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## NOTICE

### 79<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 79<sup>th</sup> Annual General Meeting ("AGM"/"Meeting") of the Members of NEPA Limited will be held on **Monday, 28<sup>th</sup> September, 2026 at 4:00 P.M. (IST)**, through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), to transact the following business(es):

#### ORDINARY BUSINESS

##### Item No. 1

**Adoption of Audited Annual Financial Statements for the financial year ended 31st March, 2026 together with the report of Auditor's and Board of Director's thereon.**

To receive, consider and adopt the Audited Annual Financial Statements of the Company for the financial year ended 31st March, 2026, together with the Balance Sheet as at 31st March, 2026, the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date, the Report of the Statutory Auditors, the Report of the Board of Directors thereon and the comments/observations of the Comptroller and Auditor General of India ("C&AG") under Section 143(6) of the Companies Act, 2013 thereon, together with the management's reply to such comments, if any.

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

**"RESOLVED THAT** the Audited Annual Financial Statements of the Company for the financial year ended 31st March, 2026, including the Audited Balance Sheet as at 31st March, 2026, the Statement of Profit and Loss Account and the Cash Flow Statement for the year ended on that date, together with the Report of the Statutory Auditors, Report of the Board of Directors thereon, and the comments of the Comptroller and Auditor General of India (C&AG) under Section 143(6) of the Companies Act, 2013 thereon, be and are hereby received, considered and adopted."

## **SPECIAL BUSINESS**

### **Item No. 2**

#### **Ratification of Remuneration payable to the Cost Auditor for the financial year 2026-27**

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

**“RESOLVED THAT** pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of ₹36,000/- (Rupees Thirty-Six Thousand only) inclusive of all applicable taxes, duties and other expenses, payable to M/s. Prabha Sharma & Associates, Cost Accountant, Bhopal, whose appointment as Cost Auditor of the Company was extended by the Board of Directors at its 425th Meeting held on 3rd September, 2026, to conduct the audit of the cost records of the Company for the financial year 2026-27 (i.e., the year ending 31st March, 2027), as set out in the Statement annexed to the Notice convening this Meeting, be and is hereby ratified.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, expedient or desirable to give effect to this resolution.”

By Order of the Board

For NEPA Limited



**Dhananjay Sharma**

Company Secretary

Membership No. A68703

Place: Nepanagar

Date: 4th September, 2026

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## NOTES:

1. The AGM is being convened through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and in accordance with the General Circulars issued by the Ministry of Corporate Affairs from time to time permitting the conduct of general meetings through VC/OAVM without the physical presence of the Members at a common venue by following the guidelines specified in the said MCA Circulars. In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars as issued, the deemed venue for the 79th AGM will be the Registered Office of the Company.
  2. The Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Business set out at Item No. 2 above, is annexed hereto and forms part of this Notice.
  3. Since the Meeting is being held through VC/OAVM in accordance with the General Circulars issued by the Ministry of Corporate Affairs, physical attendance of Members has been dispensed with, and consequently the facility for appointment of a proxy under Section 105 of the Companies Act, 2013 is not available for this Meeting. Attendance Slip, Proxy Form and Route Map are accordingly not annexed to this Notice.
  4. Corporate Members intending to authorise their representative(s) to attend and vote at the Meeting are requested to send, in advance, a scanned certified copy of the Board Resolution/Power of Attorney authorising such representative(s), pursuant to Section 113 of the Companies Act, 2013, by e-mail to [secretary@nepamills.nic.in](mailto:secretary@nepamills.nic.in).
  5. As on the date of this Notice, the paid-up share capital of the Company is held as to 97.48% by the President of India and as to 2.48% by the Governor of Madhya Pradesh, the balance being held by the residual body of public Members of the Company. As the Company has more than one thousand (1,000) Members, the facility of remote e-voting and e-voting during the Meeting is being provided in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.
  6. The Register of Members and Share Transfer Books of the Company shall remain closed from 22nd September, 2026 to 28th September, 2026 (both days inclusive) for the purposes of the Meeting.
  7. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and SS-2, the Company is providing the facility of remote e-voting, as well as e-voting during the AGM, to its Members in respect of the businesses set out in this Notice, through the electronic voting platform of Purva Shareregistry (India) Private Limited ("Purva").
  8. The Board of Directors, at its 425<sup>th</sup> Meeting held on 3<sup>rd</sup> September, 2026, approved the extension of the appointment of M/s. Ankur Chouksey & Associates, Bhopal, as Scrutinizer, for scrutinizing the remote e-voting process and the e-voting process during the 79<sup>th</sup> AGM in a fair and transparent manner.
  9. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members as on the cut-off date of **21<sup>st</sup> September, 2026**. A person who is not a Member as on the cut-off date shall treat this Notice for information purposes only. The remote e-voting period shall commence at **9:00 A.M. on 25<sup>th</sup> September, 2026** and end at **5:00 P.M. on 27<sup>th</sup> September, 2026**, after which the remote e-voting facility shall be blocked.
  10. Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. Once the vote on the resolution is cast by the Member, whether partially or otherwise, the Member shall not be entitled to change it subsequently or cast the vote again.
  11. Detailed instructions for remote e-voting and for e-voting during the AGM, including the process for Members whose e-mail IDs are not registered with the Company/Depositories, are set out below and are also available on the Company's website [www.nepamills.co.in](http://www.nepamills.co.in) and on the website of the e-voting agency at <https://evoting.purvashare.com>. In terms of Section 107 of the Companies Act, 2013, since the facility of e-voting is being provided, there shall be no voting by show of hands at the Meeting.
  12. Members may join the Meeting through VC/OAVM 15 minutes before and after the scheduled time of commencement, by following the procedure set out in the detailed e-voting instructions below. Members wishing to express their views or ask questions at the Meeting may register themselves as speakers by writing to [secretary@nepamills.nic.in](mailto:secretary@nepamills.nic.in), mentioning their name,
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folio/DP-Client ID, e-mail ID and mobile number, at least **3 days** before the date of the Meeting. Members who do not wish to speak but have queries may send such queries at least **5 days** prior to the Meeting to [secretary@nepamills.nic.in](mailto:secretary@nepamills.nic.in); such queries shall be replied to by the Company suitably by e-mail. Only Members so registered as speakers shall be permitted to speak at the Meeting.

13. The result of the voting shall be declared within forty-eight (48) hours of the conclusion of the AGM and shall be placed on the website of the Company at [www.nepamills.co.in](http://www.nepamills.co.in), together with the Scrutinizer's Report, and on the website of RTA at <https://evoting.purvashare.com>.
  14. Copies of the Audited Financial Statements, the Board's Report, the Auditors' Report, the comments of the C&AG and management's reply thereto, are enclosed with this Notice and are also available on the Company's website [www.nepamills.co.in](http://www.nepamills.co.in).
  15. All documents referred to in this Notice and the accompanying Explanatory Statement are open for inspection by the Members at the Registered Office of the Company on all working days (except Saturdays, Sundays and public holidays) between 11:00 A.M. and 1:00 P.M., up to the date of the Meeting, and shall also be available for inspection electronically, on request, prior to the Meeting.
  16. Members desirous of seeking any information/clarification on the accounts or any other agenda item are requested to send their queries in writing to the Company Secretary at the Registered Office of the Company or by e-mail at [secretary@nepamills.nic.in](mailto:secretary@nepamills.nic.in), so as to reach at least seven (7) days before the date of the Meeting, to enable the Company to compile the information and provide replies at the Meeting.
  17. This Notice is issued pursuant to Sections 96, 101, 102 and 108 of the Companies Act, 2013 read with the applicable Rules made thereunder and Secretarial Standard-2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India.
  18. In order to enable the Company to send such documents in electronic form, the Members are requested to register their E-mail IDs with the Company's Registrars and Transfer Agents, Purva Sharegistry (India) Private Limited, on their e-mail id [evoting@purvashare.com](mailto:evoting@purvashare.com).
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**THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

- (i) The voting period begins on **25<sup>th</sup> September, 2026 at 9:00 A.M. (IST)** and ends on **27<sup>th</sup> September, 2026 at 5:00 P.M. (IST)**. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **21<sup>st</sup> September, 2026**, may cast their vote electronically. The e-voting module shall be disabled by Purva for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby not only facilitating seamless authentication but also enhancing the ease and convenience of participating in e-voting process.

**Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode** is given below:

| Type of shareholders                                                      | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
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| <b>Individual Shareholders holding securities in Demat mode with CDSL</b> | <p>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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME/PURVA, 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 <a href="https://web.cdslindia.com/myeasitoken/Home/EasiRegistration">https://web.cdslindia.com/myeasitoken/Home/EasiRegistration</a></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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p> |
| <b>Individual Shareholders holding securities in demat mode with NSDL</b> | <p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home</p>                                                                                                                                                                                                                                                                                                                                                                                                                              |

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|---------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                                                               | <p>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 held 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code available on the NSDL website for seamless voting experience.</p> <p>5) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a> 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> |
| <b>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</b> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |

**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. CDSL and NSDL**

| Login type                                                                | Helpdesk details                                                                                                                                                                                                                |
|---------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Individual Shareholders holding securities in Demat mode with CDSL</b> | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43. |
| <b>Individual Shareholders holding securities in Demat mode with NSDL</b> | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30.             |

**Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website <https://evoting.purvashare.com>.
- 2) Click on “Shareholder/Member” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) or [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

5) If you are a first-time user follow the steps given below:

| <b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b> |                                                                                                                                                                                                                                                                                                                                                                          |
|----------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>PAN</b>                                                                                   | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul> |
| <b>Dividend Bank Details OR Date of Birth (DOB)</b>                                          | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li></ul>                |

(iv) After entering these details appropriately, click on “SUBMIT” tab.

(v) Shareholders holding shares in physical form will then directly reach the Company selection screen.

(vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(vii) Click on the EVENT NO. for the relevant NEPA Limited on which you choose to vote.

(viii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO/ABSTAIN” for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.

(ix) Click on the “NOTICE FILE LINK” if you wish to view the Notice.

(x) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

#### **Facility for Non-Individual Shareholders and Custodians – Remote Voting**

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the “Custodians / Mutual Fund” module.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [evoting@purvashare.com](mailto:evoting@purvashare.com).

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Alternatively, non-individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [secretary@nepamills.nic.in](mailto:secretary@nepamills.nic.in) (designated email address by company), if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is the same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend the meeting will be available where the EVENT NO. of Company will be displayed after successful login, as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for a better experience.
5. Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **3 days** prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [secretary@nepamills.nic.in](mailto:secretary@nepamills.nic.in). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **5 days** prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [secretary@nepamills.nic.in](mailto:secretary@nepamills.nic.in). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are 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 available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders – please provide necessary details like 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 [evoting@purvashare.com](mailto:evoting@purvashare.com) / [secretary@nepamills.nic.in](mailto:secretary@nepamills.nic.in).
2. For Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the Purva e-Voting System, you can write an email to [evoting@purvashare.com](mailto:evoting@purvashare.com) or contact at 022-49614132 and 022-49700138.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai – 400011 or send an email to [evoting@purvashare.com](mailto:evoting@purvashare.com) or contact at 022-49614132 and 022-35220056.

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**ANNEXURE**

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**Item No. 2 – Ratification of Remuneration payable to the Cost Auditor**

The Board of Directors had appointed M/s. Prabha Sharma & Associates, Cost Accountant, Bhopal, as Cost Auditor of the Company for the financial year 2025-26, pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, at a remuneration of ₹36,000/- (Rupees Thirty-Six Thousand only) inclusive of all taxes, duties and other expenses, subject to ratification by the Members.

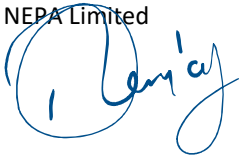
The Board of Directors, at its 425th Meeting held on 3rd September, 2026 (Agenda Item No. C-04/425), approved the extension of the appointment of M/s. Prabha Sharma & Associates, Cost Accountant, Bhopal, as Cost Auditor of the Company for a further period of one year, i.e. for the financial year 2026-27, at the same remuneration of ₹36,000/- (Rupees Thirty-Six Thousand only) inclusive of all taxes, duties and other expenses, as approved for the preceding year. As the Audit Committee of the Company stood reconstituted only pursuant to Agenda Item No. S-05/425 at the same Meeting, the matter was placed directly before the Board for consideration and shall be placed before the reconstituted Audit Committee for its ratification at its next meeting.

In terms of 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, as approved by the Board of Directors, is required to be ratified by the Members of the Company. Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 2 of the accompanying Notice for approval of the Members.

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

By Order of the Board

For NEPA Limited



**Dhananjay Sharma**

Company Secretary

Membership No. A68703

Place: Nepanagar

Date: 4th September, 2026

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