NEWMALAYALAM STEEL LIMITED

(CIN: L27209KL2017PLC048762)
DOOR NO: 2/546/A & 2/546/B MALA, PALLIPURAM P O, MALA, THRISSUR, KERALA, INDIA, 680732

Date: 04th September, 2026

To
National Stock Exchange of India
Listing Compliance Department,
Exchange Plaza, 5th Floor,
Plot No. C/1, Block-G,
Bandra Kurla Complex, Bandra (E),
Mumbai-400051

Company Symbol: NMSTEEL; ISIN: INE0TP801012

Dear Sir/Madam,

Sub: Submission of Notice convening the 09th Annual General Meeting as per Regulation 30 of SEBI (LODR) Regulation 2015.

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, enclosed herewith a copy of the Notice of the 09th Annual General Meeting of the Company to be held on Wednesday, 30th September 2026 at 03:30 PM (IST) through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM), in compliance with relevant circulars issued by the MCA and the SEBI as amended from time to time.

Further, in terms of Regulation 46 of Listing Regulations, the Annual Report along with the Notice of Annual General Meeting is also available on the website of the Company at www.demacsteel.com.

Kindly acknowledge the receipt and take the same on your record.

Thanking you,
Yours faithfully,

For, **Newmalayalam Steel Limited**

VAZHAPPILY DAVIS VARGHESE
Digitally signed by VAZHAPPILY DAVIS VARGHESE
Date: 2026.09.04 20:32:01 +05'30'

Varghese Vazhappily Davi
Managing Director
DIN: 07763636

Enclosed as above

NOTICE OF 09TH ANNUAL GENERAL MEETING

Dear Members/Directors/Auditors,

NOTICE is hereby given that the 09th Annual General Meeting of the members of Newmalayalam Steel Limited will be held on Wednesday, September 30, 2026, at 3.30 PM (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESSES:

1. **To discuss and consider the audited Statement of Profit and Loss and Cash Flow Statement of the Company for the year ended on March 31, 2026 and the Balance Sheet as at March 31, 2026 together with schedules and notes annexed thereto and the report of the Auditors and Directors thereon and to pass with or without modification, the following resolution as an Ordinary Resolution:**

   "**RESOLVED THAT** the audited Balance Sheet as at March 31, 2026, the audited Statement of Profit and Loss and Cash Flow Statement for the year ended on March 31, 2026 together with schedules and notes annexed thereto and the report of the Auditors and Directors thereon, as circulated to the members and also placed before the meeting, be and is hereby received, approved and adopted."

2. **To consider appointment of director in place of Mrs. Molly Varghese, who retires by rotation and being eligible offers herself for re-appointment and to pass with or without modification, the following resolution as an Ordinary Resolution:**

   "**RESOLVED THAT** pursuant to the provisions of section 152 of the Companies Act, 2013 and rules made thereunder (including any statutory modification and re-enactment thereof) and other applicable provisions, if any of the Companies Act, 2013, of Mrs. Molly Varghese (DIN: 08279078) who is liable to retire by rotation and being eligible has offered herself for appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation and she shall continue to be a Whole-time director of the company."

SPECIAL BUSINESSES:

3. **To ratify the remuneration payable to the Cost Auditors of the company for the financial year 2025-26**

To consider and if thought fit to pass 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 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), the members of the Company be and hereby ratify the payment of remuneration of Rs. 75,000/- per annum (Rupees Seventy-Five Thousand Only), plus applicable taxes and reimbursement of out-of-pocket expenses at actual to M/s Rosh & Associates, Cost Accountant, (Registration No. 004211) appointed by the Board on the recommendation of the Audit Committee, as the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. **To approve material related party transactions with Jaihind Metal Corporation Private Limited**

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

"**RESOLVED THAT** pursuant to the Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, pursuant to section 188 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter/continue to enter into Material Related Party Transaction(s)/Contract(s)/ Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with Jaihind Metal Corporation Private Limited, a related party pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, during financial year 2026-27, for an aggregate value not exceeding Rs. 150 crores, on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the related party and the Company, provided that the said Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) shall be carried out at arm's length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

5. **To approve material related party transactions with Jaihind Steel Private Limited**

