

**NOTICE**

NOTICE is hereby given that the 18<sup>th</sup> Annual General Meeting of the Members of POSCO-INDIA PUNE PROCESSING CENTER PRIVATE LIMITED will be held on Thursday, the 21<sup>st</sup> December, 2023, at 3.00 p.m. at the Registered Office of the Company at Plot No. A-9, Floriculture Park, Talegaon MIDC, Pune-410 507, to transact the following businesses:

**ORDINARY BUSINESS**

**1. To receive, consider and adopt –**

- a) The Audited Standalone Financial Statements for the Financial Year ended March 31, 2023, and the Reports of the Board of Directors and Auditors thereon; and
- b) The Audited Consolidated Financial Statements for the Financial Year ended March 31, 2023, and the Report of Auditors thereon.

**SPECIAL BUSINESS**

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

- 2. To appoint M/s Bedarkar Pore & Associates – Cost Accountants, Pune as Cost Auditor of the Company and to fix their remuneration:**

To take note of appointment of M/s Bedarkar Pore & Associates – Cost Accountants, Pune (Firm Registration No. 001350) as the Cost Auditor, for Audit of the Company's Cost Accounting Records, for the FY 2022-23 on such remuneration as may be decided, and in this regard to consider and, if thought fit, to pass the following Resolution, as an Ordinary Resolution –

**“RESOLVED THAT** consent of the Board be and is hereby accorded for the appointment of M/s Bedarkar Pore & Associates – Cost Accountants (Firm Registration No. 001350) as the Cost Auditor, for Audit of the Company's Cost Accounting Records, for the FY 2022-23.



**POSCO- INDIA PUNE PROCESSING CENTER PVT. LTD.**  
REGISTERED OFFICE: Plot No. A-9, Floriculture Park, Talegaon M.I.D.C.,  
Pune 410 507, Maharashtra, INDIA, Tel. +91-2114-308100, Fax. 308146  
Email: seheeoh@posco.net CIN No. U27107PN2005PTC021580

**RESOLVED FURTHER THAT**, subject to the ratification by Members, the Cost Auditor – M/s Bedarkar Pore & Associates be paid approximate Remuneration of Rs. 80,000/- (Rupees Eighty Thousand Only), which Remuneration may vary, as mutually decided by the Cost Auditor and by the Board of Directors of the Company, and as ratified by the Members.

**RESOLVED FURTHER THAT** Mr. Sang Hyeon Kim – Managing Director, and/or Mr. Ashish Parikh – Company Secretary of the Company, be and are hereby severally authorized to file necessary applications, forms, returns, etc. with the concerned Authorities, including the Registrar of Companies, and to do all such acts, deeds and things as are necessary to give effect to the above mentioned Resolution.”

For and on behalf of the Board of Directors

**POSCO- INDIA PUNE PROCESSING CENTER PRIVATE LIMITED**

**SANG HYEON KIM**  
**MANAGING DIRECTOR**  
**DIN: 02854426**

**EUI JIN LEE**  
**DIRECTOR**  
**DIN: 09526188**

**Pune, 21<sup>th</sup> December, 2023**

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**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON HIS / HER / ITS BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a Proxy on behalf of not more than fifty members and holding in aggregate not more than Ten percent of the total Share Capital of the Company. Members holding more than Ten percent of the total Share Capital of the Company may appoint a single person as Proxy, who shall not act as Proxy for any other Member.
3. Proxy Forms, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the Meeting.
4. The Explanatory Statement, in respect of Item No. 3, pursuant to the provisions of Section 102 of the Companies Act, 2013, is annexed hereto.
5. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013, etc. will be available for inspection at the Annual General Meeting.
6. Relevant documents referred to in the aforesaid Notice are open for inspection at the Registered Office of the Company on all working days during business hours up to the date of the Annual General Meeting.
7. The Notice of the AGM along with the annual report for the FY 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company, unless any Member has requested for the physical copy thereof.
8. Proxy form and route map showing direction to reach the venue of the AGM are annexed hereto.



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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 2**

The Board of Directors of the Company, at its Meeting held on 04<sup>th</sup> September, 2023 appointed of M/s Bedarkar Pore & Associates – Cost Accountants, Pune (Firm Registration No. 001350) as the Cost Auditor, for Audit of the Company's Cost Accounting Records, for the FY 2023-24, at a Remuneration of Rs. 80,000/- (Rupees Eighty Thousand Only) plus the applicable Taxes and the Reimbursement of out of pocket expenses, if incurred in connection with the aforesaid Cost Audit.

In terms of the provisions of Section 148(3) read with Rule 14(b) of the Companies (Audit and Auditors) Rules, 2014, the Remuneration payable to the Cost Auditor, as recommended by the Board of Directors, shall be ratified / approved by the Members of the Company. Thus, the consent of Members of the Company is being sought to ratify such Remuneration Payable to the Cost Auditor.

None of the Directors or Key Managerial Personnel and / or their Relatives, are concerned or interested, financially or otherwise, directly or indirectly, in the above mentioned remuneration payable to the Cost Auditor.

The Board recommends approval of the Ordinary Resolution, as set out at Item No. 2 of the Notice.

For and on behalf of the Board of Directors

**POSCO- INDIA PUNE PROCESSING CENTER PRIVATE LIMITED**

**SANG HYEON KIM**  
**MANAGING DIRECTOR**  
**DIN: 02854426**

**EUI JIN LEE**  
**DIRECTOR**  
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**Pune, 21<sup>st</sup> December, 2023**

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