

Date: September 05, 2025

To

The Manager – Listing
National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra (East),
Mumbai – 400 051
Symbol: RAMASTEEL

The Secretary
BSE Limited,
Corporate Relationship Dept.,
P. J. Towers, Dalal Street,
Mumbai - 400 001.
Scrip Code: 539309

Dear Sir/Madam,

Sub.: Notice of 51st Annual General Meeting

Please find enclosed herewith Notice of 51st Annual General Meeting (AGM), scheduled to be held on Tuesday, 30th September 2025, at 12:30 P.M. (IST), through Video Conferencing (VC)/Other Audio Visual Means (OAVM), in accordance with the provisions of the Companies Act 2013 read with the relevant circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

The same is also available on the website of the Company i.e.,
<https://www.ramasteel.com/assets/pdf/Notice-of-AGM-2025.pdf>

Request you to kindly take the aforesaid information on your record.

For Rama Steel Tubes Limited



Vikas Sharma

Company Secretary & Compliance Officer

Email: investors@ramasteel.com

Encl. As Above

CC:

- 1. National Securities Depository Limited**
- 2. Central Depository Services (India) Limited**
- 3. Bigshare Services Private Limited**



NOTICE

Notice is hereby given that the Fifty First (51st) Annual General Meeting ("AGM") of the members of Rama Steel Tubes Limited ("the Company") will be held on Tuesday, the 30th day of September, 2025 at 12:30 p.m. (IST) through Video Conferencing/ Other Audio Visual Means ('VC/OAVM') to transact the following business(es): -

ORDINARY BUSINESSES:

1. To receive, consider and adopt:
 - a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025 together with the Reports of the Board of Directors and Auditors thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 together with the Report of the Auditors thereon.
2. To appoint a director in place of Mr. Richi Bansal (DIN : 00119206), who is liable to retire by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. RE-APPOINTMENT OF MR. NARESH KUMAR BANSAL (DIN: 00119213) AS A CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY

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 Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015 (including any statutory modification or reenactment thereof for the time being in force), and the applicable clauses of the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Naresh Kumar Bansal (DIN: 00119213) as the Chairman and Managing Director of the Company, not liable to be retire by rotation, for a further term of five (5) years w.e.f. October 01, 2025, on the terms and conditions, including remuneration, as set out in the explanatory statement.

RESOLVED FURTHER THAT upon recommendation by Nomination and Remuneration Committee and Audit

Committee, the Board of Directors be and is hereby authorised to alter and vary the terms and conditions of payment of remuneration to Mr. Naresh Kumar Bansal within the overall approved limit.

RESOLVED FURTHER THAT any of the Director of the Company or Company Secretary of the Company, be and are hereby severally authorized to do all the acts, deeds and things which are necessary for the purpose of giving effect to this resolution including but not limited to filing of necessary forms and returns with the concerned Registrar of Companies and other regulatory authorities, if required."

4. RE-APPOINTMENT OF MR. JAI PRAKASH GUPTA (DIN: 08859202) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 of the Companies Act, 2013 (the Act) read with relevant rules made thereunder and Schedule IV of the Act and Regulation 16 and 17(1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof), and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors for re-appointment, Mr. Jai Prakash Gupta (DIN: 08859202), Independent Director of the Company, whose period of office expires on September 03, 2025, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and eligible for reappointment for a second term under the provisions of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation for a second term of 5 (Five) years with effect from 4th September, 2025."

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Mr. Jai Prakash Gupta (DIN: 08859202) shall be entitled to receive such remuneration/ fees as permitted to be received in the capacity of Non-Executive, Independent Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

RESOLVED FURTHER THAT any of the Director of the Company or Company Secretary of the Company, be and are hereby severally authorized to do all the acts, deeds and things which are necessary for the purpose of giving effect to this resolution including but not limited to filing of necessary forms and returns with the concerned Registrar of Companies and other regulatory authorities, if required."