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

"**RESOLVED THAT** pursuant to the Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, pursuant to section 188 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter/continue to enter into Material Related Party Transaction(s)/Contract(s)/ Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with Jaihind Steel Private Limited, a related party pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, during financial year 2026-27, for an aggregate value not exceeding Rs. 300 crores, on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the related party and the Company, provided that the said Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) shall be carried out at arm's length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

6. To approve material related party transactions with Demac Industries Limited

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

"**RESOLVED THAT** pursuant to the Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, pursuant to section 188 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter/continue to enter into Material Related

Party Transaction(s)/Contract(s)/ Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with Demac Industries Limited, a related party pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, during financial year 2026-27, for an aggregate value not exceeding Rs. 100 crores, on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the related party and the Company, provided that the said Transaction(s)/ Contract(s)/Arrangement(s)/Agreement(s) shall be carried out at arm's length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

7. **To approve grant of loan, giving guarantee or providing security to subsidiary company in terms of the provision of section 185 of the Companies Act, 2013**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 185(2) and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or re-enactments thereof, for the time being in force, read with the relevant rules framed thereunder and subject to such approvals, consents, sanction and permissions as may be necessary, consent of the members of the company be and is hereby accorded to give loan to give any guarantee or provide any security in connection with any loan taken by Prime NMS Private Limited, subsidiary company, to the extent of INR 100 Crores (Rupees One Hundred Crores Only), to be utilized for its principal business activities, in which the directors of the company is interested in.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors of the company (hereinafter referred to as the "Board", which term shall be deemed to include any committee thereof if any) be and is hereby authorized to negotiate, finalize and agree the terms and conditions of the aforesaid loan, and to take all necessary steps, to execute all such documents, deeds, instruments and writings and to do all such acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto including filing of the forms with ROC, as the Board may think fit and suitable."

By the order of the Board

For Newmalayalam Steel Limited

SD/-

Varghese Vazhappily Davis

Managing Director

DIN: 07763636

Date: 02.09.2026

Place:Thrissur

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 14/2020, 17/2020, 20/2020, 02/2021, 02/2022, 10/2022 , 09/2023, 09/2024 and 03/2025 dated 8 April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 5th May 2022, 28th December 2022, 25th September, 2023, 19th September 2024 and 22nd September 2025 (collectively referred to as "MCA Circulars") and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and earlier circulars issued in this regards (collectively referred to as "SEBI Circulars") have permitted the holding of the AGM through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the 09th Annual General Meeting of the Members of the Company will be held through VC/ OAVM, without the physical presence of the Members at a common venue.

2. The registered office of the Company at Door No: 2/546/A & 2/546/B Mala, Pallipuram P O, Mala, Thrissur, Thrissur, Kerala, India, 680732 shall be deemed to be the venue for the AGM. Since the AGM will be held through VC, the Route Map is not annexed in this Notice.

3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to

attend the AGM without restriction on account of first come first served basis.

5. 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 Companies Act, 2013.

6. 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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time 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 National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.

7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at https://www.demacsteel.com/. The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

8. Members holding shares in dematerialised mode are requested to register/ update their email addresses with the relevant Depository Participants.

9. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

10. In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 ("the Listing Regulations"), the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by the NSDL. Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialised mode is provided in the instructions for e-voting section which forms part of this Notice.

11. The Board has appointed Mr. Sumit Agarwal, Practicing Company Secretary (M. No. 31515 and COP No. 21313), as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.

12. The remote e-voting period commences on **Sunday, September 27, 2026 at 09:00 A.M. (IST) and ends on Tuesday, September 29, 2026 at 05:00 P.M. (IST).** During this period, members holding shares in dematerialised form, as on **cut-off date, i.e. as on Wednesday, September 23, 2026** may cast their votes electronically. The e-voting module will be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolutions on which vote has already been cast. Members who are present at the AGM and have not cast their votes through remote e-voting shall be provided an opportunity to vote electronically during the meeting. Additionally, a time window of 15 minutes shall be available post conclusion of the meeting for such Members to cast their votes.

13. The facility for voting during the AGM will also be made available. Members present in the AGM through VC/ OAVM and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.

14. The Scrutinizer will submit their report to the Chairman of the Company ('the Chairman') or to any other person authorised by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting). The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL and will also be displayed on the Company's website, www.demacsteel.com.

15. 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 Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/ OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to acsagarwal@gmail.com with a copy marked to e-voting@nsdl.com.

