

# NIRAJ ISPAT INDUSTRIES LIMITED

CIN: L27106DL1985PLC021811

## NOTICE

Notice is hereby given that the 30<sup>th</sup> Annual General Meeting of the Shareholders of **M/s Niraj Ispat Industries Limited** will be held at its Registered Office of the Company on Wednesday September 30<sup>th</sup>, 2015 at 10.00 A.M. to transact the following business:

### **ORDINARY BUSINESS:**

1. To consider and adopt the Balance Sheet of the Company as at 31<sup>st</sup> March, 2015 and Profit and Loss Account for the year ended on that date together with Reports of Auditors and Directors thereon.
2. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:-

**“RESOLVED THAT**, pursuant to the provisions of Sections 139 and all other applicable provisions, if any, of the Companies Act, 2013 {“Act”}, and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and pursuant to the recommendations of Audit Committee M/s Sanjeev Anand & Associates., Chartered Accountants be and is hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of next consecutive AGM of the Company, subject to ratification by members at Annual General Meeting, at such remuneration plus service tax, out-of-pocket, other expenses, etc., as may be approved by the Board of Directors of the Company.

### **SPECIAL BUSINESS**

3. **To Appoint Mr. Rajeev Kumar Singhal as an Independent Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 152 and 161 and other applicable provisions, if any, of the Companies Act, 2013 and Schedule IV thereto, Mr. Rajeev Kumar Singhal, who was appointed as an Additional Director of the Company on March, 31, 2015, who holds this office only up to the date of this Annual General Meeting, and in respect of whom, the Company has received a notice in writing under section 160 of the said Act from a member proposing the candidature of Mr. Rajeev Kumar Singhal for the office of Director, subject to the consent of the member of the Company be and is hereby appointed as Independent Directors of the Company.

**RESOLVED FURTHER THAT** subject to the section 149, 152 and other applicable provisions of the Companies Act, 2013 and Rules made there under (including any amendment(s) or modification(s) thereof for the time being in force, (hereinafter referred as Act), Subject to the consent of the members be and is hereby appointment of Mr. Rajeev Kumar Singhal, who has submitted a declaration under

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**Registered Office:** 5140/41/34 Chaudhry Market, Sadar Bazar, Delhi- 110006

**Website:** [www.nirajispat.in](http://www.nirajispat.in) , **Email id:** [nirajispatindustries@gmail.com](mailto:nirajispatindustries@gmail.com)

**Phone No.**011-23551821, 64581675

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section 149(7) of the Act, as Independent Director of the Company for term up to five years ie. from 31<sup>st</sup> March, 2015 to 30<sup>th</sup> March, 2020, does not liable to retire by rotation.

#### 4. To Appoint Mr. Chaitanya Chaudhry as Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and 161 and other applicable provisions, if any, of the Companies Act, 2013 and Schedule IV thereto, Mr. Chaitanya Chaudhary, who was appointed as an Additional Director of the Company on February 27, 2015, who holds this office only up to the date of this Annual General Meeting, subject to the consent of the member of the Company be and is hereby appointed as Directors of the Company.

**By Order of the Board of Directors  
For NIRAJ INSPAT INDUSTRIES LIMITED**

**Place:** New Delhi

**Date:** 28/08/2015



**Signature:**

**Name:** Haryant Kumar Chaudhry

**Designation:** Director

**DIN:** 00021795

**Address:** KD-46, Kavi Nagar,  
Ghaziabad-201002, Uttar Pradesh

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## NOTES:

- (1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF, A PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the commencement of this Annual General Meeting.
- (2) Corporate members intending to send their authorized representatives to attend the meetings are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- (3) A statement pursuant to section 102(1) of the Companies Act, 2013 relating to the special business to be transacted at the meeting is annexed hereto.
- (4) Members are requested to bring their attendance slip alongwith their copy of Annual Report to the meeting, Proxies should fill in the attendance slip for attending the meeting.
- (5) Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions to the Company secretary, at least 10 days before the meeting to enable the information required to be made available at the meeting to the best extent possible.
- (6) The Company has entered into necessary arrangement with National Securities Depository Limited (NSDL) to enable the members to dematerialize their shareholding in the Company, Shareholders are requested to avail this facility and get their shares converted into dematerialized form by sending the Dematerialization Request Form (DRF) alongwith the share certificates through their Depository Participant to the Register and Transfer Agents of the Company.
- (7) Brief resume of the Directors proposed to be appointed/re-appointed, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India as under:

<b>Name</b>	Rajeev Kumar Singhal	Chaitanya Chaudhary
<b>Date of birth</b>	14/05/1966	15/08/1995
<b>Date of appointment</b>	27/02/2015	31/03/2015

- (8) Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
- (9) The Register of Members and the Share Transfer Books of the Company will remain closed from 22nd September, 2015 to 29th September, 2015 (both days inclusive).