5. TO APPROVE THE APPOINTMENT OF MR HARI SHANKAR SINGH (DIN: 11233459) AS THE WHOLE- TIME DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass the following resolution with or without modification as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to Section 161 of the Companies Act, 2013 ("the Act"), and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) and Rules made thereunder and Articles of Association of the Company, Mr. Hari Shankar Singh (DIN: 11233459), who was appointed as an Additional Director (Executive Category) of the Company, with effect from August 12, 2025, by the Board of Directors, based on the recommendation of the Nomination & Remuneration Committee, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to be retire by rotation.

"RESOLVED THAT upon the recommendation/ approval of the Nomination & Remuneration Committee and Board of Directors of the Company and pursuant to the provisions of Section 152, 161(1), 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule V to the Act and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and the applicable provisions of the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to appoint Mr. Hari Shankar Singh as an Whole-time Director of the Company, liable to be retire by rotation, for a term of five (5) years w.e.f. August 12, 2025, on the terms and conditions, including remuneration, as set out in the explanatory statement.

RESOLVED FURTHER THAT upon recommendation by Nomination and Remuneration Committee, the Board of Directors may alter and vary the terms and conditions of payment of remuneration to Mr. Hari Shankar Singh within

the overall approved limit.

RESOLVED FURTHER THAT any of the Director of the Company or Company Secretary of the Company, be and are hereby severally authorized to do all the acts, deeds and things which are necessary for the purpose of giving effect to this resolution including but not limited to filing of necessary forms and returns with the concerned Registrar of Companies and other regulatory authorities, if required.

6. APPOINTMENT OF M/S. ARUN KUMAR GUPTA & ASSOCIATES (FIRM REGISTRATION NO. S2004DE075500), COMPANY SECRETARIES AS SECRETARIAL AUDITOR OF THE COMPANY

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Regulations 24A and 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 204 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) M/s. Arun Kumar Gupta & Associates, Peer Reviewed Firm of Company Secretaries in Practice (Firm Registration Number S2004DE075500) be and are hereby appointed as Secretarial Auditors of the Company to conduct secretarial audit of the Company for a term of 5 (five) consecutive years with effect from April 01, 2025 until March 31, 2030, on such remuneration as may be decided by the Board of Directors of the Company ("the Board") (which shall include a Committee of the Board or an official of the Company authorized in this behalf).

RESOLVED FURTHER THAT any of the Director of the Company or Company Secretary of the Company, be and are hereby severally authorized to do all the acts, deeds and things which are necessary for the purpose of giving effect to this resolution including but not limited to filing of necessary forms and returns with the concerned Registrar of Companies and other regulatory authorities, if required.

7. RATIFICATION OF REMUNERATION PAYABLE TO COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2025-26

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

"RESOLVED THAT pursuant to provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including



any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹50,000/- per annum (Fifty Thousand Only) plus applicable taxes thereon and reimbursement of out-of-pocket expenses on actual basis, as recommend by Audit Committee and approved by the Board of Directors of the Company to M/s Subodh Kumar & Co., Cost Accountants, New Delhi (Firm Registration Number- 104250) who have been appointed as Cost Auditors of the Company for the Financial Year ended March 31, 2026 be and is hereby confirmed, ratified and approved.

RESOLVED FURTHER THAT any of the Director of the Company or Company Secretary of the Company, be and are hereby severally authorized to do all the acts, deeds and things which are necessary for the purpose of giving effect to this resolution including but not limited to filing of

necessary forms and returns with the concerned Registrar of Companies and other regulatory authorities, if required."

For and on Behalf of Board of Directors

Sd/-

Naresh Kumar Bansal

Chairman and Mansing Director

DIN: 00119213

Place: New Delhi

Date: August 25, 2025

**Regd. Office: B-5, 3rd Floor, Main Road, Ghazipur,
New Delhi – 110 096, Delhi, India.**

CIN: L27201DL1974PLC007114

Email: investors@ramasteel.com

Website: www.ramasteel.com

Tel.: 011-43446600

Notes:

1. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the Special Business(es) to be transacted at the Annual General Meeting is annexed hereto.
2. Ministry of Corporate Affairs ("MCA") has vide its circulars dated September 19, 2024 read with circulars dated April 8, 2020, April 13, 2020, May 5, 2020 (collectively referred to as "MCA Circulars") permitted the holding of AGM through VC / OAVM, without the physical presence of Members. In compliance with the provisions of the Act, Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Circulars issued by the MCA and SEBI, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
3. As the AGM will be conducted through VC/OAVM, the facility for appointment of proxy by the Members is not available for this AGM and hence, the proxy form is not attached to this Notice. Further, as the meeting will be conducted through VC/OAVM, the attendance slip and route map is not annexed to this Notice.
4. In compliance with the aforesaid MCA Circulars and SEBI Circular dated October 3, 2024 read with SEBI Master Circular dated November 11, 2024, Notice of the 51st AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.