16. 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 their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the RTA of the Company

17. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (exception case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action of dematerialize the Equity Shares of the Company promptly.

18. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Sunday, September 27, 2026 at 09:00 A.M. (IST) and ends on Tuesday, September 29, 2026 at 05:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, September 23, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, September 23, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are 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 4. 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. 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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL 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. NSDL and CDSL.

Login type	**Helpdesk details**
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.com or call at 022 - 4886 7000
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 no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

    a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
    b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
    c) How to retrieve your 'initial password'?
        i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
        ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

    a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

    b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

    c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

    d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to acsagarwal@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the 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 the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Mr. Amit Vishal, Deputy Vice President at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 info@demacsteel.com
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to info@demacsteel.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at info@demacsteel.com. The same will be replied by the company suitably.
6. The shareholders who would like to express their views or ask questions during the AGM may register themselves as speakers by sending their request mentioning their name, demat account number/ folio number, email id and mobile number, at info@demacsteel.com. The speaker registration will be open during **Friday, September 04, 2026, at 09:00 A.M. (IST) and ends on Wednesday, September 23, 2026, at 05:00 P.M. (IST).** Only those shareholders who are registered as speakers will be allowed to express their views or ask questions.

By the order of the Board

For Newmalayalam Steel Limited

SD/-

Varghese Vazhappily Davis

Managing Director

DIN: 07763636

Date: 02.09.2026

Place:Thrissur

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND/OR THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No. 2: To consider appointment of director in place of Mrs. Molly Varghese, who retires by rotation and being eligible offers herself for re-appointment:

Mrs. Molly Varghese (DIN: 08279078) was appointed as Director of the company with effect from 14/11/2018 and as Whole-time Director of the Company with effect from 27/12/2023. Mrs. Molly Varghese is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. Accordingly, it is proposed to re-appoint her as Whole-time Director of the Company whose period of office shall be liable to retire by rotation. The details as required under SS-2 and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent amendments thereof:

Name of the Director	Mrs. Molly Varghese
Director Identification Number (DIN)	08279078
Current Designation/ category of the Director	Whole-time Director
Age	62 years
Date of Birth	05/04/1964
Date of the first appointment	14/11/2018
Qualifications	Msc Mathematics
Profile, Experience and Expertise in specific functional areas/Brief Resume.	Mrs. Molly Varghese (DIN: 08279078) is one of the Promoters and Whole- time Director of our Company. In the past, she was associated with M/s. Demac Steel in the capacity of accounts manager. She has experience of around ten years in the area of finance. Presently, she is responsible for internal review & verification of accounts.

Directorships held in other companies including equity listed companies and excluding foreign companies as on the date of this Notice	None
Memberships/Chairmanships of committees of other companies (excluding foreign companies) as on date of this Notice	None
Name of Listed Entities from which the person has resigned in the past three years	NA
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	Spouse: Mr. Varghese Vazhappily Davis (DIN: 07763636), Son: Mr. Vazhappilly Varghese Cyriac (DIN: 07763663)
Shareholding in the Company including shareholding as a beneficial owner	10,000 Equity Shares, 0.06% of Rs 10/- each.
No. of Board Meetings attended during the year	7 meetings held during the Financial year 2025-26. She was present in all the Meetings.
Details of Remuneration sought to be paid	Rs. 24 lakhs p.a.
Remuneration last drawn (FY 2025-26)	Rs. 24.00 lakhs
Terms and Conditions of appointment/ reappointment	Basic Salary: Rs 2,00,000/- (Two Lakh Only) Per Month Perquisites: In addition to the salary received, a Whole-time Director of our Company is entitled to the following perquisites and allowances: • **Medical Reimbursement**: Reimbursement of the expenses incurred for self and family or medical insurance for self and family subject to a ceiling of one month's salary in a year or three months' salary over a period

