NOTICE FOR SHAREHOLDERS' MEETING

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF TECHNOPAINTS AND CHEMICALS LIMITED ("COMPANY") (FORMERLY KNOWN AS FORTUNE PAINTS PRIVATE LIMITED) WILL BE HELD ON THURSDAY, THE 13TH DAY OF AUGUST, 2026 AT 11.30 A.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 TO TRANSACT THE FOLLOWING BUSINESS

This notice of meeting is given pursuant to Section 101 of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) each as amended.

This notice is a shorter notice of 4 days and requisite consents have been obtained from the shareholders pursuant to Section 101(1) of the Companies Act, 2013 in accordance with the Articles of Association.

SPECIAL BUSINESS:

ITEM NO. 1: APPROVAL FOR BONUS ISSUE OF EQUITY SHARES TO THE EXISTING SHAREHOLDERS:

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

"**RESOLVED THAT**, pursuant to and in accordance with Sections 23(1), 63 and all other applicable provisions of the Companies Act, 2013, read with rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 including any amendment thereto and re-enactment thereof for the time being in force, the rules and regulations made thereunder, each as amended (collectively referred to as the "**Companies Act**"), and the memorandum of association and articles of association of the Company, as amended and subject to applicable law, and subject to consents and approvals as may be required from the lenders of the Company and other appropriate authorities and subject to such terms and modifications as may be specified while according such approvals, consent of the shareholders of the Company be and is hereby accorded to capitalisation of a sum of ₹ 6,95,88,000 (Rupees Six crores Ninety Five Lakhs Eighty Eight Thousand only) be capitalized out of the Company's securities premium account/free reserves or capital redemption reserve account, as are permissible to be utilized for the purpose, as per the audited financial statements of the Company for the financial year ended 31.03.2026 and to the transfer of such amounts to the share capital account and that such amounts be applied for issue and allotment of 69,58,800 (Sixty Nine Lakhs Fifty Eight Thousand Eight Hundred) equity shares of the Company of face value ₹ 10/- each (Rupees Ten only) as bonus shares (the "**Bonus Equity Shares**") credited as fully paid-up, to the shareholders of the Company whose names appear in the register of members as on the date of EGM /Beneficial owners' position of the Company on 07.08.2026 (the

“**Record Date**”), in the proportion of 2 new equity shares of face value ₹ 10/- each (Rupees Ten only only) for every 5 (*Five* equity share of face value ₹ 10/- each (Rupees Ten only) held as on the date of EGM / Record Date and that the new bonus equity shares so issued and allotted shall be treated for all purposes as an increase of the nominal amount of the equity share capital of the Company held by each such members and not as income in lieu of dividend credited.

“**RESOLVED FURTHER THAT**, the above shall be subject to the following terms and conditions:

1) The Equity shares of the Company proposed to be issued and allotted as Bonus Equity Shares shall be subject to the provisions of the Articles of Association of the Company and shall rank pari passu in all respects with and carry the same rights as the existing fully paid equity shares of the Company; and

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Mr. Akuri Srinivasa Reddy, Managing Director, Mr. Anil Kondoth, Director & CEO and Mrs. D. Madhavi Latha, Company Secretary of the Company, severally, on behalf of the Board, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, including with the Registrar of Companies, Telangana at Hyderabad, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required; and any documents so executed and delivered or acts and things done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be.

RESOLVED FURTHER THAT duly certified copies of the above resolutions under the hands of any Director and/or Company Secretary be furnished to any government, statutory or regulatory authority as may be required from time to time.”

ITEM NO. 2: SUB-DIVISION OF FACE VALUE OF EQUITY SHARES OF THE COMPANY AND TO AMEND THE MEMORANDUM OF ASSOCIATION:

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

“**RESOLVED THAT** pursuant to provisions of Section 61(1)(d), 64 and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations framed thereunder (including any statutory modifications or re-enactment thereof, for the time being in force)and the applicable provision of the Memorandum and Articles of association of the Company, the consent and approval of the Shareholders of the Company be and is hereby accorded to the sub-division of 2,43,55,800 (Two crores Forty Three Lacs Fifty Five Thousand Eight Hundred) (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganisation of the capital structure of the Company as may be applicable from time to time) fully paid up equity shares of face value ₹ 10/- (Rupees Ten only) each in the share capital of the Company into 4,87,11,600 (Four crores Eighty Seven Lakh Eleven Thousand Six Hundred equity shares of face value of ₹ 5/- (Rupees Five only) each ("**Sub-Division**")."

"**RESOLVED FURTHER THAT** pursuant to the Sub-Division of the equity shares of the Company, all the issued, subscribed and paid up equity shares of face value ₹ 10/- (Rupees Ten only) each of the Company shall stand sub-divided into equity shares of face value ₹ 5/- (Rupees Five only) each fully paid up, without altering the share capital and shall rank *pari passu* in all respects with the existing fully paid equity shares of ₹ 10/- (Rupees Ten only) each of the Company and shall be entitled to participate in full dividend to be declared after subdivided Equity shares are allotted."

RESOLVED FURTHER THAT Capital Clause 5 in the Memorandum of Association be amended suitably to evidence the sub-division of the face value of the Equity shares of Rs. 5/- (Rupees Five only) per share (reduced nominal value) as detailed below

Clause 5: The Authorized Share Capital of the Company is Rs. 25,00,00,000 (Rupees Twenty-Five CRORES Only) divided into 5,00,00,000 (Five CRORES only) equity shares of Rs. 5/- each (Rupees Five only).

"**RESOLVED FURTHER THAT**, upon the sub-division of the Equity Shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares of the face value of ₹ 10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect and the Company may without requiring the surrender of the existing share certificate(s) directly issue and dispatch the new share certificate(s) of the Company, in lieu of such existing issued share certificate(s)

"**RESOLVED FURTHER THAT**, in case of equity shares held in the dematerialized form, the number of sub-divided equity shares shall be credited to the respective beneficiary accounts of the shareholders of the Company with the depository participants, in lieu of existing credits representing the equity shares before sub-division".

"RESOLVED FURTHER THAT, pursuant to the sub-division of equity shares of the company, equity share of ₹ 5/- (Rupees Five only) each shall rank *pari passu* in all respects as were with the fully paid-up equity shares of ₹ 10/- (Rupees Ten only) each of the company and shall be entitled to participate in full dividend to be declared after sub-divided equity shares are allotted."

"**RESOLVED FURTHER THAT** Mr. Akuri Srinivasa Reddy, Managing Director, Mr. Anil Kondoth, Director and Chief Executive Officer and Mrs. D. Madhavi Latha, Company Secretary of the Company be and are hereby severally authorised to make application, file forms, etc. and to do all such acts, deeds and things as may be required or deemed expedient to implement this resolution."

"**RESOLVED FURTHER THAT** any of the Directors and/or the Company Secretary of the Company is authorised to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action."

ITEM NO. 3: TO ALTER THE OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION AND ADOPTION OF THE AMENDED MEMORANDUM OF ASSOCIATION 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 Sections 13, and 15 and other applicable provisions, if any, of the Companies Act, 2013, and the rules and regulations made thereunder, including the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the shareholders be and is hereby accorded for amending the existing objects clauses) of the memorandum of association of the Company by inserting three more objects after the existing object no. 1 (one), renumbering the existing object 2 as object 5 in Clause 3(a) and further amending clause3(b) 1

RESOLVED FURTHER THAT pursuant to provision to Sections 13 of the Companies Act, 2013, the existing Clause 3(a) and Clause 3(b)(1) of the Memorandum of Association of the Company be and is hereby substituted with the following clause:

"3 The objects for which the Company is established are:

(a) The Objects to be pursued by the Company on its incorporation are:

1. To carry on business as manufactures, producers, processors, makers, inventors, converters, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockiest agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in, brushes, sand papers, polished materials, oil distemper, plastic paints, emulsions, varnishes, lime stones, spirit, thinner, turpentine, oxide, zinc, chemicals and articles used in manufacturing of allied products of paints.