Further, the Company will send a letter providing the web-link, including the exact path, where complete details of the Annual Report will be available, to those shareholder(s) who have not registered their email ids with the Company and Company's Registrar and Transfer Agent ("RTA"). The Notice of AGM and the Annual Report 2024-25 will also be available on the Company's website www.ramasteel.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of National Securities Depository Limited (NSDL) at evoting@nsdl.com 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.

If any member wish to obtain a physical copy of the Annual Report 2024-25, then he/she may write to the Company at investors@ramasteel.com requesting for the same, by providing his/her name, Folio No./DPID Client ID and number of shares held.

In case of any queries / difficulties in registering the e-mail address, Members may write to investors@ramasteel.com.

5. 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.

6. 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.
7. The relevant details, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') respectively, in respect of Director seeking appointment/reappointment at the AGM is also attached as Annexure-1.
8. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on Tuesday, September 23, 2025 (cut-off date) will be entitled to vote.
9. In case you have any query relating to the Annual Financial Statements, you are requested to send the same to the Company Secretary at investors@ramasteel.com at least 10 days before the date of AGM so as to enable the management to keep the information ready for replying at the meeting.
10. All the documents referred to in the accompanying notice and statement annexed hereto shall be available for inspection during normal business hours on working days at the Registered Office of the Company, from the date of circulation of this notice up to the date of AGM. These documents along with the extracts from Register of Directors and Key Managerial Personnel & their shareholding and the Register of Contracts & Arrangements in which Directors are interested shall be available for inspection in electronic mode during the meeting to any person having right to attend the meeting.
11. 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.

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

The remote e-voting period begins on Saturday, September 27, 2025 at 09:00 A.M. (IST) and ends on Monday, September 29, 2025 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. Tuesday, September 23, 2025, 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.

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 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.	<ol style="list-style-type: none"> 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. 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. 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 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. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 use your existing my easi username & password.



	<p>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.</p> <p>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.</p> <p>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 able to directly access the system of all e-Voting Service Providers.</p>
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 use 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**.

NSDL or CDSL) option available on www.evoting.nsd.com.

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

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

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 "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 csarungupta@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 at 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: evoting@nsdl.com or at telephone no. 022- 48867000.

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 investors@ramasteel.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 investors@ramasteel.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 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 investors@ramasteel.com.. The same will be replied by the company suitably.
6. Questions during 51st AGM with regard to the financial statements or any other matter to be placed at the 51st AGM, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email address investors@ramasteel.com atleast 3 (three) days prior to meeting. Only those Members who have registered themselves as a speaker shall be allowed to ask questions during the 51st AGM, depending upon the availability of time.

Further, Members who would like to have their questions/queries responded to during the AGM are requested to send such questions/queries in advance within the aforesaid date and time, by following similar process as stated above.

Instructions for Members for e-Voting during the 51st AGM are as under:

- a. Members may follow the same procedure for e-Voting during 51st AGM as mentioned above for remote e-Voting.
- b. Only those Members, who will be present in AGM through VC/OAVM Facility and 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 e-Voting system in AGM.

- c. The Members who have cast their vote by remote e-Voting prior to the AGM may also participate in the AGM through VC/ OAVM Facility but shall not be entitled to cast their vote again.
- d. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the 51st AGM shall be the same person mentioned for Remote e-voting.