	of three years. • **Leave Travel Concession**: Leave travel concession for self and family once in a year incurred in accordance with rule of the Company. *Explanation: Family means, the Spouse, the dependent children and dependent parents* • **Club Fees**: Fees of Club subject to maximum of two clubs. No admission and life membership fee shall be paid. • **Personal Accident Insurance**: Personal accident insurance of an amount, the annual premium of which does not exceed 5,00,000/- annum. • **Gratuity as per the rules of the Company**: a) Company's contribution towards superannuation fund as per the rules of our Company; and b) The aforesaid perquisites stated for the payment of gratuity shall not be included in the computation of aforesaid ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961. • **Earned Leave**: On full pay and allowance and perquisites as per the rules of the company, but no exceeding one-month salary for eleven months service. Encashment of leave at the end of the tenure shall not be included in the computation of the aforesaid ceiling on perquisites and/or salary. • Provision for car for use on Company's business and telephone at residence shall not be considered as perquisites, personal long-distance call and use of car for private use shall be billed by our Company. Minimum Remuneration: In the event of loss or inadequacy of profits in any financial year, Mrs. Molly Varghese shall be entitled to receive a total remuneration including

	perquisites, etc., not exceeding the ceiling limits as approved by the Board of Directors and the members, as minimum remuneration. Other Terms & Conditions a. Mrs. Molly Varghese is being appointed as a Whole time Director of the Company for a period of 5 (Five) years. She shall be liable to retire by rotation. b. As a Whole time Director, Mrs. Molly Varghese will be entrusted with substantial powers of management of affairs of the Company and she will also perform such functions and duties as may be decided by the Board. c. Mrs. Molly Varghese will be subject to the superintendence, control and directions of the Board. d. Mrs. Molly Varghese will work on whole-time basis for the Company and shall act diligently and to the best of her abilities in the discharge of her duties and shall not, directly or indirectly, engage herself in any other business, occupation or employment without the prior approval of the Board. e. Mrs. Molly Varghese will, whenever required by the Board, undertake to travel in India and elsewhere towards the performance of her duties. f. The Board may re-allocate / re-designate the duties and responsibilities of Mrs. Molly Varghese. g. Mrs. Molly Varghese will not during her tenure or thereafter divulge or disclose to any person whomsoever or make any use whatsoever for her own purpose or for any purpose other than that of the Company, any confidential information or knowledge obtained by her during her employment as to the business or affairs of the Company or its methods or as to any trade secrets or secret processes of the Company and Mrs. Molly Varghese will during

	the continuance of her employment with the Company also use her best endeavours to prevent any other person from doing so PROVIDED HOWEVER that any such divulgence or disclosure to officers and employees of the Company on a need-to-now basis with suitable caution as to confidentiality shall not be deemed to be a contravention of this clause. h. She will not accept the directorship in any other company(ies), except with the prior approval of the Board. i. Either party shall be entitled to terminate this employment by giving not less than three months' notice in writing in that behalf to the other party without the necessity of showing any cause (hereinafter referred to as "Termination by Mutual Consent"), On the expiry of the period of such notice, this employment shall be stand terminated.

Except Mrs. Molly Varghese being an appointee and Mr. Varghese Vazhappily Davis (DIN: 07763636), and Mr. Vazhappilly Varghese Cyriac (DIN: 07763663) none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item no. 2.

The Board of Directors recommends the Ordinary Resolution set out at item No. 2 of the Notice for approval by Members.

Item No. 3: To ratify the remuneration payable to the Cost Auditors of the company for the financial year 2025-26:

Members are hereby informed that upon the recommendation of the Audit Committee, Board of Directors of your Company have appointed M/s Rosh & Associates, Cost Accountant, (Registration No. 004211) as Cost Auditors of the Company for the year 2025-26 on the remuneration of Rs. 75,000/- per annum (Rupees Seventy-Five Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses at actual.

As per section 148(3) read with Rule 14 of Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors is to be ratified by the Shareholders in ensuing 09th AGM.

None of the Directors, Key Managerial Personal or their relatives are concerned or interested financial or otherwise in the aforesaid resolution.

The Board of directors recommend to pass necessary resolution as set out in Item No.3 of the Notice by way of an Ordinary Resolution.

Item No. 4 to 6: To approve material related party transactions with Jaihind Metal Corporation Private Limited, Jaihind Steel Private Limited and Demac Industries Limited

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the threshold limit for determination of material related party transactions of SME listed entity is the lower of Rs. 50 crore (Rupees Fifty crores) or 10% (ten percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity and such material related party transactions exceeding the limits, would require prior approval of Members by means of an Ordinary Resolution.

The Audit Committee and the Board of directors at their meeting held on 27th May 2026 have approved the related party transactions proposed to be entered into by the company for the financial year 2026-27.

The company being part of a group of companies involved in various steel and metal related business, often involves in transactions with these related entities.

