



**NOTICE**

NOTICE is hereby given that the 16<sup>th</sup> Annual General Meeting of Nova Integrated Systems Limited will be held at a shorter notice on Monday, August 19, 2024 at 3.00 pm (IST) through Video Conferencing / Other Audio-Visual Means to transact the following business:

**Ordinary Business:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Sukaran Singh (DIN 01485745) who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint M/s N.A. Shah & Associates LLP, Chartered Accountants (Firm Registration No. 116560W / W100149) as the Statutory Auditors of the Company for a second term of 5 years.

**Special Business**

4. **Ratification of Remuneration of the Cost Auditor for the financial year 2024-25**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of Rs.1,00,000 (Rupees One Lakh only) excluding goods and service tax and reimbursement of incidental expenses, if any, at actuals in connection with the aforesaid audit, payable to M/s. Sagar & Associates, Cost & Management Accountants (Firm Registration Number- 000118) whose appointment and remuneration was approved by the Board of Directors of the Company at its Meeting held on April 24, 2024, to conduct of the cost records of the Company for the financial year 2024-25."



**NOTES:**

1. In terms of General Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 (collectively referred to as “MCA Circulars”) issued by the Ministry of Corporate Affairs (“MCA”), the 16<sup>th</sup> Annual General Meeting (“AGM”) of the Company is held through Video Conferencing or Other Audio Visual Means (“VC / OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”) and the MCA Circulars, the AGM of the Company is being held through VC/OAVM on Monday, August 19, 2024 at 3.00 pm (IST). The deemed venue for the AGM will be the Registered Office of the Company at Hardware Park, Plot No 21, Sy No 1/1, Imarat Kancha Raviryala Village, Maheshwaram Mandal Hyderabad, Telangana, India
2. **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 PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. As per the provisions of Clause 3.B. IV. of the General Circular No. 20/ 2020 dated May 5, 2020, the matter of Special Business as appearing at Item No. 4 of the accompanying Notice, is considered to be unavoidable by the Board and hence, forms part of this Notice.
5. The Explanatory Statement setting out material facts concerning the business under Item No. 3 and 4 of the Notice is annexed hereto. The relevant details, pursuant to Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re- appointment at this AGM is also annexed.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting through the following link:  
[Click here to join](#)
7. In line with the MCA Circular dated May 5, 2020 and January 13, 2021, the Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company.



8. Since the Company is not required to conduct e-voting, the voting at the meeting shall be conducted through a show of hands, unless demand for a poll is made by any member in accordance with Section 109 of the Act. In case of a poll on any resolution at the AGM, members are requested to convey their vote by e-mail to the Company Secretary at [npmerchant@tasl.aero](mailto:npmerchant@tasl.aero)
9. Members who need assistance in connection with using the technology before or during the AGM, may reach out to the Company officials at +91 9820169335/ +91 9246852771.
10. Corporate Members intending to send their authorized representative to attend the AGM are required to send a duly certified scanned copy of their Resolution authorizing them to attend and vote through VC/OAVM on their behalf at the AGM by e-mail to [npmerchant@tasl.aero](mailto:npmerchant@tasl.aero)
11. Members who would like to express their views or ask questions during the AGM may raise the same at the meeting or send them in advance (mentioning their name and folio no.), at least 3 days prior to the date of the AGM to [npmerchant@tasl.aero](mailto:npmerchant@tasl.aero)
12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act will be available electronically for inspection by the Members during the AGM and the same can be accessed by writing to [npmerchant@tasl.aero](mailto:npmerchant@tasl.aero)
13. Members who wish to inspect the relevant documents referred to in the Notice can send an email to [npmerchant@tasl.aero](mailto:npmerchant@tasl.aero) up to the conclusion of this Meeting.

**By order of the Board of Directors**

For Nova Integrated Systems Limited

**Niyati Merchant**

Company Secretary

Membership No. ACS 64832

Date: April 24, 2024

Place: Mumbai

**Registered. Office:**

Hardware Park, Plot No 21, Sy No 1/1,

Imarat Kancha Raviryala Village, Maheshwaram Mandal

Hyderabad 501218, Telangana – India

E-mail: [npmerchant@tasl.aero](mailto:npmerchant@tasl.aero)

CIN: U74990TG2008PLC099481



## **EXPLANATORY STATEMENT**

The following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 3 and 4 of the Notice:

### **Item No. 3**

The following Explanatory Statement is provided although strictly not required as per the Companies Act, 2013 (“Act”).

In compliance with Section 139 of the Act and corresponding Rules, the Members of the Company at the 11<sup>th</sup> Annual General Meeting had appointed M/s N.A. Shah & Associates LLP, Chartered Accountants (Firm Registration No. 116560W / W100149) as the Statutory Auditors of the Company, to hold office up to the conclusion of the 16<sup>th</sup> Annual General Meeting (“AGM”).

The Board based on the recommendation of the Audit Committee approved and recommended the re-appointment of M/s N.A. Shah & Associates LLP, Chartered Accountants (Firm Registration No. 116560W / W100149) as Statutory Auditors of the Company for a period of five consecutive years from the conclusion of the 16<sup>th</sup> AGM till the conclusion of the 21<sup>st</sup> AGM of the Company.