Other Guidelines for Members

1. 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.
2. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date of Tuesday, September 23, 2025.
3. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 51st AGM by email and holds shares as on the cut-off date i.e. Tuesday, September 23, 2025, may obtain the User ID and password by sending a request to the Company's email address investors@ramasteel.com. However, if you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.
4. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by depositories as on the Cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the Meeting.
5. M/s. Arun Kumar Gupta & Associates, Company Secretaries, New Delhi, has been appointed as the Scrutinizer to scrutinize remote e-Voting process and casting vote through e-Voting system during the Meeting in a fair and transparent manner.
6. The Results of voting will be declared within 2 working days from the conclusion of the AGM and the Resolutions will

- be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The declared results, along with the Scrutinizer's Report, will be available forthwith on the Company's corporate website www.ramasteel.com and on the website of National Securities Depository Limited; such results will also be forwarded to the National Stock Exchange of India Limited, BSE Limited, where the Company's shares are listed.
7. The Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of 51st AGM and Annual Report for the year 2024-25 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below: -
 - a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered alongwith scanned self-attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address investors@ramasteel.com.
 - b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
 8. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
 9. In terms of the SEBI LODR Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 1, 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.
 10. The Ministry of Corporate Affairs has undertaken a 'Green Initiative in the Corporate Governance' by allowing paperless compliance by companies. Also, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, permits companies to send soft copies of Annual Report to all those shareholders who have registered their email address for the said purpose. Members are requested to support this Green Initiatives by registering / updating their e-mail address for receiving electronic communications. The Notice for Annual General Meeting along with the Annual Report of the Company will be made available on the Company's website -www.ramasteel.com.
 11. Pursuant to SEBI circular dated 2nd July, 2025, a special window only for re-lodgement of transfer deeds, which were lodged prior to the deadline of 1st April, 2019 and rejected/returned/not attended to due to deficiency in the documents/process/or otherwise, will be available till 6th January, 2026. Re-lodged documents completed in all aspects must be lodged with the Company/RTA on or before 6th January 2026. No re-lodgement will be accepted after the said date. During this period, the securities that are re-lodged for transfer shall be issued only in demat mode subject to compliance with due process for such transfer-cum-demat requests.

For further details, please reach out at toll free no. of our RTA at +(91)-(11)-42425004, bssdelhi@bigshareonline.com and +(91)-(11)-43446600 investors@ramasteel.com.
 12. This is also a reminder to update KYC details pursuant to SEBI Master Circular dated June 23, 2025, and to dematerialize physical shares. SEBI circular mandates all listed companies to record PAN, Address with PIN code, Mobile Number, Bank Account details, Specimen Signature and choice of Nomination of shareholders holding shares in physical form. The formats for choice of Nomination and Updation of KYC details viz; Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 and SEBI circulars are available on our website www.ramasteel.com



EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3

The existing term of the office of Mr. Naresh Kumar Bansal, Managing Director, will expire on 30th September, 2025. Mr. Bansal is at the helm of the management and administration of the Company under the overall supervision, control and direction of the Board of Directors. Ever since his stewardship the Company has made tremendous strides as reflected by the present prosperous position of the Company.

Since he has attained the age of above 70 years, a special resolution is being proposed for his appointment in accordance with provisions of Companies Act 2013. Accordingly, the Board of Directors in its meeting held on 12th August, 2025 have proposed the reappointment of Mr. Naresh Kumar Bansal as Managing Director, for a further period commencing from 1st October, 2025 upto 30th September, 2030.

Considering his competence, experience as also the tremendous growth in the operations of the Company during his tenure and compared to the remuneration payable to other comparable personnel of other Corporate's in the country, the terms of his re-appointment and remuneration as set out below, are considered to be quite just, fair and reasonable.

Mr. Naresh Kumar Bansal has More than 40 years of experience in manufacturing industry of "Steel Tubes" with dynamic vision and sharp business acumen. He is well versed with the technical aspects of manufacturing of steel tubes. Mr Bansal handles the strategic planning and identification of new growth drivers for the Company.

Based on recommendation of the Nomination & Remuneration Committee and Audit Committee of the Company, the Board of Directors of the Company at its meeting held on August 12, 2025, had approved the re-appointment of Mr. Naresh Kumar Bansal, Chairman and Managing Director on the terms & conditions including remuneration as follows:

Basic Salary: Shall not exceed an overall ceiling of Rs. 72,00,000/- Per Annum.

Perquisites: Perquisites shall be allowed in addition to salary.