The details of related party transactions are as follows:

	I	
1.	Name of related party and relation	**Jaihind Metal Corporation Private Limited** ("JMCPL"). *(formerly known as Jaihind Tubes Private Limited)* It is a company owned and controlled by Mr. Mahendra Kumar Jain and Mr. Divyakumar Jain. Mrs. Suman Jain is part of the promoter group of JMCPL.
2.	Type and particulars of the proposed transaction	1. Advancing of loan 2. Purchase of raw material 3. Sale of finished products
3.	Material Terms	The purchase and sale transactions are in the ordinary course of business of the company.

		The company lends short term loans to JMCPL from the surplus funds available for meeting their working capital requirements. The company charges interest on the loan and the tenure of loan is till the end of the relevant financial year.
4.	Tenure of the proposed transaction	Throughout the financial year
5.	Value of the proposed transaction	Not exceeding Rs. 150 crores at any time during the year.
6.	Justification for why the proposed transaction is in the interest of the listed entity;	JMCPL is into the business of manufacturing and trading in steel tubes and pipes. The Company is situated in Udupi, Karnataka. JTPL being in same industry and in similar business helps the company to procure raw materials and sell its products at competitive rates. Being a related entity, advancing loan to JMCPL is better usage of surplus funds of company which would otherwise be laying idle. Even though company could invest the funds in other avenues but it will affect the liquidity of funds and the cost of retrieving would be more compared to loan to related entity.
7.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	46.89%
8.	A copy of the valuation or other external party report, if any such report has been relied upon	NA
9.	Details of the source of funds in connection with the proposed transaction	Surplus funds available with company
10.	Nature, cost and tenure of financial indebtedness incurred to make or give loans, interoperate	NA

	deposits, advances or investments	
11.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Covenants – The company has entered into a inter corporate loan agreement with JMCPL. Tenure – 1 year Interest Rate – 9% Repayment – within 1 year of lending Nature of Security – Unsecured
12.	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	For principal business activities - operational and working capital requirements
	II	
1.	Name of related party and relation	Jaihind Steel Private Limited ("JSPL") It is a company owned and controlled by Mr. Mahendra Kumar Jain and Mr. Divyakumar Jain. Mrs. Suman Jain is part of the promoter group of JSPL.
2.	Type and particulars of the proposed transaction	1. Advancing of loan 2. Purchase of raw material 3. Sale of finished products
3.	Material Terms	The purchase and sale transactions are in the ordinary course of business of the company. The company lends short term loans to JSPL from the surplus funds available for meeting their working capital requirements. The company charges interest on the loan and the tenure of loan is till the end of the relevant financial year.
4.	Tenure of the proposed transaction	Throughout the financial year
5.	Value of the proposed transaction	Not exceeding Rs. 300 crores.
6.	Justification for why the proposed transaction is in the interest of the listed entity;	JSPL is the flagship company promoted and controlled by Mr. Mahendra Kumar Jain and Mr. Divyakumar Jain. The company had a standalone turnover of Rs. 721 crores in the financial year 2025-26. The company is into the business of trading in iron and steel.

		The company has 2 subsidiaries including one in Singapore. The wide presence and years of experience in the industry helps the company to procure raw materials and sell its products at competitive rates to various clients. Being a related entity, advancing loan to JSPL is better usage of surplus funds of company which would otherwise be laying idle. It is not a usual transaction between the companies to advance loan given the size of the company. However, for urgent requirements the company is proposing to advance funds given the availability of funds with the company.
7.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	93.77%
8.	A copy of the valuation or other external party report, if any such report has been relied upon	NA
9.	Details of the source of funds in connection with the proposed transaction	Surplus funds available with company
10.	Nature, cost and tenure of financial indebtedness incurred to make or give loans, interoperate deposits, advances or investments	NA
11.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Covenants – None Tenure – 1 year Interest Rate – 9% Repayment – within 1 year of lending Nature of Security – Unsecured
12.	the purpose for which the funds will be utilized by the ultimate	For principal business activities - operational and working capital requirements

