

TECHNOPAINTS AND CHEMICALS LIMITED

(Formerly Fortune Paints Private Limited)

NOTICE OF 17TH ANNUAL GENERAL MEETING

Notice is hereby given that the Seventeenth (17th) **Annual General Meeting** of the members of **Technopaints and Chemicals Limited** (formerly known as Fortune Paints Private Limited) will be held on Tuesday, the 30th day of September, 2025 at 4.00 P.M. at the registered office of the company situated at Plot No. 1A & 1B, Techno Houz, Hitex Road, Shilpa Hills, Izzat Nagar, Kothaguda, K.V. Rangareddy, Serilingampally, Telangana, India, 500084 to transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Financial statements of the Company for the Financial Year ended March 31, 2025, along with the notes to accounts and the reports of the Auditors and Board of Directors thereon.**

To consider and if thought fit, to pass with or without modification, the following resolution as an **ordinary resolution**.

“RESOLVED THAT the audited financial statements of the Company for the financial year ended 31st March 2025 together with the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby approved and adopted.”

2. **To declare the final dividend on equity shares for the financial year ended 31st March 2025 and, in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT approval be and is hereby accorded for declaration and payment of final dividend of ₹ 1/- (Rupee One only) (10%) per equity share of the face value of ₹ 10 (Rupee Ten) each fully paid up, of the Company, as recommended by the Board of Directors for the financial year ended 31st March 2025.”

3. **To appoint a Director in place of Mr. Akuri Srinivasa Reddy (DIN: 01746988), who retires by rotation and being eligible offers himself for re-appointment and, in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution**

“RESOLVED THAT Shri Akuri Srinivasa Reddy (DIN: 01746988), who retires by rotation in terms of Section 152 of Companies Act, 2013 and being eligible be and is hereby re-appointed as Director of the Company whose office shall be liable to retirement by rotation”

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SPECIAL BUSINESS

4. To appoint Mr. Radhakrishnan Balakrishna Menon (DIN: 01473781) as a Director (Non-Executive Independent) of the company for 5 consecutive years, not liable to retire by rotation:

To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to provision of Section 149,150,152 read with Schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Radhakrishnan Balakrishna Menon, (DIN: 01473781) in respect of whom the Company has received a declaration that he meets the criteria for independence as provided in Section 149(6), be and hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years with immediate effect and by virtue of sub-section (13) of Section 149 of the Companies Act, 2013 he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Board of Director be and is hereby authorized to prepare, modify, sign, file and submit necessary agreements, papers and documents as may be required in this regard on behalf of the Company and to do all such acts, deeds and to carry out such other incidental and ancillary acts, deeds as deemed expedient with regard to aforesaid resolution including but not limited for filing of requisite forms with the Registrar of Companies and such other authorities, as may be required in this regard.

5. To appoint Mr. Akuri Srinivasa Reddy, (DIN: 01746988) as Chairman and Managing Director of the Company and to approve /ratify his remuneration:

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s), or re-enactment(s) thereof, for the time being in force), and other applicable provisions, if any, and pursuant to the recommendations of the Board of Directors of the Company, Mr. Srinivasa Reddy, (DIN: 01746988) be and is hereby appointed as Chairman & Managing Director of the company for 5 years with immediate effect and shall be paid a remuneration of Rs. 10,00,000/- per month with effect from 1.4.2025 on the other terms and conditions including remuneration as detailed below effective from April 1, 2025:

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I	Basic Salary	Rs. 10,00,000/- Per Month
II	Perquisites and Other Entitlements	<p>In addition to the above, Mr. Srinivasa Reddy shall be entitled to allowance and benefits as per the policy of Company in force, such as:</p> <p>a. Reimbursement of Medical expenses incurred for self and family subject to limit of one month's basic salary per year.</p> <p>b. Health Insurance cover for self and family as per the Company policy.</p> <p>c. Personal Accident Insurance coverage for self as per the Company policy.</p> <p>d. Leave Travel Allowance "LTA") once in a year for self and family subject to the maximum of one-month basic salary for every year.</p> <p>LTA payment is subject to the provisions of the Income Tax Act, 1961.</p> <p>e. Club membership fees subject to maximum of two clubs.</p> <p>f. Company maintained car with Chauffeur.</p> <p>g. Business Travel by First/ Business Class.</p> <p>h. Reimbursement for Mobile Phone(s)/ Telephone and Internet Connections at residence.</p> <p>i. Payment of Gratuity and other retirement benefits.</p> <p>j. Earned Leave encashment and such other benefits as may be applicable to the employees of the Company.</p>

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, the remuneration by way of salary, perquisites and other allowances payable to Mr. Srinivasa Reddy as Chairman & Managing Director of the Company shall not exceed the limits prescribed under Schedule V of the Companies Act, 2013 (as may be amended from time to time) and the Rules made there under or any statutory modification or re-enactment thereof."