- a) **Leave Travel Allowance:** As per rules framed by the Company.
- b) **Holiday Passage for children studying outside India/ family staying abroad:**
- c) Return holiday passage once in a year by economy class or once in two year by first class to children and to the members of the family from the place of their study or stay abroad to India if they are not residing in India with the managerial person.

d) **Medical Reimbursement:**

Medical facilities /expenses for self and family at actuals, which shall not be considered in the limits of allowances and perquisites.

e) **Club Fees/Professional Body/Association Membership Fees:**

Fees in respect of clubs/ Professional Bodies/Associations of which the Managing Director is a member shall be reimbursed at actuals or paid directly by the Company.

f) **Leave/Encashment of Leave:**

Leave as per the Leave Rules of the Company. Leave accumulated shall be carried forward and be available for encashment at the end of the term of appointment as per the Leave Rules of the Company.

Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on remuneration.

g) **Provident Fund, Superannuation Fund and Gratuity:**

Provident Fund, Superannuation Fund and Gratuity (including for the period of past service rendered as an employee of the Company) in accordance with the Rules of the Company. These being retiral benefits will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.

h) **Personal Accident Insurance:** Premium not to exceed ₹1000/- per year.

i) **Communication facilities at residence:**

Communication facilities (including telephone, mobile and Broadband etc) at residence for official purposes, which shall not be considered as perquisites.

j) **Car:**

The Company shall reimburse or pay directly for two cars with drivers (expenditure on petrol, maintenance, insurance, repairs and salaries of three drivers).

k) **He shall not be liable to retire by rotation.**

l) **Remuneration for a part of the year shall be computed on prorata basis.**

m) **Minimum Remuneration:** In the event of absence or inadequacy of profits in any financial year, the aforementioned remuneration shall be paid as the minimum

remuneration, subject to the provisions of the Companies Act, 2013 and/or any other applicable statutory provisions.

The proposed remuneration is within the limits prescribed under Section 197 read with Section I of Part II of Schedule V of the Companies Act, 2013.

It may also be noted that the provisions of Regulation 17(6) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which state the compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if the annual remuneration payable to such executive director exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher, is not applicable in the instant case since the proposed remuneration is less than Rs. 5 crore.

Mr. Naresh Kumar Bansal has furnished a declaration in the prescribed Form DIR-8 to the effect that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and consent to act as a Director in prescribed Form DIR-2. Mr. Naresh Kumar Bansal is not debarred from holding the office of Director by virtue of any SEBI, MCA order or any other such authority. Further the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 ("the Act") proposing the candidature of Mr. Naresh Kumar Bansal for the office of Chairman and Managing Director of the Company.

This explanatory statement along with the resolution may be treated as written memorandum setting out the terms of remuneration of Mr. Naresh Kumar Bansal under Section 190 of the Act.

The Company, as on date, is not in default in payment of dues to any bank or public financial institution or to non-convertible debenture holders or to any other secured creditor, and accordingly their prior approval is not required, for approval of the proposed special resolution.

The necessary disclosures under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2, with respect to Mr. Hari Shankar Singh forms part of this notice as Annexure- 1.

Except Mr. Naresh Kumar Bansal & Mr. Richi Bansal, none of the other Directors or Key Managerial Personnels of the Company and/or their relatives is concerned or interested, financially or otherwise, in this resolution.

Accordingly, based on the recommendation of the Committee, the Board recommends the resolution set out in item no. 3 for approval by the members as a Special Resolution.

ITEM NO. 4

Pursuant to the provisions of Section 149 and 152 read with Schedule IV of the Companies Act, 2013 (the "Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014, and

the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), members of the Company had appointed Mr. Jai Prakash Gupta (DIN: 08859202), as Independent Director of the Company for a period of five years effective from 4th September, 2020. Mr. Gupta will complete his term on 3rd September, 2025.

Pursuant to Section 149(10) of the Companies Act, 2013 (the "Act"), an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company but shall be eligible for re-appointment for another term of up to five consecutive years on the Board of a Company.

