on its own account or on behalf of others, and to carry on the business of trading in, buying, selling, purchasing, reselling, distributing, supplying, stocking, importing, exporting and otherwise dealing in all kinds of ferrous and non-ferrous metals, iron and steel and all types of metal and steel products, including stainless steel, alloy and special steels, sponge iron, pig iron, cast iron, aluminium, copper, brass, sheets, plates, coils, strips, foils, bars, rods, wire rods, pipes, tubes, angles, channels, beams, structurals, castings, forgings, scrap and all other allied metal materials, articles, products and things, in any form, shape or section, and to act as commission agents, brokers, warehouse keepers and consignment agents in respect thereof."

By order of the Board
For Nova Iron and Steel Limited

Place: New Delhi
Dated: 28/09/2026

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 6 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 34th e-AGM along with the Annual Report for FY 2026 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 FY2026 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 2025-26 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 29/09/2026.

8. The deemed venue for 34th 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 23/10/2026 to 30/10/2026 (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 27/10/2026 (10.00 A.M.) upto 28/10/2026 (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 No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025 ("Circular"), introduced a special window for re-lodgement of transfer requests of physical shares. The special window was available for a period of six months from July 07, 2025 to January 06, 2026 for re-lodgement of transfer deeds which were originally lodged prior to April 01, 2019 and were rejected, returned or not attended to due to deficiencies in the documents/process. In compliance with the said Circular, the Company provided the special window for re-lodgement of eligible transfer requests and published the requisite public notice on its website and on the BSE portal. The notice was also published in "Financial Express", an English National Daily, and "Chhattisgarh", a regional daily, on July 31, 2025, informing the shareholders about the special window and the procedure for re-lodgement of eligible transfer requests.

    The special window remained open up to January 06, 2026. All eligible transfer requests re-lodged by shareholders pursuant to the said Circular during the window period were processed by the Company in dematerialised form, in accordance with the applicable SEBI requirements.

    Further, SEBI vide its Circular No. HO/38/13/11(2)2026-MIRSD-POD/1/3750/2026 dated January 30, 2026 ("Circular"), has opened another special window for transfer and dematerialisation of physical securities which were sold/purchased prior to April 01, 2019. This special window shall remain open for a period of one year, from February 05, 2026 to February 04, 2027, and shall also be available for such transfer requests which were submitted earlier and were rejected/returned/not attended to due to deficiency in the documents/process or otherwise. The securities so transferred pursuant to this Circular shall be mandatorily credited to the transferee only in dematerialised form and shall be under lock-in for a period of one year from the date of registration of transfer. The Company shall comply with the requirements of the said Circular and process eligible requests received under this window within the timelines and in accordance with the conditions prescribed therein.

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	Mrs. Palak Jindal	Mr. Hardev Chand Verma
2.	DIN	10264720	00007681
3.	Date of Birth	26.11.1991	15.11.1952
4.	Expertise/ Experience in Area	Accounts & Finance	Steel Sector, Project Implementation, Domestic and international Marketing
5.	Qualification	Graduation	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	Marble Finvest Limited	Nil
8.	shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	Nil	Nil
9.	Skills and capabilities	Accounts & Finance	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 27/10/2026 at 10:00 AM and ends on 29/10/2026 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 23/10/2026, 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	(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. (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. (iii) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Home/EasiRegistration https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration (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.
Individual	(i) If you are already registered for NSDL IDeAS facility, please visit the e-Services

Shareholders holding securities in demat mode with NSDL	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. (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 (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. (iv) For OTP based login you can Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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.

	(v) Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. 
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. (ii) 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. (iii) 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

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on Shareholders
3. Now, Enter the User id
   a) For CDSL: 16 digits beneficiary ID

b) NSDL: 8 Character DP ID followed by 8 Digits Client ID
c) For Members holding shares in Physical Form - Folio Number registered with the Company.

4. After entering the User ID, 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 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) 🕐 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. 🕐 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 Mrs. Palak Jindal (DIN: 10264720) as an Additional Director on 08/08/2026 under Section 161(1) of the Companies Act, 2013. She is proposed to be appointed as an Independent Director in terms of Section 149 of the Companies Act, 2013 and has given a declaration of independence under Section 149(6) of the Act. In terms of the provisions of Section 161(1) of the Companies Act, 2013, Mrs. Palak Jindal will hold office till the date of the ensuing Annual General Meeting. She fulfils the conditions specified in the Act and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management. Mrs. Palak Jindal, being eligible, has offered herself for appointment as a Director.

