

**NOTICE OF THE EXTRA – ORDINARY GENERAL MEETING**

Notice is hereby given that the Extra – Ordinary General Meeting of the members of Nippon Steel Pipe India Private Limited will be held on Tuesday, 14<sup>th</sup> day of May, 2024 at 12:00 Noon (IST) through Video Conferencing to transact the following business:

**SPECIAL BUSINESS**

**1. To approve and adopt new set of Memorandum of Association of the Company as per Companies Act, 2013**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a special resolution:

**“RESOLVED THAT** pursuant to the provisions of section 13 of the Companies Act, 2013 (‘Act’), read with rules made thereunder, and any other applicable provisions, including any modifications(s) thereto or re-enactment(s) thereof for the time being in force, the consent of the members of the Company be and is hereby accorded to substitute the exiting Memorandum of the Company with a new set of Memorandum of Association as per the Companies Act, 2013.

**RESOLVED FURTHER THAT** Directors and Company Secretary of the Company be and are hereby severally authorized to sign and file all the requisite e-forms including Form MGT-14 along with such other documents as may be required, with the Registrar of Companies, Jaipur and to do all such acts, deeds and things as may be ancillary or incidental thereto for giving effect to this resolution.”

**2. To approve and adopt new set of Articles of Association of the Company as per Companies Act, 2013**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a special resolution:

**“RESOLVED THAT** pursuant to the provisions of section 14 of the Companies Act, 2013 (‘Act’), read with rules made thereunder, and any other applicable provisions, including any modifications(s) thereto or re-enactment(s) thereof for the time being in force, the consent of the members of the Company be and is hereby accorded to substitute the exiting Articles of the Company with a new set of Articles of Association as per the Companies Act, 2013.



**RESOLVED FURTHER THAT** Directors and Company Secretary of the Company be and are hereby severally authorized to sign and file all the requisite e-forms including Form MGT-14 along with such other documents as may be required, with the Registrar of Companies, Jaipur and to do all such acts, deeds and things as may be ancillary or incidental thereto for giving effect to this resolution.”

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

For Nippon Steel Pipe India Pvt. Ltd.

  
Chandra Prakash Jangir  
Company Secretary  
M.No.: A56322

Date: 15<sup>th</sup> April, 2024

Place: Neemrana

**Notes:**

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated September 25, 2023 read together with circulars dated April 8, 2020, May 05, 2022 and December 28, 2022 (collectively referred to as “MCA Circulars”) permitting for convening the Extraordinary General Meeting (“EGM”) through Video Conferencing (VC) or Other Audio Visual Means (OAVM). In accordance with the MCA circulars and provisions of the Companies Act, 2013 (“the Act”), the EGM of the Company is being held through VC/OAVM.
2. The procedure for participating in the meeting through VC/OAVM is explained at Note No. 9.
3. The proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company located at Plot No-SP2, 100-103 RIICO New Industrial Complex Majrakath, Neemrana, Alwar-301705, Rajasthan, which shall be the deemed venue of the EGM.
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 EGM through VC/OAVM will be opened 15 minutes before and upto 15 minutes after the scheduled start time of the EGM, i.e. from 11:45 a.m. to 12:15 p.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 EGM 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 EGM are as follows:
  - (i) **Voting at EGM:**
    - a. Only those members/shareholders, who will be present in the EGM through video conferencing facility and are not barred from voting, are eligible to vote in the EGM.
    - b. Members attending the EGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
    - c. Voting at EGM will be conducted by show of hands.
  - (ii) **Instructions for members for attending the EGM:**
    - 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 EGM.



- 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.

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

For Nippon Steel Pipe India Pvt. Ltd.



**Chandra Prakash Jangir**  
**Company Secretary**  
**M.No.: A56322**

Date: 15<sup>th</sup> April, 2024  
Place: 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 Nos. 1 and 2 of the accompanying Notice.

**Item No. 1**

The existing Memorandum of Association (MOA) of the Company was based on the erstwhile Companies Act, 1956. The Alteration of MOA was necessary to bring the existing MOA in line with the new Companies Act, 2013 (the “new Act”).

The object clause and the liability clause of the existing MOA needs to be re-aligned as per Table A of Schedule I of the new Act. Members are requested to note that there is no change in main objects of the Company. MOA was amended and replaced only to bring the same in line with the new Act.

The proposed resolution as set out at Item No.1 of this Notice is recommended for your approval.

None of the Directors or Key Management Personnel of the Company or their relatives, in any way, concerned or interested, financial or otherwise in the resolution set out at Item No.1 of the Notice.

**Item No. 2**

The existing Articles of Association (AOA) of the Company were based on the provisions of the Companies Act, 1956 (the “erstwhile Act”) and several regulations in the existing AOA contained reference to specific sections of the erstwhile Act and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013 (the “new Act”).

In order to bring the existing AOA of the Company in line with the provisions of the new Act, the Company made numerous changes in the existing AOA. Therefore, adopted a comprehensive new set of Articles of Association of the Company (new Articles) in substitution of and to the exclusion of the existing AOA.

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, in any way, concerned or interested, financial or otherwise in the resolution set out at Item No.2 of the Notice.

