NOTICE OF FIFTEENTH ANNUAL GENERAL MEETING

Notice is hereby given that the fifteenth Annual General Meeting of the members of Nippon Steel Pipe India Private Limited will be held on Friday, 19th September 2025 at 10:30 A.M. at through Video Conferencing to transact the following business:

ORDINARY BUSINESS

1. **To receive, consider and adopt the Financial Statements of the Company for the financial year ending March 2025 including audited Balance Sheet as at 31st March, 2025, the statement of Profit & Loss Account and Cash Flow Statement for the year ended on that date together with the Reports of the Directors' and Auditors' thereon.** To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ordinary** resolution:

   "RESOLVED THAT the Financial Statements of the Company for the financial year 2024-2025 including audited balance Sheet as at 31st March, 2025, the statement of Profit & Loss Account and Cash Flow Statement for the year ended on that date together with the Reports of the Directors' and Auditors' thereon be and are hereby considered and adopted."

SPECIAL BUSINESS

2. **To ratify the remuneration payable to Cost Auditor for the Financial Year 2025-2026.** 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, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time and such other permissions as may be necessary, the Members hereby ratify the remuneration of Rs. 1,60,000 per annum plus applicable taxes and out-of-pocket expenses to be paid to M/s Pavan Gupta & Associates, Cost Accountants (Firm Registration No. 101351), who were appointed by the Board of Directors of the Company to conduct Cost Audit of Cost Accounts records of the Company for the Financial Year 2025-2026.

   RESOLVED FURTHER THAT the Directors and/or Company Secretary of the Company be and are hereby authorized severally to take all necessary steps including filing of requisite forms and other documents with the Registrar of Companies, Jaipur and to do all such acts, deeds and things as may be necessary in this regard."

For and on behalf of the Board
Nippon Steel Pipe India Private Limited

NEEMRANA

Asaki Matsunaga
Director
DIN: 10705314
Date: 18th August 2024
Place: Neemrana

Notes:

1. In view of the Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') vide its circular dated 5th May 2020 read with circulars dated 13th January 2021, 8th December 2021, 14th December 2021, 5th May 2022, 28th December 2022 and 25th September 2023 and 19th September 2024 (collectively referred to as 'MCA Circulars') permitted for holding the Annual General Meeting ('AGM') through VC/OAVM facility, till 30th September 2025 without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act') and the relevant MCA Circulars, the AGM of the Company this year as well is being conducted through VC/OAVM.
2. The procedure for participating in the meeting through VC/OAVM is explained at Note No. 9.
3. 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/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Corporate members are requested to send in advance duly certified copy of Board Resolution / Letter of Authority / Power of Attorney authorizing their representative to attend the meeting.
5. 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.
6. The facility for joining the AGM through VC/OAVM will be opened 15 minutes before and upto 15 minutes after the scheduled start time of the AGM, i.e. from 10:15 a.m. to 10:45 a.m.
7. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays, during business hours up to the date of the Meeting.
8. Since the AGM will be conducted through VC/OAVM facility, the Route Map, Proxy Form and Attendance Slip are not annexed to this Notice.
9. Instructions for voting and joining the AGM are as follows:
   (i) Voting at AGM:
   a. Only those members/shareholders, who will be present in the AGM through video conferencing facility and are not barred from voting, are eligible to vote in the AGM.
   b. Members attending the AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
   c. Voting at AGM will be conducted by show of hands.
   (ii) Instructions for members for attending the AGM:
   a. Members are encouraged to join the meeting through devices (Laptops, Desktops, Mobile devices) with Google Chrome for better experience.
   b. Further, members are required to allow camera and also required to use internet with a good speed to avoid any disturbance during the AGM.
   c. While all efforts would be made to make the VC/OAVM meeting smooth, participants connecting through mobile devices, tablets, laptops etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.

NIPPON STEEL PIPE INDIA PVT. LTD. NEEMRANA

EXPLANATORY STATEMENT

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, sets out all material facts relating to the business mentioned at Item No. 1 of the accompanying Notice.

Item No. 2

The Board of Directors of the Company in its meeting held on 18th August 2025 approved the appointment of M/s. Pavan Gupta & Associates, Cost Accountants, as the Cost Auditors to carry out the audit of the Company's Cost Accounts records of the Company for the financial year 2025-2026.

The Board has proposed remuneration of Rs. 1,60,000/- per annum plus applicable taxes and out of pocket expenses for the financial year 2025-2026. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, ratification for the remuneration to be paid to the Cost Auditors for the financial year 2025-2026 by way of an Ordinary Resolution is being sought from the members as set out at Item No.2 of the Notice.

The proposed resolution as set out at Item No.2 of this Notice is recommended for your approval.

None of the Directors or Key Management Personnel of the Company or their relatives is, in any way, concerned or interested, financial or otherwise in the resolution set out at Item No.2 of the Notice.

NIPPON STEEL PIPE INDIA PVT. LTD. NEEMRANA