"RESOLVED THAT pursuant to the provisions of Section 2(51) of the Companies Act, 2013, Mr. Srinivasa Reddy Akuri (DIN: 01746988), Chairman and Managing Director of the Company, shall be considered as Key Managerial Personnel (KMP) of the Company."

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“RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution, do all such acts, deeds, matters and things as may be necessary and sign & execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto”.

6. To approve transactions with related parties:

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

“RESOLVED THAT pursuant to the provisions of Section 188(1) read with Rules 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, including any statutory modifications or re-enactment thereof for the time being in force) and subject to the approval of other authorities, if any, the approval of the members of the Company be and is hereby accorded to the Board of Directors to enter into contract(s)/arrangement(s)/transaction(s) of purchase/sale or supply of goods / materials, availing or rendering of any services, lease, transfer, assign or exchange with the below detailed parties, a related party of the Company as per the provisions of Section 2(76) of the Companies Act, 2013 for a period of three (3) financial years with effect from 01.04.2025 to 31.03.2028, for an annual value not exceeding as detailed below, provided that the said transactions are entered into/ carried out on arm’s length basis and on such terms and conditions as may be considered appropriate by the Board of Directors (including any authorised Committee thereof):

Sl. No.	Name of the related party	Nature of relation ship	Maximum value of transaction(s) per annum (Rs. In crores)			Nature and material terms/ Particulars of the contract or arrangement
			2025-26	2026-27	2027-28	
1.	Richwaves Specialities Private Limited	Related Party with common directors /shareholders	10	15	20	To purchase Raw Materials, stock in trade and sell any raw materials or goods. To Avail or render any service.
2	Fenetre UPVC Private Limited	Related party with common directors / shareholders	5	5	5	To purchase Raw Materials, stock in trade and sell any raw materials or goods. To Avail

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						or render any service
3	Masterbond Construction Chemicals Private Limited	Related party with common directors / shareholders	10	15	20	To purchase Raw Materials, stock in trade and sell any raw materials or goods. To Avail or render any service
4	Akuri properties and Holdings Private Limited	Related party with common directors / shareholders	5	10	15	To purchase Raw Materials, stock in trade and sell any raw materials or goods. To Avail or render any service

“RESOLVED FURTHER THAT the board of directors of the company or any committee thereof, be and is hereby authorised to negotiate, finalise, sign and enter into a contract(s)/agreement (s) with the related party on such terms and contracts as may be mutually agreed upon and the board is further authorised to modify / amend the terms and conditions of such contract(s) /agreement(s) /transaction(s), without seeking the approval of the members again during the validity of the approval of the shareholders and to do all such acts, deeds and matters and things as may be necessary or expedient for the purpose of giving effect to the resolution including but not limited to the filing of relevant forms with the Registrar of Companies, wherever applicable.”

7. To approve appointment of Mrs. Akuri Sandhra, relative of director, to hold office / place of profit:

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

“RESOLVED THAT pursuant to the provisions of Section 188 (1) (f) of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modifications or re-enactment thereof for the time being in force) and as amended from time to time, and as recommended by the board of directors, consent of the members of the company be and is hereby accorded to Mrs. Akuri Sandhya, , a relative of Mr. Akuri Srinivasa Reddy, a Managing Director of the Company, to hold an office or place of profit as Chief Administrative Officer (CAO) of the Company in the Administration Division with immediate effect at a monthly remuneration of Rs. 4,00,000/- (Rupees Four Lakhs only) on such the terms and conditions as applicable to the relevant grade Officers of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized severally to file necessary e-Forms, if any, with Registrar of Companies, Hyderabad, and to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

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8. Approval for giving loans under Section 185 of the Companies Act, 2013:

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

“**RESOLVED THAT** in supersession of the resolution passed earlier, if any, in this regard, pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the provisions of the Memorandum and Articles of Association of the Company and as recommended by the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall be deemed to have include any Committee which Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), to advance any loan(s) including any loan represented by a book debt and/or give any guarantee(s) and/or provide any security(ies) in connection with any Financial assistance/ loan taken/ to be taken and/or credit facilities availed/ to be availed by the following Companies (“Borrowing Companies”), in one or more tranches, in which certain Directors of the Company are interested upto an amount not exceeding in aggregate Rs. 50.00 crores (Rupees Fifty Crores Only), on such terms and conditions as the Board of Directors may deem beneficial in their absolute discretion and in the best interest of the Company in the following manner, provided that such loans is/are utilized by the borrowing Companies for their respective principal business activities:

1. Richwaves Specialities Private Limited
2. Fenetre UPVC Private Limited
3. Masterbond Construction Chemicals Private Limited
4. Akuri properties and Holdings Private Limited

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things, and to settle any questions, difficulties, or doubts that may arise in this regard, as it may, in its absolute discretion, deem necessary, expedient, or desirable, in the best interest of the Company.”