2. To undertake and execute all types of painting, coating, surface preparation, waterproofing, finishing, maintenance, repair, restoration, and allied works for residential, commercial, industrial, and infrastructure projects, whether directly or through franchisees, agents, contractors, collaborators, or digital and technology-enabled platforms and to provide consultancy, project management, training, quality

assurance, and allied technical services in connection with the aforesaid activities.

3. To bid for and perform contracts with government, semi-government, public sector, and private entities for the aforesaid works, anywhere in India or abroad.
4. To manufacture, import, purchase or procure in any other manner the raw materials required for the purpose of manufacturing of paints brushes, sand papers and to arrange the sale and distribution of the same in such suitable manner as the Company may think fit.
5. To enter into franchise, licensing, joint venture, and other business arrangements with any person, firm, or body corporate for carrying out any or all of the above objects."

(b) Matters which are necessary for furtherance of the Objects specified in Clause 3(a):

Modified clause 3(b)(1):

1. To establish and maintain any agencies in India or any part of the world for the conduct of the business of the Company or for the sale of any materials or things for the time being at the disposal of the Company for sale or provision of services.

"**RESOLVED THAT** pursuant to the provisions of Section 4, and 13, of the Companies Act, 2013 and the rules made thereunder, each as amended, and other applicable provisions, if any and in order to align the memorandum of association of the Company ("**Memorandum of Association**") with the requirements of the Companies Act, 2013, as amended, the consent of the shareholders be and is hereby accorded for the amendment to the objects clause of the Memorandum of Association of the Company, and that the existing Memorandum of Association of the Company as placed before the shareholders of the Company, be amended and substituted with an amended Memorandum of Association placed before the shareholders and the same be approved and be adopted as the Memorandum of Association of the Company.

"**RESOLVED FURTHER THAT** Mr. Akuri Srinivasa Reddy, Managing Director, Mr. Anil Kondoth, Director & CEO and Mrs. D. Madhavi Latha, Company Secretary of the Company be and are hereby severally authorised to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolution, including but not limited to, file the necessary application with the regulatory authorities, to settle all questions, difficulties or doubts that may arise, submit such other documents and information as may be required by any regulatory authority, accept on behalf of the Company such conditions and modifications as may be prescribed or imposed by any regulatory authority and engage in any other communication with any regulatory authority and publish necessary gazette notifications, if required, for and in connection with the proposed amendment to Clause 3(a)] and 3(b)(1) of the Memorandum of Association of the Company, as may be required under the applicable laws, and filing of necessary forms with the Registrar of Companies, Telangana at Hyderabad and to comply with all other requirements in this regard."

"**RESOLVED FURTHER THAT** any of the Directors and/or Company Secretary of the Company is authorised to certify the true copy of the aforesaid resolutions which may be forwarded to any concerned authorities for necessary action."

ITEM NO. 4: INCREASE IN THE AUTHORISED SHARE CAPITAL FROM RS. 25.00 CRORES TO RS. 42.00 CRORES:

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 13, 15, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 , as amended, (including any statutory modification or re-enactment thereof for the time being in force) and the rules and regulations made thereunder, each as amended, and further subject to any applicable law, and the provisions of the articles of association of the Company, and all applicable approvals and permissions of regulatory authorities, the consent and approval of the shareholders of the Company be and is hereby accorded to increase the authorised share capital of the Company from the existing ₹ 25,00,00,000/- (Rupees Twenty Five crores only) divided into 5,00,00,000 (Five CRORES only) (on consideration of sub-division of the face value of the equity shares of the company) equity shares of ₹ 5/- (Rupees Five only) each, to ₹ 42,00,00,000/- (Rupees Forty Two CRORES only) divided into 8,40,00,000 (Eight crores Forty Lakhs only) equity shares of ₹ 5/- (Rupees Five only) each."

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby amended by substituting the existing Clause 5 thereof by the following new Clause 5 as under:

"Clause 5th: The authorised share capital of the Company is Rs. 42,00,00,000/- (Rupees Forty-Two crores only) divided into 8,40,00,000 (Eight crores Forty lakh) Equity Shares of Rs. 5/- (Rupees Five only) each."

"RESOLVED FURTHER THAT new equity shares shall rank *pari passu* to the existing equity shares in all respect and that all the provisions contained in the articles of association of the Company with reference to the payment of calls and instalments, forfeiture, lien, surrender, transfer, transmission, voting etc., will be applicable to the new equity shares as they are applicable to the already issued equity shares"

“**RESOLVED FURTHER THAT** Mr. Akuri Srinivasa Reddy, Managing Director, Mr. Anil Kondoth, Director & CEO and Mrs. D. Madhavi Latha, Company Secretary of the company, be and are hereby jointly or severally authorized to file necessary forms with the Registrar of Companies, Telangana at Hyderabad, and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution.”

“**RESOLVED FURTHER THAT** any of the Directors and/ or Company Secretary of the Company is authorised to certify the true copy of the aforesaid resolutions which may be forwarded to any concerned authorities for necessary action.”

ITEM NO. 5: TO ALTER THE ARTICLES AND ADOPTION OF THE AMENDED ARTICLES OF ASSOCIATION 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 5, 14 and 15 of the Companies Act, 2013 and the rules made thereunder, each as amended, (the “**Companies Act**”) the applicable provisions of the Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) Rules, 1957, as amended and in order to align the Articles of Association with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and the requirements of the stock exchanges where the equity shares of the Company are proposed to be listed and in accordance with the enabling provisions of the memorandum and articles of association and subject to the applicable provisions of any other applicable law, the set of existing Articles of Association of the Company, as placed before the shareholders of the Company be and is hereby substituted with an amended set of Articles of Association placed before the shareholders of the Company and the same be approved and be adopted as the Articles of Association of the Company, in total exclusion and substitution of the existing Articles of Association of the Company.”

“**RESOLVED FURTHER THAT** Mr. Akuri Srinivasa Reddy, Managing Director, Mr. Anil Kondoth, Director & CEO and Mrs. D. Madhavi Latha, Company Secretary of the company, be and are hereby jointly or severally authorized to file necessary forms with the Registrar of Companies, Telangana at Hyderabad, and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution.”

“**RESOLVED FURTHER THAT** any of the Directors and/or Company Secretary of the Company is authorised to certify the true copy of the aforesaid resolutions which may be forwarded to any concerned authorities for necessary action.”

ITEM NO. 6: APPOINTMENT OF MR. BOKKISAM SURESHKUMAR (DIN: 11745179) AS INDEPENDENT DIRECTOR OF THE COMPANY:

To consider, and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV, Section 161 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or re-enactment) and the rules and regulations made thereunder, each as amended (collectively referred to as the "**Companies Act**") Regulations 16(1)(b), 17 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**") and other applicable law and pursuant to the provisions of the articles of association of the Company, ***Bokkisam Sureshkumar*** (DIN: 11745179), possesses relevant expertise and experience and is not being disqualified under Section 164 of the Companies Act (including the rules framed thereunder) and who has provided his consent to act as an independent director of the Company, if appointed and submitted a declaration that he meets the criteria for appointment as an Independent Director under the Companies Act and the SEBI Listing Regulations and who is eligible for appointment, and as recommended by the Nomination and Remuneration Committee and the Board of Directors, be and is hereby appointed as an Independent Director of the Company for a period of 5 consecutive years effective from 14.08.2026 to 13.08.2031 on such terms and conditions as set out in the letter of appointment and entitled to receive sitting fee as may be approved by the board from time to time and whose office is not liable to retire by rotation."