Accordingly, Mr. Jai Prakash Gupta being eligible for reappointment as Independent Director, the Board of Directors of the Company ("the Board") at its meeting held on August 25, 2025, on the recommendation of the Nomination and Remuneration Committee ("the Committee"), recommended for approval of the Members, re-appointment of Mr. Jai Prakash Gupta as Non-Executive Independent Director of the Company for a second term of 5 (five) consecutive years, with effect from September 04, 2025, in terms of Section 149 read with Schedule IV of the Act, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The Company has received notice under Section 160 of the Act from a member signifying intention to propose the candidature of Mr. Jai Prakash Gupta for the office of the Independent Director of the Company. The Company has also received a declaration from Mr. Jai Prakash Gupta that he meets the criteria of independence as prescribed under Section 149 (6) of the Act and under Regulation 16 of the Listing Regulations. Further, he has also confirmed that he is not disqualified from being re-appointed as Director under Section 164 of the Act and has given his consent to act as a Director of the Company, being eligible for re-appointment as Independent Director. He has also confirmed that he was not debarred or disqualified by the virtue of any order of Securities Exchange Board of India or Ministry of Corporate Affairs or any other Statutory Authority from continuing to act as a Director of the Company.

The Board is of the opinion that Mr. Gupta is a person of integrity and possesses relevant expertise and experience and is eligible for the position of Independent Director of the Company and fulfils the conditions specified by the Act including Rules framed thereunder and the Listing Regulations and that he is independent of the management of the Company.

The Committee and the Board are of the view that, given the knowledge, experience and performance of Mr. Gupta and contribution to Board processes by him, his continued association as Director will be of immense benefit and in the best interest of the Company. He effectively participated in discussions on various agenda items, provided his independent judgement wherever required, his views, expertise and suggestions were taken into consideration which helped the company to conduct



its business effectively.

A brief resume of Mr. Gupta, the nature of his expertise in specific functional areas, names of companies in which he holds Directorships, Committee Memberships/ Chairmanships, his shareholding etc., are separately annexed hereto in Annexure 1. Additional information in respect of Mr. Gupta, pursuant to the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) is also appearing in the Annexure I to this Notice. A copy of the draft letter of appointment of Mr. Gupta as Non-Executive Independent Director setting out the terms and conditions of his appointment is available for inspection by members at the Registered Office of the Company.

Mr. Gupta is not related to any of the directors or key managerial personnel of the Company in terms of Section 2(77) of the Companies Act, 2013.

None of the Promoters, Directors and Key Managerial Personnel of the Company (including their relatives), other than Mr. Gupta himself and his relatives, are concerned or interested, financially or otherwise, in the resolution.

Accordingly, based on the recommendation of the Committee, the Board recommends the resolution set out in item no. 4 for approval by the members as a Special Resolution.

ITEM NO. 5

The Board of Directors of the Company based on recommendation of the Nomination & Remuneration Committee of the Company, at its meeting held on 12th August, 2025, appointed Mr. Hari Shankar Singh (DIN: 11233459), as an Additional Director on the Board of the Company with immediate effect, to be designated as an Whole- time Director for a term of 5 (Five) years, w.e.f. 12th August, 2025, liable to be retire by rotation, subject to approval of the members of the Company.

Mr. Hari Shankar Singh is a Commerce graduate with over 12 years of extensive experience in the steel pipe industry, specializing in procurement and supply chain management. He has demonstrated strong expertise in handling strategic sourcing, vendor development, and cost-effective procurement practices.

Mr. Hari Shankar Singh has submitted a declaration in prescribed Form DIR-8 to the effect that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and consent to act as a Director in prescribed Form DIR-2. Mr. Singh is not debarred from holding the office of Director by virtue of any SEBI, MCA order or any other such authority. Further the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 ("the Act") proposing the candidature of Mr. Hari Shankar Singh for the office of Director of the Company.

Mr. Hari Shankar Singh shall work under the control and superintendence of the Board of Directors and shall exercise substantial powers of management and such other functions and powers, as may be delegated by the Board from time to time.