	beneficiary of such funds pursuant to the RPT	
	III	
1.	Name of related party and relation	Demac Industries Limited ("DIL") It is a company owned and controlled by Promoters of the company.
2.	Type and particulars of the proposed transaction	1. Advancing of loan 2. Purchase of raw material 3. Sale of finished products
3.	Material Terms	The purchase and sale transactions are in the ordinary course of business of the company. The company lends short term loans to DIL from the surplus funds available for meeting their working capital requirements. The company charges interest on the loan and the tenure of loan is till the end of the relevant financial year.
4.	Tenure of the proposed transaction	Throughout the financial year
5.	Value of the proposed transaction	Not exceeding Rs. 100 crores at any time during the year.
6.	Justification for why the proposed transaction is in the interest of the listed entity;	Being a sister concern, the company and DIL helps each other to maintain the liquidity position and in urgent fund requirements. Advancing loan to DIL is better usage of surplus funds of company which would otherwise be laying idle. The company has taken loan from DIL in past when there was fund requirement. DIL is into the business of manufacturing and trading in all types of PVC Form Boards, PVC Roofing and allied PVC products and other interior decoration products. The sale and purchase transactions are for the internal requirements of both companies.

7.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	31.26%
8.	A copy of the valuation or other external party report, if any such report has been relied upon	NA
9.	Details of the source of funds in connection with the proposed transaction	Surplus funds available with company
10.	Nature, cost and tenure of financial indebtedness incurred to make or give loans, interoperate deposits, advances or investments	NA
11.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Covenants – The company has entered into a inter corporate loan agreement with DIL. Tenure – 1 year Interest Rate – 9% Repayment – within 1 year of lending Nature of Security – Unsecured
12.	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	For principal business activities - operational and working capital requirements

Mr. Mahendra Kumar Jain, Mr. Divyakumar Jain and Mrs. Suman Jain are interested in items 4 and 5.

Mr. Mahendra Kumar Jain, Mr. Divyakumar Jain, Mrs. Suman Jain, Mr. Varghese Vazhappily Davis, Mrs. Molly Varghese and Mr. Vazhappilly Varghese Cyriac are interested in item 6.

None of the other Directors, Key Managerial Personal or their relatives are concerned or interested financial or otherwise in the resolution set out at item 4, 5 and 6 of the AGM notice.

Pursuant to Regulation 23 of the Listing Regulations, members may also note that no related party of the Company shall vote to approve the Ordinary Resolutions set out at Item Nos. 4, 5 and 6 whether the entity is a related party to the particular transaction or not.

The Board of directors recommend to pass necessary resolutions as set out in Items No. 4, 5 and 6 of the Notice by way of an Ordinary Resolution.

Item No. 7: To approve grant of loan, giving guarantee or providing security to subsidiary company in terms of the provision of section 185 of the Companies Act, 2013

As per Section 185 of the Companies Act, 2013, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that: (a) a special resolution is passed by the company in general meeting and (b) the loans are utilised by the borrowing company for its principal business activities.

It is proposed to grant loan to, give guarantee or provide any security in connection with any loan taken by Prime NMS Private Limited, the subsidiary company.

The brief particulars of the proposed transaction are as follows:

Sl. No.	Particulars	Particulars
1.	Details of the entity	Name: Prime NMS Private Limited CIN: U25999KA2025PTC210682 Relation: Subsidiary company (Company holds 91.76% in the entity)
2.	Proposed transaction	Advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken.
3.	Common directors	Mr. Divyakumar Jain, director of the company and Mr. Vazhappilly Varghese Cyriac, whole time director of the company are directors of Prime NMS Private Limited
4.	Limit proposed to be set	Rs. 100 crores Only
5.	Terms of proposed loan	Interest: As prescribed under Companies Act, 2013 Disbursement: On need basis as requested by the subsidiary company and on approval from audit committee and Board of directors. Repayment: On demand basis.
6.	Purpose of the loan	For principal business activities.

The said Special Resolution is proposed for the approval of members under item no. 7 of the Notice.

Mr. Divyakumar Jain, director of the company and Mr. Vazhappilly Varghese Cyriac, whole time director of the company are directors of the Prime NMS Private Limited. Other than the above, none of the Directors/Key Managerial Personnel of the Company/their relatives, except to the extent of their indirect shareholding in the subsidiary company, is in any way concerned or interested, in the said resolution.

By the order of the Board

For Newmalayalam Steel Limited

SD/-

Varghese Vazhappily Davis

Managing Director

DIN: 07763636

Date: 02.09.2026

Place: Thrissur