RESOLVED FURTHER THAT Mr. Akuri Srinivasa Reddy, Managing Director, Mr. Anil Kondoth, Director & CEO and Mrs. D. Madhavi Latha, Company Secretary of the Company, be and are hereby jointly or severally authorized to file necessary forms, returns and other documents with the Registrar of Companies, Telangana at Hyderabad and such other authorities as may be required and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary of the Company is authorised to certify the true copy of the aforesaid resolutions which may be forwarded to any concerned authorities for necessary action."

ITEM NO. 7: INCREASE IN INVESTMENT LIMITS FOR NON-RESIDENT INDIANS AND OVERSEAS CITIZENS OF INDIA:

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

"**RESOLVED THAT** pursuant to the applicable provisions of Foreign Exchange Management Act, 1999, as amended, Foreign Exchange Management (Non-debt Instruments) Rules, 2019 (the “**FEMA Regulations**”), and the Consolidated FDI Policy Circular of 2020 dated October 15, 2020, as amended, issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, (together with the FEMA Regulations, and applicable master directions / circulars issued by the Reserve Bank of India (as amended from time to time) the “**FEMA Laws**”), the Companies Act, 2013 and the rules and regulations made thereunder, each as amended (collectively referred to as the “**Companies Act**”) (including any statutory modification or re-enactment thereof for the time being in force), all other applicable acts, rules, regulations, provisions and guidelines (including any statutory notifications or re-enactments thereof for the time being in force), and subject to all applicable approvals, permissions and sanctions, guidelines, circulars of and/or filings with the Reserve Bank of India (“**RBI**”), the Ministry of Finance, the Ministry of Corporate Affairs, Government of India and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions which may be agreed to by the [IPO Committee], the limit of investment by Non-resident Indians (“**NRI**”) and Overseas Citizens of India (“**OCI**”) in the paid-up equity share capital of the Company including, without limitation, on repatriation basis, on a recognised stock exchange in India by subscription in the initial public offering in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, or direct purchase or acquisition from the open market or otherwise, is increased to 24% of the paid-up equity share capital of the Company, provided however that the shareholding of each NRI or OCI in the Company shall not exceed 5% of the total paid-up equity share capital of the Company on a fully diluted basis or such other limit as may be stipulated by RBI in each case, from time to time.

“**RESOLVED FURTHER THAT** Mr. Akuri Srinivasa Reddy, Managing Director, Mr. Anil Kondoth, Director & CEO and Mrs. D. Madhavi Latha, Company Secretary of the Company, be and are hereby jointly or severally authorized to file necessary forms with the Registrar of Companies, Telangana at Hyderabad, and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution.”

“**RESOLVED FURTHER THAT** any of the Directors and/or Company Secretary of the Company is authorised to certify the true copy of the aforesaid resolutions which may be forwarded to any concerned authorities for necessary action.”

ITEM NO. 8: INCREASE IN THE BORROWING LIMITS OF THE COMPANY FROM 1000 CRORES TO RS. 5000 CRORES:

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

“**RESOLVED THAT**, further to the resolution passed by the board of directors of the Company at their meeting dated 08.08.2026 approving increase in borrowing powers pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder, (including any statutory modification or re-enactment thereof for the time being in force), (“**Companies Act**”), any other applicable laws and the applicable provisions of the Memorandum of Association and Articles of

Association of the Company and subject to any approvals, consents, permissions and sanctions, if any, required from any competent authority, consent of the shareholders of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the '**Board**' which term shall be deemed to include, unless the context otherwise requires, any Committee thereof, to borrow any sum or sums of money, whether in Indian or foreign currency, from time to time at their discretion for the purpose of the business of the Company, from any one or more Banks, Financial Institutions, Mutual Funds and other persons, firms, bodies corporate or by way of loans or credit facilities (fund based or non-fund based) or by issue of bonds on such terms and conditions and with or without security as the Board may think fit, which together with the moneys already borrowed by the Company (apart from the temporary loans obtained from the bankers of the Company in the ordinary course of business) and being borrowed by the Board or any committee thereof at any time is increased to and shall not exceed in the aggregate at any time ₹ 5000 Crores (Rupees Five Thousand crores Only) irrespective of the fact that such aggregate amount of borrowings together with monies already borrowed at any time may exceed the aggregate for the time being of the paid-up capital of the Company, its securities premium and its free reserves that is to say reserves not set apart for any specific purpose."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby severally authorized to sign and execute such document(s)/ deed(s)/ writing(s)/ paper(s)/ agreement(s) as may be required, to settle any question, difficulty or doubt that may arise in respect of the aforesaid borrowings, to delegate all or any of the above powers to any Committee(s) of Directors or any Director(s)/ Official(s) of the Company and generally to do all acts, deeds, matters and things that may be deemed necessary, proper, expedient or incidental, in its absolute discretion for the purpose of giving effect to the aforesaid resolution.

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit to execute all such documents, instruments and writings as may be required 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 filing of relevant forms with the Registrar of Companies, wherever applicable."

"**RESOLVED FURTHER THAT** Mr. Akuri Srinivasa Reddy, Managing Director, Mr. Anil Kondoth, Director & CEO and Mrs. D. Madhavi Latha, Company Secretary of the Company, be and are hereby jointly or severally authorized to file necessary forms with the Registrar of Companies, Telangana at Hyderabad, and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution."

"**RESOLVED FURTHER THAT** any of the Directors and/ or Company Secretary of the Company is authorised to certify the true copy of the aforesaid resolutions which may be forwarded to any concerned authorities for necessary action."

ITEM NO. 9: TO APPROVE INCREASE IN LIMITS UNDER SECTION 180 (1) (a) OF THE COMPANIES ACT, 2013 FOR CREATING CHARGE ON THE ASSETS OF THE COMPANY FROM 1000 CRORES TO 5000 CRORES:

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

"RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time read with the rules made there under (including any statutory modification(s)/ amendment(s)/ re-enactment(s) thereof, for the time being in force) and pursuant to the Memorandum of Association and Articles of Association of the Company and in supersession of all the earlier resolutions passed in this regard, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution) for creation of charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and/or non-convertible debentures with or without detachable or non-detachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), issued / to be issued by the Company including deferred sales tax loans availed / to be availed by various Units of the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies) representing various state government and/or other agencies etc. in respect of the said loans / borrowings / debentures / securities / deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies), etc. and in respect of borrowings availed of from such Lending Agencies of an outstanding aggregate value not exceeding **Rs.5000.00 Crores (Rupees Five thousand Crores Only).”**

“RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize with the Lending Agencies/trustees, the documents for creating the aforesaid security interests and to accept any modifications to, or to modify, alter, or vary, the terms and conditions of the aforesaid documents required 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 filing of relevant forms with the Registrar of Companies, wherever applicable.”

“**RESOLVED FURTHER THAT** Mr. Akuri Srinivasa Reddy, Managing Director, Mr. Anil Kondoth, Director & CEO and Mrs. D. Madhavi Latha, Company Secretary of the Company, be and are hereby jointly or severally authorized to file necessary forms with the Registrar of Companies, Telangana at Hyderabad, and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution.”

“**RESOLVED FURTHER THAT** any of the Directors and/or Company Secretary of the Company is authorised to certify the true copy of the aforesaid resolutions which may be forwarded to any concerned authorities for necessary action.”