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- (10) The Board of Directors has appointed Mr. Vivek Kumar, Company Secretary in Practice, having COP No. 10438 and office at T- 59, Ground Floor, West Patel Nagar, Near Khanna Market, New Delhi-110008, as the Scrutinizer for conducting this E-voting process in a fair and transparent manner.
- (11) In compliance with the provisions of Section 108 of the Companies Act, 2013 alongwith rules there under and as per the provisions of listing agreement, the Company is pleased to provide its members the facility to exercise their right to vote at the Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL).

The complete details of the instructions for e-voting are annexed to this notice.

## PROCESS FOR E-VOTING:

The Company viz; Niraj Ispat Industries Limited of which you are a shareholder has engaged NSDL for providing Remote E-voting services through the e-Voting platform of NSDL. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in voting on resolutions placed by Company on e-Voting system. The process of login to e -Voting website is given below:

1. Launch internet browser by typing the URL <https://www.evoting.nsd.com/>.
2. Click on "Shareholder - Login".
3. Put your existing User ID and password.
4. Home page of remote "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
5. Select "EVEN" Niraj Ispat Industries Limited.
6. Now you are ready for "e-Voting" as "Cast Vote" page opens.
7. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.

Members can cast their vote online from Saturday, 26th September, 2015 (9:00 A.M.) till Tuesday, 29th September, 2015 (5:00 P.M.). Kindly note that vote once casted cannot be modified. For EVEN, you can log-in any number of times on e-voting platform of NSDL till you have voted all the resolutions or till the end date of voting period.

Note: e-Voting shall not be allowed beyond said time i.e. 29th September, 2015, at 5:00 P.M.

8. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at [csvivekkumar@gmail.com](mailto:csvivekkumar@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

It is strongly recommended not to share your password with any other person and take utmost

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care to keep your password confidential. Kindly note that Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password, in such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.

Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.

You can also update your mobile number and e-mail id in the user profile details of the folio, which may be used for sending future communication(s).

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsd.com> or contact NSDL at the following toll free no.: 1800-222-990. For any further grievance related to the Remote E-voting, members may contact NSDL at the following contact information:

Phone No.+91 22 24994600/24994738

Email ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

The result of voting will be announced at 5140/41/34 Chaudhry Market, Sadar Bazar, Delhi-110006 by the Chairman of the Meeting of the AGM on 01st October, 2015. The result of the voting will be communicated to the stock exchanges and will also be posted on the website of the Company.

Name and Address of the Stock Exchange at which Company's shares are listed.

Delhi Stock Exchange Limited

3/1, Ashif Ali Road, Katra Chobey Lal,  
Old Delhi, New Delhi-110001

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## Annexure to the NOTICE

### STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

*The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:*

#### **ITEM No. 3**

Mr. Rajeev Kumar Singhal was appointed by the Board in its meeting held on March, 31, 2015 as an Additional Director in accordance with the provisions of section 161 of the Companies Act, 2013, Mr. Rajeev Kumar Singhal hold his office as an Additional Director till the ensuing Annual General Meeting. Thereafter the Board of Directors at their meeting held on 28<sup>th</sup> August, 2015 has also appointed Mr. Rajeev Kumar Singhal as an Independent Director of the Company for a term upto Five years ie. from 31<sup>st</sup> March, 2015 to 30<sup>th</sup> March, 2020, not liable to retire by rotation from the date of appointment.

Pursuant to the provisions of the Companies Act, 2013 and Rules made there under which came into effect from 1<sup>st</sup> April, 2014, every listed public Company is required to have at least one third of the total number of Directors as Independent Directors, who are not liable to retire by rotation and such appointments are subject to certain criteria's and for such terms as stated in the Act. Further SEBI had notified amended clause 49 w.e.f. 01.10.2014 which also lays down certain criteria's and requirements for Independent Directors.

Mr. Rajeev Kumar Singhal has over 20 years of Experience in Finance. He has done Bachelor's Degree in Commerce.

Mr. Rajeev Kumar Singhal has given a declaration to the Company that he meets the criteria of Independence as provided under Section 149(6) of the Companies Act 2013. In the opinion of the Board, Mr. Rajeev Kumar Singhal fulfilled the conditions specified in the Act for appointment as Independent an Director.

In compliance of the Act, the appointment of Mr. Rajeev Kumar Singhal as an Independent Director is now being placed before the members for their approval.

#### **ITEM NO.4**

Mr. Chaitanya Chaudhary having DIN: 06813394, who was appointed as an Additional Director of the Company on February 27, 2015, who holds this office only up to the date of this Annual General Meeting, subject to the consent of the member of the Company be and is hereby appointed as Directors of the Company.

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**By Order of the Board of Directors  
For NIRAJ INSPAT INDUSTRIES LIMITED**

**Place:** New Delhi

**Date:** 28/08/2015



**Signature:**

**Name:** Haryant Kumar Chaudhry

**Designation:** Director

**DIN:** 00021795

**Address:** KD-46, Kavi Nagar,  
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