Further, the Nomination & Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 12th August, 2025 have approved the terms of remuneration of Mr. Hari Shankar Singh as the Whole time Director of the Company for a period of Five (5) years, commencing 12th August, 2025, as mentioned below:

- a) **Basic Salary:** Shall not exceed an overall ceiling of Rs. 10,00,000/- Per Annum + increment Maximum upto 20% per annum.
- b) **Perquisites:** Perquisites shall be allowed in addition to salary.
- c) **Leave/Encashment of Leave:** Leave as per the Leave Rules of the Company. Leave accumulated shall be carried forward and be available for encashment at the end of the term of appointment as per the Leave Rules of the Company. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on remuneration.
- d) **Provident Fund, Superannuation Fund and Gratuity:** Provident Fund, Superannuation Fund and Gratuity (including for the period of past service rendered as an employee of the Company) in accordance with the Rules of the Company. These being retiral benefits will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income-tax Act, 1961.
- e) **Remuneration for a part of the Year:** Remuneration for a part of the year shall be computed on prorata basis.
- f) **Minimum Remuneration:** In the event of absence or inadequacy of profits in any financial year, the aforementioned remuneration shall be paid as the minimum remuneration, subject to the provisions of the Companies Act, 2013 and/or any other applicable statutory provisions.

The proposed remuneration is within the limits prescribed under Section 197 read with Section I of Part II of Schedule V of the Companies Act, 2013

The necessary disclosures under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2, with respect to Mr. Hari Shankar Singh forms part of this notice as Annexure- 1.

Except Mr. Hari Shankar Singh and their relatives, no other Director/Key Managerial Personnel of the Company/their relatives is, in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Special Resolution set forth at item No. 5 for the approval of the Members.

ITEM NO. 6

Pursuant to the provisions of section 204 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with

rules made thereunder and in terms of the amended provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), a Company is required, inter alia, to undertake Secretarial Audit by a Secretarial Auditor who shall be a peer reviewed firm of Company Secretary(ies) in practice, to conduct the Secretarial Audit for not more than two terms of 5 (five) consecutive years each.

Accordingly, the Board of Directors of the Company at their meeting held on August 12, 2025, based on the recommendation of the Audit Committee, approved the appointment of M/s. Arun Kumar Gupta & Associates, Peer Reviewed Firm of Company Secretaries in Practice (Firm Registration Number: S2004DE075500) as the Secretarial Auditor of the Company subject to approval of shareholders of the Company on the following terms and conditions:

- a. Term of appointment: 5 (five) consecutive years with effect from April 01, 2025 until March 31, 2030.
- b. Proposed Fees: Rs. 40,000/- (Rupees Forty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the secretarial audit for FY 2026 and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors and M/s. Arun Kumar Gupta & Associates. The proposed fees is based on knowledge, expertise, industry experience, competency of the audit team, efficiency in conduct of audit, time and efforts required to be put in by them. In addition to the secretarial audit, M/s. Arun Kumar Gupta & Associates shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditors.
- c. Basis of recommendations: The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and Listing Regulations with regard to the full time partners, secretarial audit, experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past.

M/s Arun Kumar Gupta and Associates is a Practicing Company Secretaries firm, known by its professionals who are immensely experienced and have vast knowledge base, expertise and exposure in corporate laws, corporate restructuring, Initial public offers, all kinds of compliances under Companies Act, SCRA, Listing Regulations, SEBI matters, corporate advisory, project analysis and management consultancy. The firm has strong and a dedicated team of 8 people including qualified Company Secretaries and Cost Accountants with diverse exposure in a variety of areas. The firm is peer reviewed in terms of the peer review guidelines issued by the ICSI."

M/s. Arun Kumar Gupta & Associates have given their consent to act as Secretarial Auditor of the Company and have also confirmed that their aforesaid appointment, if made, would be within the prescribed limits under the Act & Rules made thereunder and Listing Regulations. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditor in terms of provisions of the Act & Rules made thereunder and Listing Regulations.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set forth at item No. 6 for the approval of the Members.

ITEM NO. 7

The Board of Directors, on the recommendation of the Audit Committee, has appointed M/s. Subodh Kumar & Co., Cost Accountants, New Delhi (Firm Registration No. 104251), as the Cost Auditors of the Company for the financial year ending March 31, 2026, to conduct the audit of cost records maintained by the Company in accordance with the provisions of Section 148 of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014.