ITEM NO. 10: TO MAKE INVESTMENTS, GIVE LOANS, GIVE GUARANTEES, AND PROVIDE SECURITY IN EXCESS OF THE LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

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

“RESOLVED THAT in supersession of the earlier resolution, passed in this regard, pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s)/ amendment(s)/ re-enactment(s) thereof, for the time being in force) and subject to such other approvals, consents, sanctions and permissions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”) which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution, to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person; and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as it may in its absolute discretion deem beneficial and in the interest of the Company, subject to however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed at any point of time, a sum of **₹ 2500 Crores** (Rupees Two Thousand Five Hundred

Crores Only) or the limit of 60% of the aggregate of the paid-up share capital, free reserves and securities premium account of the Company or 100% of the aggregate of the free reserves and securities premium account of the Company, as prescribed under Section 186 of the Act, whichever is more.

"**RESOLVED FURTHER THAT** the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to authorizing signatories, taking from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment(s), including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment(s) and varying the same either in part or in full as it may deem appropriate and to negotiate, finalize and execute agreement(s) or such other document(s), by whatever name called and to do all acts, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members and to delegate all or any of the powers or authorities herein conferred to any director(s) or other officer(s) of the Company, and to engage any advisor, consultant, agent or intermediary, as may be deemed necessary."

"**RESOLVED FURTHER THAT** Mr. Akuri Srinivasa Reddy, Managing Director, Mr. Anil Kondoth, Director & CEO and Mrs. D. Madhavi Latha, Company Secretary of the Company, be and are hereby jointly or severally authorized to file necessary forms with the Registrar of Companies, Telangana at Hyderabad, and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution."

"**RESOLVED FURTHER THAT** any of the Directors and/ or Company Secretary of the Company is authorised to certify the true copy of the aforesaid resolutions which may be forwarded to any concerned authorities for necessary action."

ITEM NO. 11: APPROVAL OF THE EMPLOYEE STOCK OPTION SCHEME FOR THE EMPLOYEES 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 Section 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder including the Companies (Share Capital and Debentures) Rules, 2014, as amended the provisions of the Foreign Exchange Management Act, 1999, rules framed thereunder read with the guidelines issued by the Reserve Bank of India, from time to time, the rules, regulations/guidelines, if any prescribed by any relevant authorities from time to time, to the extent applicable, the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (the "**SEBI SBEB Regulations**"), as amended, the Memorandum of Association and the Articles of Association of the Company, subject to necessary compliance(s) in accordance with all other applicable laws, such other approvals, permissions, sanctions, conditions, modifications as may be prescribed or imposed while granting approvals, permissions and sanctions, the consent of the shareholders of the

Company is hereby accorded to the proposed TPCL-Employee Stock Option Scheme ("**Scheme**") and to create, offer, issue and allot in one or more tranches under the said Scheme at any time or for the benefit of employees (as defined under the Scheme) of the Company for such number of stock options/equity shares (hereinafter collectively referred to as "New Securities") of the Company not exceeding 10% of 1,73,97,000 (One Crore Seventy Three Lakh Niney Seven Thousand) shares or such number of maximum shares not exceeding 10% of the fully diluted paid-up equity share of the Company in aggregate, at such price and on such terms and conditions as may be fixed or determined by the board of directors or Nomination and Remuneration committee of the Company in accordance with the Companies Act, 2013 and/or other applicable provisions of any law as may be prevailing at that time."

"**RESOLVED FURTHER THAT** the New Securities to be issued and allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the then existing equity shares of the Company and the Scheme be administered through a trust (as may be set up by the Company) or the Nomination and Remuneration Committee ("**NRC**") of the company (designated committee) in accordance with applicable laws."

"**RESOLVED FURTHER THAT** the NRC or Board of directors be and are hereby authorized to make further modifications, changes, variations, alterations or revisions in the Scheme, as it may deem fit, from time to time or to suspend, withdraw or revive the Scheme from time to time in conformity with the provisions of the Act and other applicable rules, regulations, guidelines and laws unless such variation, amendment, modification or alteration is detrimental to the interest of the employees who have been granted stock options under employee stock option scheme.

"**RESOLVED FURTHER THAT** Mr. Akuri Srinivasa Reddy, Managing Director, Mr. Anil Kondoth, Director & CEO and Mrs. D. Madhavi Latha, Company Secretary of the Company, be and are hereby jointly or severally authorized to file necessary forms with the Registrar of Companies, Telangana at Hyderabad, and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution."

"**RESOLVED FURTHER THAT** any of the Directors and/or Company Secretary of the Company is authorised to certify the true copy of the aforesaid resolutions which may be forwarded to any concerned authorities for necessary action."

ITEM NO. 12: TO APPROVE TRANSACTIONS WITH RELATED PARTIES:

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) 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, as recommended by the Audit Committee and the board of directors, the consent of the members of the Company be and is hereby accorded 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(ies) of the Company as per the provisions of Section 2(76) of the Companies Act, 2013 for a period of two (2) financial years with effect from **01.04.2026 to 31.03.2028**, for an annual value not exceeding **such sum as specified in the below mentioned table against each party**, provided that the said transaction(s) are entered into/ carried out on arm's length basis, in the ordinary business of the respective company(ies) / either party and on such terms and conditions as considered appropriate by the Board of Directors (including any authorised Committee thereof):

Sl. No.	**Name of the related party**	**Nature of relationship**	**the material terms of the contract or arrangement including the value, if any (Rupees in Crores per Annum)**		**the nature, duration of the contract and particulars of the contract or arrangement**
			2026-27	**2027-28**	
1.	Richwaves Specialities Private Limited	Related party in which relative of director is / are director(s) / shareholders	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 in which relative of director is / are director(s) / shareholders	5	5	To sell any raw materials or goods. To Avail or render any service.
3	Masterbond Construction Chemicals Private Limited	Related party in which relative of director is / are director(s) / shareholders	10	15	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 in which relative of director is / are director(s) / shareholders	5	10	Selling or otherwise disposing of, or buying, property of any kind;
5.	RSIX Engineers Private Limited	Related party with common shareholders	40	50	To purchase Raw Materials, stock in trade and sell any raw materials or

					goods. To Avail or render any service.
6.	Hyperion One Nine Projects Private Limited	Related party with common shareholders	25	50	To purchase Raw Materials, stock in trade and sell any raw materials or goods. To Avail or render any service.
7.	Techno coats	Firm in which relative of Director is a partner	7	10	To Avail or render any service.
8.	Nano Technology Coating Products	Firm in which director and his relative are partners	10	12	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(ies) 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."

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING ("EGM") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing the proxy, in order to be effective, must be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than **48 hours before the commencement of the EGM**.

2. A person can act as a proxy on behalf of members not exceeding **fifty (50) members** and holding in the aggregate not more than **ten per cent (10%) of the total share capital of the Company carrying voting rights**. A member holding more than ten per cent (10%) of the total share capital of the Company carrying voting rights may appoint

a single person as proxy, provided such person shall not act as proxy for any other person or shareholder.

3. Members/Proxies/Authorised Representatives are requested to bring the duly filled attendance slip and a valid identity proof for attending the EGM.

4. In case of **Corporate Members,** intending to send their authorised representatives to attend the EGM pursuant to Section 113 of the Companies Act, 2013 ("Act") are requested to send a certified true copy of the Board Resolution or other appropriate authorisation, authorising their representative to attend and vote on their behalf at the EGM, to the Company at its Registered Office before the commencement of the meeting.

5. Members are requested to note that, pursuant to Section 105 of the Act, a proxy shall not have the right to speak at the EGM and shall not be entitled to vote except on a poll.