9. To appoint Mr. Anil Kondoth, Director (DIN: 09398109) as Chief Executive Officer of the Company and to fix his remuneration:

To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and Schedule V of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof), and as recommended by the Board of Directors, consent of the shareholders be and is hereby accorded to appoint Mr. Anil Kondoth, Director (DIN: 09398109), as Chief Executive Officer of the Company for 5 years and at a monthly remuneration of ₹4,00,000 (Rupees Four Lakhs only) with effect from 01.9.2025 and on such other terms and conditions as detailed below:

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I	Basic Salary	Rs. 4,00,000/- Per Month
II	Perquisites and Other Entitlements	<p>In addition to the above, Mr. Anil Kondoth shall be entitled to allowance and benefits as per the policy of Company in force, such as:</p> <p>a. Reimbursement of Medical expenses incurred for self and family subject to limit of one month's basic salary per year.</p> <p>b. Health Insurance cover for self and family as per the Company policy.</p> <p>c. Personal Accident Insurance coverage for self as per the Company policy.</p> <p>d. Leave Travel Allowance "LTA") once in a year for self and family subject to the maximum of one-month basic salary for every year.</p> <p>LTA payment is subject to the provisions of the Income Tax Act, 1961.</p> <p>e. Club membership fees subject to maximum of two clubs.</p> <p>f. Company maintained car with Chauffeur.</p> <p>g. Business Travel by First/ Business Class.</p> <p>h. Reimbursement for Mobile Phone(s)/ Telephone and Internet Connections at residence.</p> <p>i. Payment of Gratuity and other retirement benefits.</p> <p>j. Earned Leave encashment and such other benefits as may be applicable to the employees of the Company.</p>

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, the remuneration by way of salary, perquisites and other allowances payable to Mr. Anil Kondoth as Chief Executive Officer (CEO) of the Company shall not exceed the limits prescribed under Schedule V of the Companies Act, 2013 (as may be amended from time to time) and the Rules made there under or any statutory modification or re-enactment thereof."

"RESOLVED THAT pursuant to the provisions of Section 2(51) of the Companies Act, 2013, Mr. Anil Kondoth (DIN: 09398109), Chief Executive Officer (CEO) of the Company, shall be considered as Key Managerial Personnel (KMP) of the Company."

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“RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution, do all such acts, deeds, matters and things as may be necessary and sign & execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto”.

By order of the Board
Technopaints and Chemicals Limited
(Formerly known as Fortune Paints Private Limited)

Srinivasa Reddy Akuri
Managing Director
[DIN: 01746988]

Place: Hyderabad
Date: 08.09.2025

Registered Office:

**Plot No. 1A & 1B, Techno Houz, Hitex Road, Shilpa Hills,
Izzat Nagar, Kothaguda, K.V. Rangareddy,
Serilingampally, Hyderabad - 500084,
Telangana**

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NOTES:

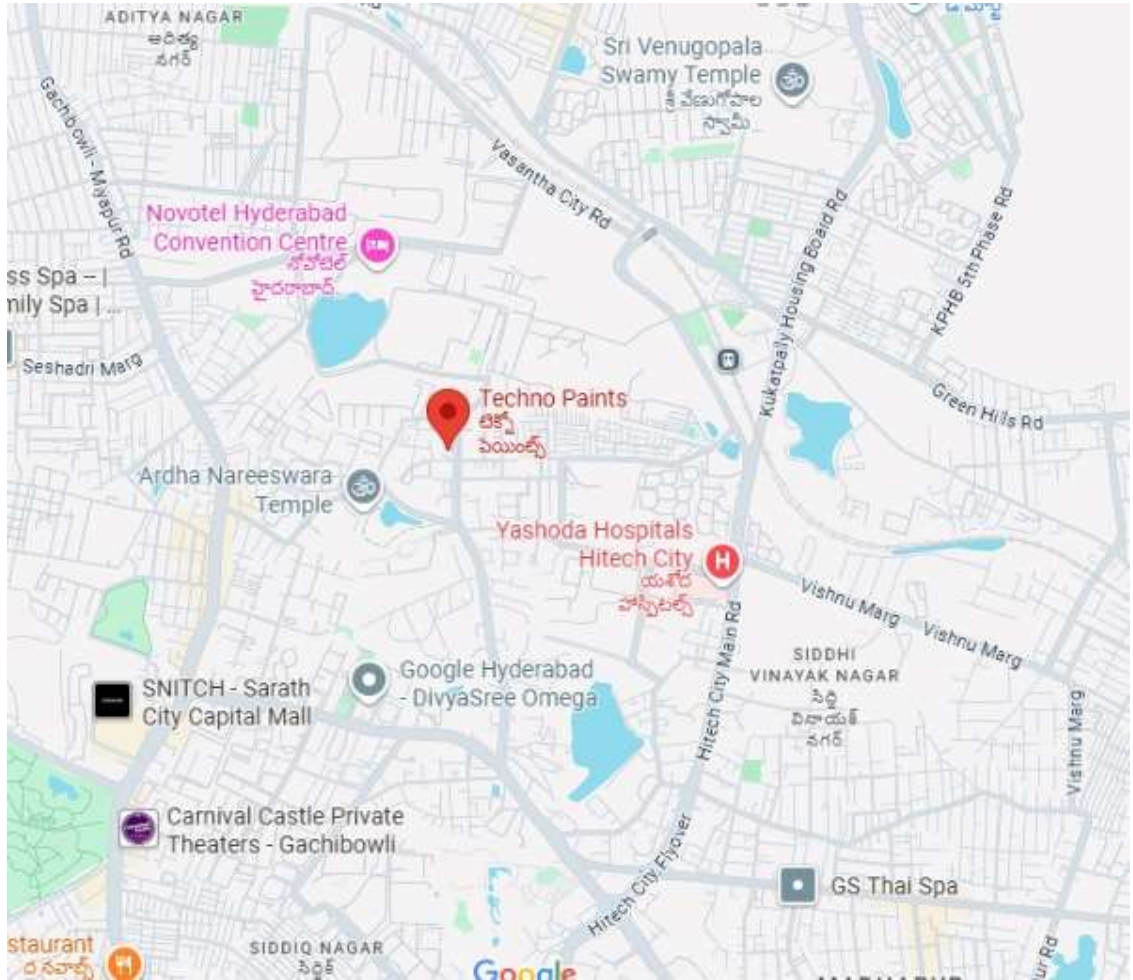
1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ("Act") setting out material facts concerning the special business forms part of this Notice.
2. A Member eligible to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and proxy need not be a Member of the Company
3. The proxy form in order to be effective must be deposited with the Company at least not less than 48 hours before the Meeting at the Registered Office of the Company.
4. 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.
5. All documents referred to in the notice and explanatory statement are open for inspection at the Registered Office of the Company on all working days from 11.00 A.M. to 1.00 P.M. up to the date of the meeting.
6. Members / Proxies should bring the attendance slips filled in for attending the Meeting. Members are requested to notify the Change in their addresses.
7. Members are requested to note that the Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in the Corporate Governance" by allowing the paperless compliances by the companies vide its circulars no.17/2011 dated April 21/2011 and 18/2011 dated April 29, 2011, and permitted the companies to send the notices/annual reports etc. through email to its members.
8. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
9. The Board of the Company has recommended dividend of Rs.1/- per share for each fully paid Equity shares of Rs.10/- each for the year ended 31st March 2025.
10. Final dividend for the financial year ended 31st March 2025, if approved by the members at the ensuing AGM, will be paid on or after 30.09.2025, to those members whose names appear in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on the record date i.e., 26.09.2025.
11. Members holding shares in physical/demat form are required to submit their bank account details, if not already registered, as mandated by the SEBI.
12. In case the Company's dividend banker is unable to process the final dividend to any Member by electronic mode, due to non-availability of the details of the bank account

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or for any other valid reason whatsoever, the Company shall dispatch the dividend warrants/demand drafts/intimation letter to KYC non-compliant physical folios by post.

ROUTE MAP



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EXPLANATORY STATEMENT IN PURSUANCE OF SECTION 102(1) OF THE COMPANIES ACT, 2013:

Statement with respect to items under Special Business covered in the Notice of Meeting are given below:

Item No.4: Appointment of Mr. Radhakrishnan Balakrishna Menon (DIN: 01473781) Director (Non-executive Independent) of the company for 5 consecutive years, not liable to retire by rotation:

Pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of Directors is required to be approved by the members at a General Meeting of the Company.

The Board of Directors, at its meeting held on 8th September 2025, considered and recommended the appointment of **Mr. Radhakrishnan Balakrishna Menon (DIN: 01473781)** as a **Non-Executive Independent Director** of the Company for a term of five (5) consecutive years, not liable to retire by rotation.