The Company has received letter from M/s N.A. Shah & Associates LLP, Chartered Accountants signifying their willingness to be re-appointed as the Statutory Auditors of the Company and have also confirmed that their re-appointment, if approved by the Members, would be within the criteria specified in Section 141 of the Act and the Rules framed thereunder.

Brief profile of Statutory Auditors is given below:

Over the past 50 years, N.A. Shah Associates LLP has established itself as a niche professional services firm offering a suite of value-added services and consistently delivering authentic, simple solutions relevant to our clients’ complex challenges. In the process, we’ve built family of 325+ that’s what we prefer to call our team – that includes 10 Partners, 6 Associate Partners and more than 100+ chartered Accountants, perfectly balancing experience, and youth.

The Board recommends the Resolution at Item No. 3 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution at Item No.3 of the accompanying Notice.



**Item No. 4**

Pursuant to the provisions Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to have the audit of its cost records for products covered under the Companies (Cost Records and Audit) Rules, 2014 conducted by a Cost Accountant in practice.

Based on the documents made available and the discussions held at the meeting of the Audit Committee, it considered and recommended the appointment and remuneration of the Cost Auditors to the Board of Directors ("Board"). The Board has on the recommendation of the Audit Committee approved the appointment and remuneration of M/s. Sagar & Associates (Firm Registration No.000118) as the Cost Auditor of the Company for the financial year 2024-25.

In accordance with the provisions of Section 148(3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board has to be ratified by the Members of the Company. The Board has fixed the remuneration payable to Cost Auditors for the financial year 2024-25 at Rs. 1,00,000/- (Rupees One Lakh only) excluding Goods and service tax and reimbursement of incidental expenses, if any, at actuals in connection with the aforesaid audit.

The Board recommends the Resolution at Item No. 4 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution at Item No.4 of the accompanying Notice.

**By order of the Board of Directors**  
For Nova Integrated Systems Limited

**Niyati Merchant**  
Company Secretary  
Membership No. ACS 64832  
Date: April 24, 2024  
Place: Mumbai

**Registered. Office:**

Hardware Park, Plot No 21, Sy No 1/1,  
Imarat Kancha Raviryala Village, Maheshwaram Mandal  
Hyderabad 501218, Telangana – India  
E-mail: npmerchant@tasl.aero  
CIN U74990TG2008PLC099481





**Details of Director seeking re-appointment at the 16<sup>th</sup> Annual General Meeting  
[Pursuant to SS-2 – Secretarial Standards on General Meetings]**

Name of the Director	Sukaran Singh
DIN	01485745
Designation	Non- Executive Director
Qualification	MBA from the University of Chicago; Politics, Philosophy & Economics degree from the University of Oxford in the UK and B.A. in Economics from St. Stephen College, Delhi University.
Experience/Expertise	Sukaran Singh is the Managing Director and Chief Executive Officer of Tata Advanced Systems Limited (TASL) which is the aerospace and defence company of Tata Sons, the holding company of the Tata Group. Sukaran has worked in the Tata Group since 2003 when he joined the office of the Group Chairman of Tata Sons to work on 'globalisation'. Working for Tata Sons Chairman, Sukaran led a range of new business opportunities that required leveraging cross-linkages between multiple Tata companies in industries such as metals, mining and energy. In aerospace and defence, he has helped build and now leads TASL. TASL is now one of the largest defence and aerospace companies in the private sector in India and acts as both an operating company and a holding company for its joint ventures with companies such as Lockheed Martin, Sikorsky and Boeing and undertakes multiple strategic projects for the Indian armed forces and defence development agencies. TASL has recently acquired and successfully integrated four other Tata companies that were operating in military land systems, weapon systems and commercial aerostructures.
Age (Date of Birth)	54 years (May 14, 1969)
Terms and Conditions of re- appointment	To be re-appointed as a Director, liable to retire by rotation
Details of Remuneration sought to be paid	Sitting Fees for attending Board and Committee Meetings
Remuneration last drawn	Rs. 1,60,000/-
Date of first appointment on the Board	June 11, 2008
Shareholding in the Company	1 share jointly held with Tata Advanced Systems Limited
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL
Number of Meetings of the Board attended during the tenure of appointment in the financial year 2023-24	4
Other Directorships	-Tata Advanced Systems Limited -Tata Sikorsky Aerospace Limited -Tata Lockheed Martin Aerostructures Limited -Tata Boeing Aerospace Limited -Tvlive India Private Limited -Strategic Energy Technology Systems Private Limited -Infromnet Media Pvt. Limited
Membership/ Chairmanship of Committees of other Companies	-Tata Advanced Systems Limited-CSR (Member) -Tata Boeing Aerospace Limited- CSR (Member) -Tata Sikorsky Aerospace Limited-NRC (Member), Audit (Member) & CSR (Member) -Tata Lockheed Martin Aerostructures Limited-Audit Committee (Member), CSR (Member)