6. **Inspection of Documents:** All relevant documents referred to in the accompanying Notice and Explanatory Statement shall be available for inspection by the Members at the Registered Office of the Company in person at 1A & 1B, Techno Houz, Hitex Road, Shilpa Hills, Izzat Nagar, Kothaguda (K.V. Rangareddy), K.V. Rangareddy, Serilingampally, Telangana-500084 during 11 am to 3 pm on all working days, except Saturdays, Sundays and public holidays, up to the date of the meeting.

7. Pursuant to Section 20(2) of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014, as amended, companies are permitted to send official documents to their shareholders electronically.

8. This meeting is being called at a shorter notice than the statutory required minimum of 21 clear days. Pursuant to the provisions of Section 101 of the Companies Act, 2013, a general meeting other than AGM may be called after giving a shorter notice if consent is given in writing or by electronic mode by not less than ninety-five per cent. of the members entitled to vote thereat. The members have accordingly given their consents to hold the meeting at a shorter notice.

9. Pursuant to the provisions of the Companies Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

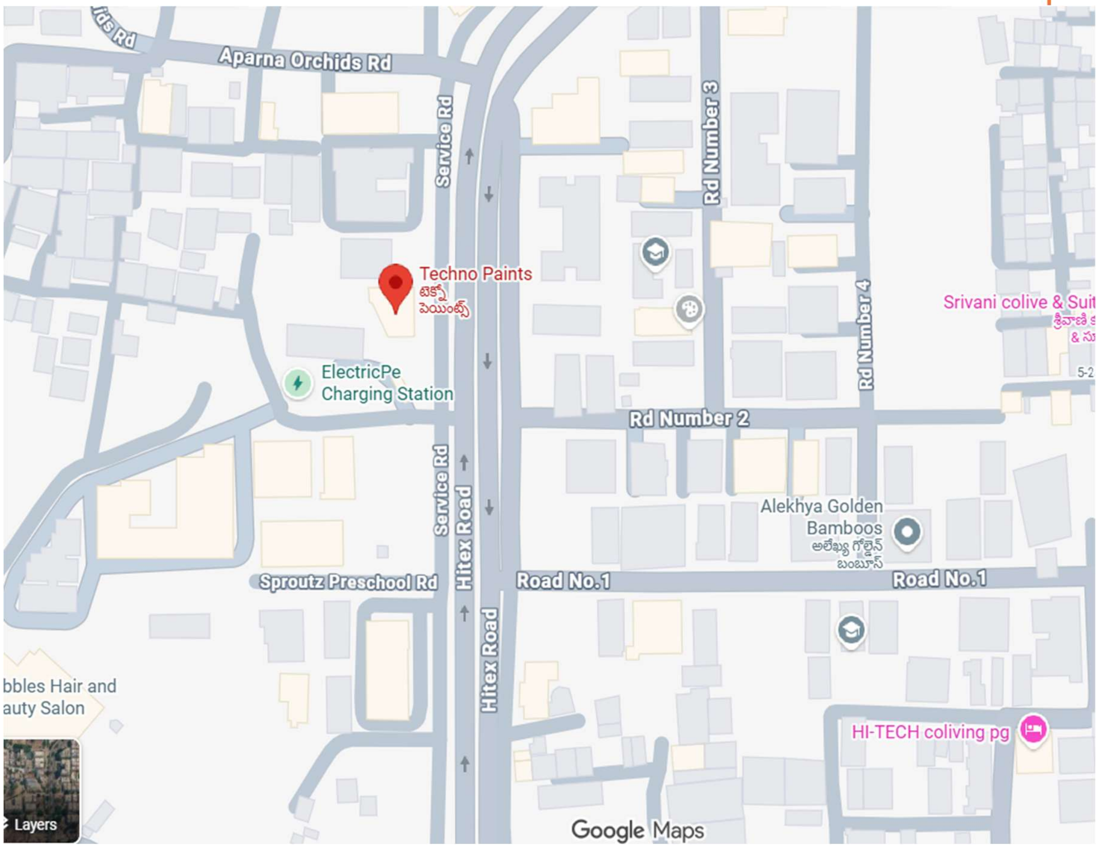
10. Those shareholders whose email IDs are not registered, are requested to register their email ID with the Company, by providing their Name, Address, email ID, PAN, DPID/Client ID or Folio Number and Number of shares held by them by sending an email to cs@technopaints.in

11. **Route Map:** A route map showing the location of the venue of the EGM, along with a prominent landmark, is annexed to the Notice for the convenience of the Members.

By order of the Board of Directors
For and on behalf of **TECHNOPAINTS AND CHEMICALS LIMITED**
(Formerly known as Fortune Paints Private Limited)

D. Madhavi Latha
Company Secretary
Membership Number: **F7394**

Date: 08.08.2026
Place: Hyderabad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EXPLANATORY STATEMENT

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, ANNEXURE TO AND FORMING PART OF THE NOTICE DATED 08.08.2026

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 sets out all material facts relating to the special businesses mentioned under item nos. 1 to 12 of the accompanying notice dated 08.08.2026:

ITEM NO. 1

In continuation of the Company's constant endeavour to maximize and unlock the shareholders' value in the Company, it is proposed to evaluate various methods for unlocking shareholders' value in the Company, by examining options available and the process and cost involved, their commercial and legal viability, market conditions, and overall interest of the Company and its stakeholders ("**Proposal**"). In order to achieve the objects of the Proposal, the board of directors of the Company in its meeting held on 08.08.2026 have recommended that the Company should capitalise the securities premium account, free reserves, capital redemption reserve to the extent of ₹ 6,95,88,000 (Rupees Six Crores Ninety Five Lakhs Eighty Eight Thousand only) for issuing 69,58,800 (Sixty Nine Lakhs Fifty Eight Thousand Eight Hundred) bonus shares in the ratio of 2 equity shares of ₹ 10/- (Rupees ten only) each for every 5 equity shares of ₹ 10/- (Rupees Ten only) each held by holders of the equity shares of the Company, whose names shall appear in the Register of Members as on the date of EGM or in the respective beneficiary account with their respective Depository Participants as on 07.08.2026 [Record Date].

Further, the Board is required to be authorised to allot the Bonus Shares and to decide the Record Date to determine the shareholder(s) who will be eligible to receive the bonus shares.

Pursuant to the provisions of Sections 63(2) of the Companies Act, 2013, any issue of bonus shares out of the securities premium account/free reserves requires approval of the shareholders of the Company in a general meeting.

The bonus equity shares on allotment shall rank *pari-passu* with the existing Equity Shares of the Company and the bonus equity shares are entitled for dividend declared after the allotment of shares. The proposed bonus issue shall be treated for all purposes as an increase of the nominal amount of equity share capital of the Company held by each such member and is not in lieu of dividend.

Further, the following shall be taken note of:

a) the Company will not capitalize reserves created by the revaluation of assets for the bonus issuance;
b) the Company has not accepted any fixed deposits nor any debt securities are issued by it;

c) the Company has not defaulted in respect of the payment of statutory dues of the employees, such as, contribution to provident fund, gratuity and bonus; and

d) the partly paid-up shares of the Company, if any, outstanding on the date of allotment, will be made fully paid-up.

The issue of bonus equity shares shall result in increase in paid-up share capital of the Company.

The details of equity share capital of the Company pre and post the bonus issue shall be as under:

Number of equity shares pre-bonus issue: 1,73,97,000 (One Crore Seventy Three Lakhs Ninety Seven Thousand) equity shares of ₹ 10/- (Rupees Ten only) each aggregating to an equity share capital of ₹ 17,39,70,000/- (Rupees Seventeen crores Thirty-Nine Lakhs Seventy Thousand only) and the post-bonus issue: 2,43,55,800 equity shares of Rs.10/- (Rupees Ten only) aggregating to an equity share capital of Rs. 24,35,58,000/- (Rupees Twenty-Four crores Thirty-Five Lakhs Fifty-Eight Thousand only).