Mr. Radhakrishnan Balakrishna Menon holds a Master's Degree in Personnel Management and Industrial Relations (PM & IR) from TISS and has more than 22 years of experience in the field of management consultancy and executive/leadership coaching. He actively coaches CEOs, CXOs, and senior leaders across diverse organizations. He is a Professional Certified Coach (PCC) of the International Coach Federation (ICF) and widely consults and coaches reputed organizations in India and overseas in the areas of organizational development, leadership capability building, strategic human resources, and executive coaching. He has consented to act as a Director of the Company.

The Company has received a declaration from him confirming that he meets the criteria of independence as prescribed under Section 149 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014. The Board is of the opinion that he fulfils the conditions specified in the Act and the Rules made thereunder for his appointment as an Independent Director and that he is independent of the management of the Company.

In terms of Section 152 of the Companies Act, 2013, directors are appointed by the members at the General Meeting through an Ordinary Resolution. However, where the appointee has attained the age of 75 years, or is likely to cross the age of 75 years during his tenure, his appointment/continuation requires the approval of the members by way of a **Special Resolution**.

Accordingly, the Board considers that the association of **Mr. Radhakrishnan Balakrishna Menon (DIN: 01473781)** as an Independent Director would be of immense benefit to the Company and recommends his appointment for approval of the members by way of a **Special Resolution**.

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None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice, except to the extent of their shareholding, if any, in the Company.

Item No. 5: To appoint Mr. Akuri Srinivasa Reddy, (DIN: 01746988) as Chairman and Managing Director of the Company and to approve / ratify his remuneration:

Considering the valuable contributions of Sri Akuri Srinivasa Reddy as Promoter and Managing Director of the Company and in view of Company's future expansion plans, the Board proposes to appoint him as **Chairman and Managing Director** of the Company. With his vision, strategic planning, and business promotion skills, Mr. Srinivasa Reddy is expected to guide and steer the Company to greater heights.

Mr. Reddy's leadership has been instrumental in shaping the organization's growth since its inception and his strong execution-driven culture has helped the company to reach newer milestones. Known for his practical problem-solving approach and people-focused management style, Mr. Reddy has ensured that projects are delivered with precision, professionalism and a strong emphasis on client satisfaction. His ability to make tactical decisions under pressure and mobilize teams effectively has consistently resulted in successful outcomes across diverse and large-scale projects the company has undertaken so far.

Pursuant to the provisions of section 196, 197, 198 read with Schedule V of the companies act, 2013, the remuneration to the managing director or other managerial personnel, need to be approved by the shareholders by way of a special resolution. The proposed remuneration payable to the Chairman and Managing Director is well within the overall limits as prescribed under the said provisions.

The board of directors at its meeting held on 08.09.2025, considered and recommended for the appointment of Mr. Srinivasa Reddy as Chairman and managing director of the company with immediate effect and proposed a remuneration as set out at item no 5 of the AGM notice for the approval of the shareholders with effect from 01.04.2025.

Accordingly, the Board recommends the Special Resolution set out at Item No. 5 of the Notice for the approval of the members.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested (except to the extent of their shareholding in the Company, if any), financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Item No. 6: To approve transactions with related parties

In order to have sustained growth of the operations of the company, avail quantitative benefits from sale / purchase of certain of goods / materials, for ease of customer reach and in the best interest of the Company and its members/shareholders, the Company proposes to purchase Raw Materials, stock in trade and sell any raw materials or goods from / to the party (ies) as detailed below and in the resolution, a related party (ies) in terms of Section 2(76) of the Companies Act, 2013 of the Company from time to time for a period of 3 years falling within the financial year 2025-26, 2026-27 and 2027-28.

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The proposed transactions with the related party(ies), which are in the ordinary course of business and at arm's length, fall within the ambit of provisions of Section 188(1) of the Companies Act, 2013 and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and hence needs the approval of the shareholders by way of an ordinary resolution.

The board at its meeting held on 08.09.2025 proposed the resolution set out at Item no. 6 of the notice of the Annual General Meeting setting out all the terms and conditions of the proposed transactions with the related party, as detailed below:

Sl. No.	Name of the related party	Nature of relationship	Maximum value of transaction(s) per annum (Rs. In crores)			Nature and material terms/ Particulars of the contract or arrangement
			2025-26	2026-27	2027-28	
1.	Richwaves Specialities Private Limited	Related Party with common directors /shareholders	10	15	20	To purchase Raw Materials, stock in trade and sell any raw materials or goods. To Avail or render any service.
2	Fenetre UPVC Private Limited	Related party with common directors / shareholders	5	5	5	To purchase Raw Materials, stock in trade and sell any raw materials or goods. To Avail or render any service
3	Masterbond Construction Chemicals Private Limited	Related party with common directors / shareholders	10	15	20	To purchase Raw Materials, stock in trade and sell any raw materials or goods. To Avail or render any service
4	Akuri properties and Holdings Private Limited	Related party with common directors / shareholders	5	10	15	To purchase Raw Materials, stock in trade and sell any raw materials or goods. To Avail or render any service

Section 188 of the Companies Act, 2013 read along with rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules 2014 prescribe the procedure for approval of material related party transactions by members.