The Board recommends the appointment of Mrs. Palak Jindal as an Independent Director for a term of 5 (Five) years with effect from 08.08.2026. A copy of the draft letter for appointment of Mrs. Palak Jindal 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 the ensuing AGM.

Except Mrs. Palak Jindal, none of the other Directors, Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially 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, 2027, subject to the approval of the Central Government, if any, the remuneration of the Cost Auditors has been approved and recommended at Rs. 50,000/-. 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, 2027 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

Mr. Hardev Chand Verma (DIN: 00007681) has been associated with the Company as a Director since 2013 and is presently serving as a Non-Executive, Non-Independent Director of the Company. During his long association with the Company, he has gained substantial understanding of its business, operations

and industry environment. He holds a Graduation degree and has extensive experience in the Steel Sector, Project Implementation and Domestic and International Marketing.

Mr. Hardev Chand Verma was born on 15th November, 1952 and will attain the age of 75 years on 15th November, 2027. In terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, continuation of a Non-Executive Director who has attained the age of 75 years requires approval of the Members by way of a Special Resolution.

The Company has been benefitted from Mr. Hardev Chand Verma long-standing association, industry experience and knowledge of the Company's business. His experience in the Steel Sector, Project Implementation and Domestic and International Marketing enables him to provide guidance to the Board on matters relating to the Company's business, projects, industry practices and market-related matters. Considering his familiarity with the Company's affairs and his experience built over his association with the Company since 2013, the Board is of the view that his continued presence on the Board will provide continuity and the benefit of his experience and guidance.

Accordingly, in view of the above and considering the experience and knowledge of Mr. Hardev Chand Verma, the Nomination and Remuneration Committee has recommended, and the Board of Directors has approved, his continued directorship as a Non-Executive, Non-Independent Director upon his attaining the age of 75 years. The Board therefore recommends the Special Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members.

Mr. Hardev Chand Verma does not hold any equity shares in the Company and is not directly or indirectly related inter-se with any other Director or Key Managerial Personnel of the Company.

Except Mr. Hardev Chand Verma, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 6

The Company is presently engaged in the business of iron and steel and allied activities. In order to provide the Company with an express enabling provision to undertake trading activities as a separate business activity and to facilitate the expansion of its business in the metals and steel sector, the Board of Directors proposes to alter Clause III(A) of the Memorandum of Association of the Company by inserting a new sub-clause 4.

The proposed sub-clause 4 will specifically authorise the Company to carry on the business of buying, selling, purchasing, reselling, trading, distributing, supplying and stocking various kinds of ferrous and non-ferrous metals, iron and steel and allied metal and steel products, whether on its own account or on behalf of others. The proposed object will also enable the Company to undertake such activities as importers, exporters, wholesalers, retailers, merchants, dealers, commission agents, brokers, warehouse keepers and consignment agents in relation to such products.

The existing Objects Clause of the Company contains provisions relating to the manufacture, processing, purchase, sale and dealing in various ferrous and non-ferrous metals and steel products. However, the proposed insertion is intended to specifically and expressly provide for trading in metals and steel products as an independent business activity, thereby providing greater flexibility to the Company to undertake such activities in accordance with market opportunities and business requirements.

The proposed alteration is aligned with the Company's existing business and industry experience and is intended to enable the Company to diversify and its revenue-generating activities within the metals and steel sector. The proposed alteration will also provide the Company with flexibility to undertake trading transactions either on its own account or on behalf of third parties, as may be commercially appropriate and permitted under applicable laws.

The Board of Directors, after considering the proposed business opportunity and the Company's existing business profile, is of the view that the proposed alteration of the Objects Clause is in the interest of the Company and its Members. Accordingly, the Board recommends the Special Resolution set out at Item No. 6 of the accompanying Notice for approval of the Members.

A copy of the Memorandum of Association of the Company incorporating the proposed alteration will be available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the Annual General Meeting and will also be available for inspection at the AGM.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

By order of the Board
For Nova Iron and Steel Limited

Place: New Delhi
Dated: 28/09/2026

Dheeraj Kumar
Company Secretary