None of the directors, key managerial personnel or senior management personnel of the Company or the relatives of the aforementioned persons are interested in the said resolution, except to the extent of their shareholding in the Company if any.

The board of directors of the Company recommends the resolutions set out at Item No. 1 of the accompanying Notice for your approval as a special resolution.

ITEM NO. 2,3,4, and 5:

The Board of Directors at its Meeting held on 08.08.2026 considered and approved the sub-division of one Equity Share of the Company having a face value of Rs. 10/- (Rupees Ten only) each into two Equity shares of face value of Rs.5/- (Rupees Five only) each subject to approval of the Members and any other statutory and regulatory approvals, as applicable. The sub-division as aforesaid would require consequential amendments to the existing capital Clause 5 of the Memorandum of Association to reflect the change in face value of each Equity Share from Rs. 10/- (Rupees Ten only) each to Rs. 5/- (Rupees Five only) each.

Post the sub-division, the authorised share capital of the Company shall be as detailed below:

The authorised share capital of the be ₹ 25,00,00,000 (Rupees Twenty-Five crores only), divided into 5,00,00,000 (Five crores Lakhs only) equity shares of ₹ 5/- (Rupees Five only) each).

Further the Company wants to alter / modify the existing main objects of the company by addition of three more objects after the existing 3(a)(1) main object and to modify and renumber the existing 3(a)(2) main object as object 3(a)(5); and to modify 3(b)(1) of the other objects clause to suit and facilitate the future expansion plans of the Company.

The Company intends to list its equity shares of face value of ₹ 5/- (Rupees Five only) each (the "**Equity Shares**") on one or more stock exchanges to enable the shareholders to have a formal marketplace for dealing with the Company's Equity Shares. For this purpose, the Company proposes to undertake an initial public offering of Equity Shares by way of fresh issuance of Equity Shares out of the authorized share capital of the Company (the "**Fresh Issue")** and an offer for sale of such number of Equity Shares by certain existing and eligible shareholders of the Company who have indicated their intent to participate in the offer for sale ("**Selling Shareholders**") ("**Offer for Sale**" and together with the Fresh Issue, the "**Offer**"). The Company intends to, at the discretion of the Board, undertake the Offer and list its Equity Shares at an opportune time in consultation with the book running lead managers ("**BRLMs**") and other advisors and subject to applicable regulatory approvals and other approvals, to the extent necessary.

Further, to accommodate the further issue of the equity shares of the Company by way of initial public offering, the capital clause of the memorandum of association of the Company is required to be altered as below:

The existing authorised share capital of the Company i.e. ₹ 25,00,00,000 (Rupees Twenty Five CRORES only), divided into 5,00,00,000 (Five crores only) equity shares of ₹ 5/- (Rupees Five only) each (on consideration of sub-division of the face value of the equity shares of the company) is proposed to be increased to ₹ 42,00,00,000/- (Rupees Forty Two crores only) divided into 8,40,00,000 (Eight crores Forty Lakhs only) equity shares of ₹ 5 /- (Rupees Five only) each.

Consequent upon the increase in authorised share capital and sub-division of face value of equity shares of the Company, the Memorandum of Association and Articles of Association would need to be amended. The Company, therefore, proposes to alter the Memorandum of Association and adopt a new set of Articles of Association that shall conform to the requirements and directions provided by the stock exchanges, contain such other articles as required by a public limited company under the Companies Act, 2013 and the rules and regulations made thereunder, each as amended.

Further, pursuant to the provisions of Sections 13 and 14 of the Companies Act, 2013 as applicable, any amendment in memorandum of association and the articles of association requires approval of the shareholders of the Company as a special resolution.The copies of the existing and proposed altered Memorandum of Association and Articles of Association of the Company are available for inspection by the members at the registered office of the Company on all working days during business hours between 11 AM to 3 PM, up to the date of the meeting and will also be made available at the meeting.

None of the directors, key managerial personnel, of the Company or the relatives of the aforementioned persons are in any way, financially or otherwise, concerned or interested in the said resolutions, except to the extent of their shareholding in the Company.

The board of directors of the Company recommends the resolutions set out at Item No. 2,3,4, and 5 of the accompanying Notice for your approval as special resolutions.

ITEM NO. 6:

The Company intends to list its equity shares ("**Equity Shares**") on one or more stock exchanges to enable the shareholders to have a formal market place for dealing with such Equity Shares. For this purpose, the Company proposes to undertake an initial public offering of the Equity Shares ("**Offer**"). In connection with the Offer, the Company will be required to comply with the Companies Act, 2013, as amended ("**Companies Act**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**").

In order to comply with the provisions of the SEBI Listing Regulations in terms of composition of board members, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 08.08.2026 has considered and recommended the appointment of Mr. Bokkisam Sureshkumar [DIN: 11745179] [Non-executive] Independent Director of the Company to hold office for a period of 5 consecutive years subject to the approval of shareholders.

Pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the board of directors ("**Board**") of the Company at their respective meetings, each held on 08.08.2026, Mr. Bokkisam Sureshkumar is proposed to be appointed as an independent director of the Company, in accordance with applicable laws, as provided in Section 149(6) of the Companies Act, 2013 and the provisions of Regulation 17 of the SEBI Listing Regulations. Further, the Company has received the consent in writing from Mr. Bokkisam Sureshkumar, to act as a director in Form DIR-2, intimation to the effect that he is not disqualified to be appointed as a director in other companies in Form DIR-8 and the certificate issued by the Indian Institute of Corporate Affairs, in compliance with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

Mr. Bokkisam Sureshkumar holds a Bachelor's Degree in Physics from Gorakhpur University, having more than 25 years of experience working with State Bank of India. During his tenure with SBI, he served in various capacities across multiple functional portfolios, gaining extensive expertise in banking operations, credit management, risk assessment, branch administration, customer relationship management, and financial services. His vast professional experience and strategic insights contribute significantly to the Company's governance and business growth.

In this connection, the Board is of the opinion that Mr. Sureshkumar fulfils the criteria for independent director, as set out in the Companies Act, related rules framed thereunder and the SEBI Listing Regulations and that Mr. Sureshkumar is independent of the management of the Company. The brief profile of Mr. Sureshkumar is attached as **Annexure I** herein in terms of the Secretarial Standard on General Meetings – 2 and the SEBI Listing Regulations.

The Board has recommended the appointment of such director as an independent director for a term of 5 consecutive years subject to such directors continuing to satisfy the criteria of independence in terms of the Companies Act, 2013, the rules made thereunder and the SEBI Listing Regulations and shall not be liable to retire by rotation.

The Nomination and Remuneration Committee has recommended the appointment of such director as an independent director for a term of 5 consecutive years subject to such directors continuing to satisfy the criteria of independence in terms of the Companies Act, 2013, the rules made thereunder and the SEBI Listing Regulations, and shall not be liable to retire by rotation.

None of the directors, key managerial personnel, senior management and relatives of directors and/or key managerial personnel or senior management (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business.

The Board of the Company recommends the resolutions set out at Item No. 6 of the accompanying Notice for your approval as ordinary resolutions.

ITEM NO. 7:

In terms of Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended (the "**FEMA Regulations**"), and the Consolidated Foreign Direct Investment Policy Circular of 2020, as amended (together with the FEMA Regulations, the "**FEMA Laws**"), the Non-resident Indians ("**NRI**") and Overseas Citizens of India ("**OCI**"), together, can acquire and hold on repatriation basis up to an aggregate limit of 10% of the paid up equity share capital of an Indian company on fully diluted basis. The FEMA Laws further provide that the limit of 10% can be further increased up to 24%, by passing a special resolution to that effect by the shareholders and followed by necessary filings with the Reserve Bank of India, if required.