The proviso to Section 188(1) provides that the said provisions shall not apply to any transactions entered into by the Company in its ordinary course of business and on an arm's length basis.

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All the proposed transactions put up for approval are in ordinary course of business and on arm's length basis.

The above contracts/ arrangements/ transactions were recommended by the Board of Directors to the unrelated shareholders of the Company for their approval.

In accordance with the provisions of the Act, all entities/ persons directly/ indirectly classified as related parties of the Company shall abstain from voting on resolution(s) wherein approval of material related party transactions is being sought from the shareholders.

Accordingly, all related parties of the Company will abstain from voting on this resolution.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested (except to the extent of their shareholding in the Company, if any), financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the unrelated shareholders of the Company.

Item No.7: To approve appointment of Mrs. Akuri Sandhya, to hold office / place of profit:

The Board of Directors proposes the appointment of Mrs. Akuri Sandhya as Chief Administrative Officer (CAO) of the company.

Mr. Akuri Srinivasa Reddy, Managing Director of the Company, is the spouse of Mrs. Akuri Sandhya and, accordingly, the proposed appointment falls within the ambit of Section 188 of the Companies Act, 2013, relating to appointment to an office or place of profit.

Mrs. Akuri Sandhya brings with her more than 22 years of years of extensive experience in general administration and planning, which will be a significant asset to our company's HR and administrative operations. The proposed appointment and the remuneration are recommended for the approval of the members.

This transaction is in the ordinary course of business and is at arm's length, subject to approval by a Special Resolution of the shareholders and such approvals from regulatory authorities, if any, as may be required under Section 188 of the Companies Act, 2013,

Details of the proposed appointment:

- Name of the Related Party: Mrs. Akuri Sandhya
- Name of the Director who is Related: Mr. Akuri Srinivasa Reddy, Managing Director
- Nature of Relationship: spouse of Managing Director
- Nature of the Contract/ Arrangement: The appointment is for the position of Chief Administrative Officer (CAO) and the material terms of the contract are as follows:
 - Remuneration: A monthly salary of ₹ 4,00,000/- per month.
 - Other Particulars: Include any other material terms, such as a company car, housing allowance, or performance-based incentives.
- Justification for the Appointment: Mrs. Akuri Sandhya is having more than 22 years of rich experience in general administration and planning, and her appointment would bring significant value to the Company's management and operations

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Disclosure of Director's Interest:

Mr. Akuri Srinivasa Reddy, being related to the proposed appointee, is interested in this resolution to the extent of his relationship. As required under law, he did not participate in the Board's discussion or voting on this matter at the board meeting

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested (except to the extent of their shareholding in the Company, if any), financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

Accordingly, the Board recommends the Special Resolution set out at Item No. 7 of the Notice for the approval of the members.

Item no. 8: Approval for giving loans under Section 185 of the Companies Act, 2013:

The Company is expected to render support for the business requirements of other companies in the group (i.e. entities in which directors of the Company are interested as per the provisions of section 185 of the Companies Act, 2013), from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan, guarantee or security to other entities in the Group.

In the light of amendments notified, inter-alia replacing the provisions of Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested in respect of loans taken by such entities, for their principal business activities.

As per Section 185 of the Companies Act, 2013 (the "Act"), a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested, subject to the condition that:

- (a) a Special Resolution is passed by the company in general meeting, and
- (b) the loans are utilised by the borrowing company(ies) for its principal business activities.

Any person in whom any of the Director of the Company is interested means:

- (a) any Private Company of which any such director is a director or member,
- (b) any body corporate at a general meeting of which not less than twenty-five per cent of the total voting power may be exercised or controlled by any such director, or by two or more such directors, together; or
- (c) anybody corporate, the Board of directors, managing director or manager, whereof is accustomed to act in accordance with the directions or instructions of the Board, or of any director or directors, of the lending Company.

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(Formerly Fortune Paints Private Limited)

The Company is expected to render support by way of advancing loans, including any loan represented by a book debt, or by giving guarantees or providing security in connection with the loans taken by the following companies (hereinafter referred to as the "Borrowing Companies") in which certain Directors of the Company are interested, and the proposed financial assistance is intended to meet the growing business requirements of these companies, including expansion, working capital needs, and other requirements related to their principal business activities:

1. Richwaves Specialities Private Limited
2. Fenetre UPVC Private Limited
3. Masterbond Construction Chemicals Private Limited
4. Akuri properties and Holdings Private Limited

Accordingly, in order to meet the funding requirements and ensure necessary compliances of the provisions of the Companies Act, 2013, the Board of Directors, hereby proposes to grant loans or provide guarantee/security to these above mentioned entities up to an aggregate amount of **Rs. 50.00 crores (Rupees Fifty Crores only)**.