The remuneration fixed for the said appointment is ₹ 50,000/- (Rupees Fifty Thousand only), excluding applicable taxes.

In accordance with Section 148(3) of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company by means of an Ordinary Resolution.

M/s. Subodh Kumar & Co., has been acting as the Cost Auditors of the Company since Financial Year 2019-20, and has consistently delivered satisfactory and professional services during their tenure.

Accordingly, the Board recommends the ratification of the proposed remuneration payable to M/s. Subodh Kumar & Co., as set out in Item No. 7 of the accompanying Notice for approval by the Members.

None of the Directors and Key Managerial Personnel (KMPs) of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

For and on Behalf of Board of Directors

Sd/-

Naresh Kumar Bansal

Chairman and Mansing Director

DIN: 00119213

Place: New Delhi

Date: August 25, 2025



ANNEXURE-1

DETAILS PURSUANT TO REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION 2015 AND SECRETARIAL STANDARD (SS-2) ON GENERAL MEETING AS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA:

Name of Director	Mr. Naresh Kumar Bansal	Mr. Jai Prakash Gupta	Hari Shankar Singh	Mr. Richi Bansal
Age	71	66	36	46
DIN	00119213	08859202	11233459	00119206
Nationality	Indian	Indian	Indian	Indian
Date of first appointment on the Board	26-02-1974	04-09-2020	12-08-2025	01-05-2007
Qualification	Law Graduate	Diploma in Mechanical Engineering	Commerce Graduate	BSc(H) in Management from Bradford University, U.K
Nature of expertise in specific functional areas	Technical aspects of manufacturing of steel tubes and strategic planning and identification of new growth drivers for the Company	Mechanical Engineering 30 years of experience in steel pipe industry.	Experience in the steel pipe industry, specializing in procurement and supply chain management.	Experience of more than 16 years in Steel Tube Industry
Brief Profile/Resume	Mentioned in Explanatory Statement Item No. 3	Mr. Jai Prakash Gupta has done Diploma in Mechanical Engineering. He has over 30 years of experience in steel pipe industry. He has rich experience of 30 years in Jindal Pipes Limited. His suggestions and guidance has helped in improving production process, achieving production targets, minimizing breakdowns and product rejections.	Mentioned in Explanatory Statement Item No. 5	With over 16 Years of Experience, Mr. Richi is responsible for the administrative aspect; and marketing and finance function of the Company along with formulation of Business Development.
Directorship held in other Companies / LLP	<ul style="list-style-type: none"> - Rama Defence Private Limited - Sympoh Merchants Private Limited - Virinder Engineering and Chemicals Pvt Ltd - Lepakshi Tubes Private Limited - Ravi Developers Pvt Ltd 	NIL	NIL	<ul style="list-style-type: none"> - Lepakshi Tubes Private Limited - ATI Properties Private Limited - Global Medfit Services LLP - Onix IPP Private Limited - Oram Green Energy Limited - Rama Defence Private Limited - Sympoh Merchants Private Limited
Chairman/Member of Committees of Board of other Companies of which he is a Director	NIL	NIL	NIL	NIL

Name of Director	Mr. Naresh Kumar Bansal	Mr. Jai Prakash Gupta	Hari Shankar Singh	Mr. Richi Bansal
No. of Shares held	39,97,40,475	NIL	NIL	4,76,96,525
Terms and conditions of re-appointment	Re-appointment for period of 5 years	Re-appointment for period of 5 years	Appointment for period of 5 years	Director Liable to retire by rotation
Last Drawn Remuneration incl. Sitting Fees for Board & Committee(s) Meeting	Salary - ₹67 Lakhs	Sitting fees - ₹0.70 Lakhs	---	Salary- ₹ 63.50 Lakhs
Relationship with other directors and Key Managerial Personnel	Father of Mr. Richi Bansal	Mr. Gupta is not related to any of the directors of the Company	Mr. Singh is not related to any of the directors of the Company.	Son of Mr. Naresh Kumar Bansal
Number of Board Meetings attended during the year	7 out of 7	7 out of 7	Not Applicable	5 out of 7
Listed entities from which the person has resigned in the past three years	Nil	Nil	Nil	Nil

*Refer Report on Corporate Governance for more details.