In relation to the proposed initial public offer ("**Offer**"), the Company proposes to increase the aggregate limit of investment by NRIs and OCIs in the Company to 24% of the paid-up equity share capital. This would allow non-resident Indians to acquire to a greater extent to the equity shares proposed to be offered in the Offer and also allow effective post-listing trading in the Equity Shares by non-resident Indians.

None of the Directors, key managerial personnel, senior management and relatives of Directors and/or key managerial personnel and/or senior management (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business and to the extent of their shareholding.

The Board recommends the resolution as set out in Item No. 7 to be passed by the members of the Company as a special resolution.

ITEM NO. 8 & 9:

The Board of Directors of the Company shall not, except with the consent of Company by Special Resolution to borrow monies together with the monies already borrowed, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of the paid up capital, its free reserves and securities premium as per the provisions of Section 180(1)(c) of the Companies Act, 2013 ("the **Act**") read with the rules made thereunder.

The borrowings of the Company are in general required to be secured by suitable mortgage or charge on all or any of the movable or immovable properties of the Company, in such form, manner and ranking as may be determined by the Board of Directors/ any of its authorized Committee of the Company from time to time, in consultation with the lender(s).

In view of the above and considering the long-term business plans of the Company, it is proposed to seek prior approval of Members vide an enabling Resolution to borrow monies (whether secured or unsecured) and to create charge on the assets of the company over and above the limits prescribed under Section 180 in the manner outlined in the resolution.

Hence, it is proposed to seek shareholder's approval for:

1. Increase in the limit of overall borrowings u/s 180 (1)(c) upto Rs. 5000.00 crores (Rupees Five Thousand Crores only)

2. Increase in the limits for creating charge on the assets of the Company for securing borrowings up to Rs. 5000.00 crores (Rupees Five Thousand Crores only) u/s 180 (1) (a) of the Companies Act, 2013

None of the Directors, key managerial personnel, senior management and relatives of Directors and/or key managerial personnel and/or senior management (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business and to the extent of their shareholding.

The Board recommends the resolution as set out in Item No. 8 and 9 to be passed by the members of the Company as a special resolution.

ITEM NO.10:

The Company has been making investments in, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate from time to time, in compliance with the applicable provisions of the Companies Act, 2013 ('the **Act'**).

As per Section 186(2) of the Act, no company shall directly or indirectly **(a)** give any loan to any person or other body corporate; **(b)** give any guarantee or provide security in connection with a loan to any other body corporate or person; and **(c)** acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

As per Section 186(3) of the Companies Act, 2013, where the aggregate of the loans and investments made so far, together with the amount for which guarantees or securities have been provided to or in all other bodies corporate, along with the investment, loan, guarantee, or security proposed to be made or given by the Board, exceeds the limits specified under sub-section (2), no such investment or loan shall be made, nor guarantee or security given, unless previously authorized by a special resolution passed in a general meeting. Provided that where a loan or guarantee is given, or a security is provided by a company to its wholly owned subsidiary or a joint venture company, or where an acquisition is made by a holding company by way of subscription, purchase, or otherwise of the securities of its wholly owned subsidiary, the requirement of this sub-section shall not apply; however, it shall be included for the purpose of calculating the overall limit.

In the normal course of business, the Company may be required to give loans or guarantees or make investments in excess of the limits specified in Section 186(2) of the Act.

In view of the above and considering the long-term business plans of the Company, it is proposed to seek prior approval of the Members vide an enabling resolution to provide loans, guarantees and make investments upto Rs. 2500 crores (Rupees Two Thousand Five Hundred Crores only) over and above the limits prescribed under Section 186 in the manner outlined in the resolution.

None of the Directors, key managerial personnel, senior management and relatives of Directors and/or key managerial personnel and/or senior management (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business and to the extent of their shareholding.

The Board recommends the resolution as set out in Item No. 10 to be passed by the members of the Company as a special resolution.

ITEM NO. 11

In terms of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder including the Companies (Share Capital and Debentures) Rules, 2014, as amended, the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (the "**SEBI SBEB Regulations**"), as amended, the provisions of the Foreign Exchange Management Act, 1999, rules framed thereunder read with the guidelines issued by the Reserve Bank of India, from time to time, the rules, regulations/guidelines, if any prescribed by any relevant authorities from time to time, to the extent applicable, the Company is hereby accorded to the proposed TPCL-Employee Stock Option Scheme] ("**Scheme**") and to create, offer, issue and allot in one or more tranches under the said Scheme at any time or for the benefit of employees (as defined under the Scheme) of the Company for such number of stock options/equity shares (hereinafter collectively referred to as "**New Securities**")

Brief Particulars of the ESOP Scheme:

Technopaints and Chemicals Limited ("Company") proposes to introduce the **Technopaints Employee Stock Option Scheme 2026 ("ESOP Scheme 2026" or "the Scheme")**.

1. **The principal objectives of the Scheme are to:**

- Align the interests of employees with the long-term interests of the Company and its shareholders;
- Attract, retain and motivate key employees;
- Recognise and reward employees for their performance and continued association with the Company; and
- Create an employee ownership culture by providing employees an opportunity to participate in the future growth and profitability of the Company.

2. Eligibility

The Scheme will be applicable to eligible employees of the Company and, where applicable, its holding/subsidiary companies.

The Nomination and Remuneration ("NRC Committee") will determine the eligibility of employees based on criteria such as role, grade, performance, merit, future potential, conduct and length of service.

The following persons are excluded from participation:

- Promoters and persons belonging to the Promoter Group;
- Independent Directors; and
- Directors who, individually or through their relatives/body corporate, directly or indirectly hold more than 10% of the outstanding equity shares of the Company.

3. ESOP Pool

The aggregate number of Options that may be granted under the Scheme shall not exceed **17,37,900 Options or such number of maximum shares not exceeding 10% of the fully diluted paid-up equity shares of the Company**.

The maximum number of Options that may be granted to any individual employee shall also be subject to the limit approved under the Scheme and applicable laws.

4. Grant of Options

The NRC Committee shall administer the Scheme and determine the:

- Employees eligible for grant;
- Number of Options to be granted to each employee;
- Timing and number of grant tranches;
- Vesting conditions;
- Exercise period; and
- Other terms and conditions applicable to each grant.

5. Vesting

The Scheme provides that:

- Options shall vest only after completion of a **minimum period of one year** from the Grant Date.
- Vesting may take place over a period of up to **four years** from the Grant Date.
- Vesting will generally be subject to continued employment with the Company/group.
- The employee should not be serving notice of resignation/termination and should not be subject to pending disciplinary proceedings at the time of vesting.
- The detailed vesting schedule and performance conditions, if any, will be specified in the relevant Grant/Vesting Letter.

6. Exercise Price and Exercise Period

The said Scheme provides for an **Exercise Price of ₹10/- (Rupees Ten only) per Option** or such other amount as may be determined by the NRC Committee according to the applicable laws, provided that it shall not be below the face value of the Equity Shares.

Vested Options may generally be exercised within **one year from the date of Vesting**, or such other period as may be determined by the NRC Committee and communicated to the employee.

Each Option will ordinarily entitle the employee to acquire **one Equity Share**, subject to adjustments for corporate actions such as bonus, stock split, consolidation or other capital restructuring.