Hence, in order to enable the company to advance loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested to any entity of the group, in which Directors of the company are interested directly or indirectly under section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution.

Pursuant to the said provisions of the Act, the Board of Directors, at their meeting held on 08.09.2025, approved the proposal, subject to Members approval, to provide financial assistance as above and recommends the Special Resolution set out at Item No. 8 of this Notice for approval by the shareholders.

Save and except the Directors holding position of Directorship and extent of their shareholding in the borrowing Companies, none of the other Directors, Key Managerial Personnel, or their relatives are, in any manner, financially or otherwise, concerned or interested in the Special Resolution set out as item No. 8 of the Notice.

Item No. 9: To appoint Mr. Anil Kondoth, Director (DIN: 09398109) as Chief Executive Officer of the Company and to fix his remuneration:

Mr. Anil Kondoth was appointed as Director of the company w.e.f. 3.8.2024 and has since been contributing significantly to the growth and development of the Company. Mr. Anil is a seasoned professional with over 20 years of rich industry experience. He holds an MBA from St. Augustine PG College, Hyderabad, and has been associated with Technopaints since its early years, serving in various key roles.

Renowned for his hands-on leadership style and strong commitment, Mr. Anil has played a crucial role in driving the company's operational excellence and strategic execution. His in-depth understanding of paint application, project delivery, and client requirements has strengthened the company's reputation for reliability, quality, and timely service.

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Mr. Anil's leadership has been instrumental in shaping the organization's strong execution culture. Known for his practical problem-solving approach and people-focused management, he ensures that every project is delivered with precision, professionalism, and a strong emphasis on client satisfaction. His ability to make tactical decisions under pressure and mobilize teams effectively has consistently led to successful outcomes across diverse and large-scale projects.

Pursuant to the provisions of section 196, 197, 198 read with Schedule V of the Companies Act, 2013, the remuneration to the managing director or other managerial personnel, need to be approved by the shareholders by way of a special resolution. The proposed remuneration to the Chief Executive Officer (CEO) is well within the overall limits as prescribed under the said sections.

The board of directors at its meeting held on 08.09.2025, has considered and recommended for the appointment of Mr. Anil as Chief Executive Officer (CEO) of the company for 5 years with effect from 01.09.2025 and proposed a remuneration as set out at item no 9 of the AGM notice for the approval of the shareholders.

The board recommends the special resolution for the approval of the members.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested (except to the extent of their shareholding in the Company, if any), financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

By order of the Board
Technopaints and Chemicals Limited
(Formerly known as Fortune Paints Private Limited)

Srinivasa Reddy Akuri
Managing Director
[DIN: 01746988]

Place: Hyderabad

Date: 08.09.2025

Registered Office:

**Plot No. 1A & 1B, Techno Houz, Hitex Road, Shilpa Hills,
Izzat Nagar, Kothaguda, K.V. Rangareddy,
Serilingampally, Hyderabad - 500084,
Telangana**

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BRIEF RESUME OF DIRECTOR SEEKING APPOINTMENT AT THIS ANNUAL GENERAL MEETING:

Name of The Director	Mr. Srinivasa Reddy Akuri	Mr. Radhakrishnan Balakrishna Menon
DIN	DIN: 01746988	DIN: 01473781
Date of Birth	21-08-1977	23-02-1955
Age	48 years	70 years
Nationality	Indian	Indian
Date of first appointment on Board	23.04.2008	NA
Qualification	Bachelor's Degree	Master's degree in PM & IR
Experience	25 years	22+ years
Terms and Conditions of appointment	Appointed as Managing Director and KMP of the company.	Proposed to be Appointed as Independent Director of the company, whose office is not liable to retire by rotation
Nature of Expertise and skill set require in specific functional areas	Mr. Srinivasa Reddy Akuri, Founder and CMD of Technopaints and Chemicals Ltd., has transformed the company since 2008 into one of India's fastest-growing paint and coating solutions brands. With over two decades of entrepreneurial leadership, he has driven expansion, innovation, sustainability, and customer-focused growth, steering the company toward becoming a national leader in the industry.	Mr. Radhakrishnan Balakrishna Menon holds a Master's Degree in Personnel Management and Industrial Relations (PM & IR) from TISS, having more than 22 years of experience in the field of management consultancy, Executive/Leadership Coaching and actively coaches CEOs/CXOs and Sr. Team leaders across diverse organizations. He is a Professional Certified Coach (PCC) of International Coach Federation (ICF) and widely consults and coaches for reputed and diverse organizations in India and Overseas in the areas of organization development, leadership capability building, strategic human resources & executive coaching.
Number of meetings attended during the year	31	NA