7. Treatment of Options on Cessation of Employment

The principal treatment proposed under the Scheme is as follows:

Event	Treatment
Death	Unvested Options will vest immediately, subject to the conditions in the Scheme, and may be exercised by nominee/legal heir
Permanent Incapacity	Unvested Options may vest immediately, subject to completion of one year from Grant Date
Retirement	Unvested Options will accelerate and vest, subject to completion of one year from Grant Date
Resignation/termination other than Cause	Unvested Options lapse; Vested Options may be exercised within the prescribed period
Termination for Cause	All Options, including vested but unexercised Options, lapse

8. Transferability and Lock-in

Options granted to employees will be **non-transferable** and cannot be pledged, mortgaged or otherwise encumbered.

However, Equity Shares issued upon exercise of the Options will generally be transferable, subject to applicable law and Company policies.

The Scheme presently provides no lock-in period for the Equity Shares issued upon exercise of Options.

9. Tax and Accounting

Any tax liability arising in relation to the Options or Equity Shares will be borne by the employee/Grantee in accordance with applicable tax laws.

The Company may recover/deduct applicable tax liabilities from the employee and may withhold issue of shares until applicable tax obligations are satisfied.

The Options will be valued and accounted for in accordance with applicable accounting standards and requirements relating to employee share-based payments.

10. Administration

The **NRC Committee** will be responsible for administering and implementing the Scheme within the framework approved by the Shareholders/shareholders.

The NRC Committee will have authority to determine employee eligibility, grants, vesting, exercise, treatment on cessation of employment, corporate-action adjustments and other administrative matters, subject to applicable law.

11. Shareholders' Approval Sought

The Shareholders are requested to consider and approve:

1. **Adoption of the Technopaints Employee Stock Option Scheme 2026;**
2. The proposed **ESOP pool of 17,39,700 (Seventeen Lakhs Thirty Nine thousand Seven Hundred) Options representing 10%** of the fully diluted equity share capital as stands on the pre bonus status;
3. The proposed **Exercise Price of ₹10 (Rupees Ten only) per Option**, subject to applicable law and final determination by the NRC Committee;
4. The proposed vesting framework of **minimum one year and maximum four years**;
5. Authorisation to the NRC Committee to administer and implement the Scheme;
6. Authorisation to the Directors/Company Secretary/other authorised officers to undertake all necessary filings, disclosures and other actions for implementation of the Scheme.

The New Securities to be issued and allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the then existing equity shares of the Company. The Scheme be administered through a trust (as may be set up by the Company) or by the Nomination and Remuneration Committee in accordance with applicable laws.

None of the directors, key managerial personnel, senior management of the Company or the relatives of the aforementioned persons are in any way, financially or otherwise concerned or interested in the said resolutions, interested in the said resolution, except to the extent of their shareholding in the Company.

The board of directors of the Company recommends the resolution set out at Item No. 11 of the accompanying Notice for your approval as special resolutions.

ITEM NO. 12:

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 2 years falling within the financial year 2026-27 and 2027-28.

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 a Special resolution.

The board at its meeting held on 08.08.2026 and on the recommendation of the Audit Committee proposed the resolution set out at Item no. 12 of the notice of the Extra Ordinary 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**	**the material terms of the contract or arrangement including the value, if any (Rupees in Crores per Annum)**		**the nature, duration of the contract and particulars of the contract or arrangement**
			2026-27	**2027-28**	
1.	Richwaves Specialities Private Limited	Related party in which relative of director is / are director(s) / shareholders	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 in which relative of director is / are director(s) / shareholders	5	5	To sell any raw materials or goods. To Avail or render any service.
3	Masterbond Construction Chemicals Private Limited	Related party in which relative of director is / are director(s) / shareholders	10	15	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 in which relative of director is / are	5	10	Selling or otherwise disposing of, or buying, property of any kind;

		director(s) / shareholders			
5.	RSIX Engineers Private Limited	Related party with common shareholders	40	50	To purchase Raw Materials, stock in trade and sell any raw materials or goods. To Avail or render any service.
6.	Hyperion One Nine Projects Private Limited	Related party with common shareholders	25	50	To purchase Raw Materials, stock in trade and sell any raw materials or goods. To Avail or render any service.
7.	Techno coats	Firm in which relative of Director is a partner	7	10	To Avail or render any service.
8.	Nano Technology Coating Products	Firm in which director and his relative are partners	10	12	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.

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, key managerial personnel, senior management of the Company or the relatives of the aforementioned persons are in any way, financially or otherwise concerned or interested in the said resolutions, interested in the said resolution, except to the extent of their shareholding in the Company.

The board of directors of the Company recommends the resolution set out at Item No. 12 of the accompanying Notice for your approval as special resolution.

Annexure I

BRIEF RESUME OF DIRECTOR SEEKING APPOINTMENT AT THE EXTRA-ORDINARY GENERAL MEETING:

Name of The Director	Mr. Bokkisam Sureshkumar
DIN	11745179
Date of Birth	21-11-1965
Age	60 years
Nationality	Indian
Date of first appointment on Board	Not Applicable
Qualification	Bachelor's Degree
Experience	25 years
Terms and Conditions of appointment	Appointed as Independent Director of the company
Nature of Expertise and skill set require in specific functional areas	Mr. Bokkisam Sureshkumar holds a Bachelor's Degree in Physics from Gorakhpur University, having more than 25 years of experience working with State Bank of India. During his tenure with SBI, he served in various capacities across multiple functional portfolios, gaining extensive expertise in banking operations, credit management, risk assessment, branch administration, customer relationship management, and financial services.
Number of meetings attended during the year	0
Directorships held in other Companies	NIL

Membership/ Chairmanships of Committees in other Companies	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel	NIL
Shareholding in the Company	NIL

<table>
<tr><td colspan="3" align="center">ATTENDANCE SLIP</td></tr>
<tr><td colspan="3" align="center">TECHNOPAINTS AND CHEMICALS LIMITED

CIN: U24220TG2008PLC058787</td></tr>
<tr><td colspan="3">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</td></tr>
<tr><td>Name of the member / proxy</td><td>Folio No</td><td></td></tr>
<tr><td rowspan="2">Address:</td><td>DP Id:</td><td></td></tr>
<tr><td>Client Id:</td><td></td></tr>
<tr><td colspan="3">I certify that I am a Member/ Proxy/ Authorized Representative for the Member of the Company.

I/ We hereby record my/ our presence at the Extra-ordinary General Meeting of the Company to be held on Thursday, the 13th day of August, 2026 at 11.30 A.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 on shorter notice.

________________________   _______________

Member’s/ Proxy’s Signature   No. of shares held</td></tr>
</table>

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 **Extra-Ordinary General Meeting of Technopaints and Chemicals Limited** (the Company) to be held on Thursday, the **13th day of August, 2026 at 11.30 A.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:

<u>Special Business</u>:

1. Approval for bonus issue of equity shares to the existing shareholders.
2. Sub-division of face value of equity shares of the company and to amend the memorandum of association.
3. Alter the objects clause of the Memorandum of Association and adoption of the amended Memorandum of Association of the company.
4. Increase in the authorised share capital from Rs. 25.00 crores to Rs. 42.00 crores.
5. To alter the articles and adoption of the amended Articles of Association of the company
6. Appointment of Mr. Bokkisam Sureshkumar (DIN: 11745179) as Independent Director of the company.
7. Increase in investment limits for Non-resident Indians (NRI) and Overseas Citizens of India (OCI).
8. Increase in the borrowing limits of the company.
9. To approve increase in limits under section 180 (1) (a) of the companies act, 2013 for creating charge on the assets of the company.
10. To make investments, give loans, give guarantees, and provide security in excess of the limits specified under section 186 of the companies act, 2013.
11. Approval of the Employee Stock Option scheme for the employees of the company.
12. To approve transactions with related parties

Affix Revenue Stamp

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.