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Directorships held in other Companies	<ul style="list-style-type: none"> • Richwaves Specialities Private Limited-Director • Fenetre uPVC Private Limited-Director • Masterbond Construction Chemicals Private Limited-Director • Akuri properties and Holdings Private Limited-Director 	<ul style="list-style-type: none"> • LBW Consulting Private Limited-MD • Infiiloom India Private Limited-Independent Director
Membership/ Chairmanships of Committees in other Companies	NIL	Chairman-NRC Member – CSR
Relationship with other Directors, Manager and other Key Managerial Personnel	Sandhya Akuri- Husband Sakesh Reddy Akuri and Deepthi Akuri- Father	NIL
Shareholding in the Company	57.79%	NIL

ATTENDANCE SLIP		
TECHNOPAINTS AND CHEMICALS LIMITED		
CIN: U24220TG2008PLC058787		
Registered Office: Plot No. 1A & 1B, Techno Houz, Hitex Road, Shilpa Hills, Izzat Nagar, Kothaguda(K.V. Rangareddy), K.V. Rangareddy, Serilingampally, Telangana, India, 500084		
Name of the member / proxy	Folio No	
Address:	DP Id:	
	Client Id:	
<p>I certify that I am a Member/ Proxy/ Authorized Representative for the Member of the Company.</p> <p>I/ We hereby record my/ our presence at the 17th Annual General Meeting of the Company to be held on Tuesday, the 30th day of September, 2025 at 4.00 P.M. at the registered office of the Company at Plot No. 1A & 1B, Techno Houz, Hitex Road, Shilpa Hills, Izzat Nagar, Kothaguda (K.V. Rangareddy), K.V. Rangareddy, Serilingampally, Telangana, India, 500084</p> <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <p>_____</p> <p>Member's/ Proxy's Signature</p> </div> <div style="width: 45%;"> <p>_____</p> <p>No. of shares held</p> </div> </div>		

FORM NO. MGT-11
PROXY FORM

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the
Companies (Management and Administration) Rules, 2014]*

CIN: U24220TG2008PLC058787

Name of the Company: TECHNOPAINTS AND CHEMICALS LIMITED

Registered Office: Plot No. 1A & 1B, Techno Houz, Hitex Road,
Shilpa Hills, Izzat Nagar, Kothaguda (K.V. Rangareddy),
K.V. Rangareddy, Serilingampally, Telangana, India, 500084

Name of the Member(s):

Registered Address:

E-Mail ID:

Folio No/ Client ID:

DP ID:

I/We, being the member(s) of _____ shares of the above-named Company, hereby appoint

1. Name: _____

Address: _____

E-mail Id: _____

Signature: _____, or failing him

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 17th Annual General Meeting of the Company Technopaints and Chemicals Limited to be held on Tuesday, the 30th day of September, 2025 at 4.00 P.M. at the registered office of the Company at Plot No. 1A & 1B, Techno Houz, Hitex Road, Shilpa Hills, Izzat Nagar, Kothaguda (K.V. Rangareddy), K.V. Rangareddy, Serilingampally, Telangana, India, 500084 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial statements of the Company for the Financial Year ended March 31, 2025, together with the notes to accounts and the reports of the Auditors and Board of Directors thereon
2. To declare the final dividend on equity shares for the financial year ended 31st March 2025
3. To appoint a Director in place of Mr. Akuri Srinivasa Reddy (DIN: 01746988)

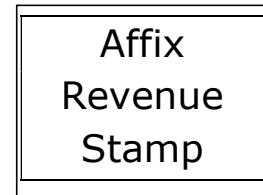
Special Business:

4. To appoint Mr. Radhakrishnan Balakrishna Menon (DIN: 01473781) as a Director (Non-executive Independent) of the company for 5 consecutive years, not liable to retire by rotation
5. To appoint Mr. Akuri Srinivasa Reddy, (DIN: 01746988) as Chairman and Managing Director of the Company and to approve / ratify his remuneration
6. To approve transactions with related parties
7. To approve appointment of Mrs. Akuri Sandhra, relative of director, to hold office / place of profit
8. Approval for giving loans under Section 185 of the Companies Act, 2013
9. To appoint Mr. Anil Kondoth, Director (DIN: 09398109) as Chief Executive Officer of the Company and to fix his remuneration

Signed this

Signature of shareholder

Signature of Proxy holder(s)



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the Meeting.