

NOTICE OF 18TH ANNUAL GENERAL MEETING

Notice is hereby given that the Eighteenth (18th) **Annual General Meeting** of the members of **Technopaints and Chemicals Limited** (formerly known as Fortune Paints Private Limited) will be held on Thursday, the 17th day of September, 2026 at 11.30 A.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:

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 7 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.

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Financial statements of the Company prepared as per Ind AS for the Financial Year ended March 31, 2026, 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 March 31, 2026, including the Balance Sheet as at 31.03.2026 the Statement of Profit and Loss, the Cash Flow Statement, and the notes annexed thereto, along with the Reports of the Board of Directors and the Auditors thereon, as placed before the meeting, be and are hereby received, approved, and adopted."

2. **To declare a final dividend at ₹ 0.35 per equity share of Rs. 5/- each on equity shares for the financial year ended 31st March 2026 and, in this regard, to consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the recommendation of the Board of Directors, a final dividend of Rs. 0.35 per equity share face value of Rs. 5/- (Rupees Five each only) amounting to a total payout of Rs. 1,70,49,060/- (Rupees One Crore Seventy Lakhs Forty Nine Thousand and Sixty only) for the financial year ended 31st March, 2026, be and is hereby approved and declared for payment to those equity shareholders whose names appear on the Register of Members of the Company as of the record date/cutoff date fixed as 16th September, 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all necessary steps and actions to implement and give effect to this resolution, including the payment of the said dividend within the statutory time frame.

3. To appoint a director in the place of Mr. Venkata Lakshmi Narasimha Murthy Chilla (DIN: 01978748), who retires by rotation and being eligible offers himself for re-appointment and, in this regard, to consider and if thought fit, with or without modification, to pass the following resolution as an Ordinary Resolution

“RESOLVED THAT Mr. Venkata Lakshmi Narasimha Murthy Chilla (DIN: 01978748), 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”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all necessary steps and actions to implement and give effect to this resolution.

SPECIAL BUSINESS

4. To approve Initial Public offer of equity shares 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 23, 62(1)(c) and all other applicable provisions of the Companies Act, 2013, and the rules and regulations made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Companies (Share Capital and Debentures) Rules, 2014, as amended (collectively the **“Companies Act”**), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, (**“SCRA”**) and the Securities Contracts (Regulation) Rules, 1957 (**“SCRR”**), each as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the **“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations made thereunder, as amended, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Government of India (**“GoI”**), including the Department for Promotion of Industry and Internal Trade, the Securities and Exchange Board of India (**“SEBI”**), Reserve Bank of India (**“RBI”**) and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof for the time being in force) (collectively, the **“Applicable Laws”**), and in accordance with the provisions of the memorandum of association (**“Memorandum of Association”**) and the articles of association (**“Articles of Association”**) of the Company and the uniform listing agreements to be entered into between the Company and the respective stock exchanges where the Equity Shares are proposed to be listed (the **“Stock Exchanges”**), and subject to any approvals, consents, permissions and sanctions as may be required from the GoI, the Registrar of Companies, Telangana at Hyderabad (**“RoC”**), the SEBI, RBI, the Department for Promotion of Industry and Internal Trade (**“DPIIT”**), Ministry of Commerce and Industry and all other appropriate statutory authorities and departments (collectively, the **“Regulatory Authorities”**) and subject to such governmental and regulatory conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, waivers, consents, permissions and sanctions and which may be agreed to by the board of directors of the Company (the **“Board”** which term shall include a duly authorized committee thereof for the time being exercising the powers conferred by the Board including the powers conferred by this resolution), the consent and approval of the shareholders

of the Company be and is hereby accorded to create, issue, offer, allot and/or transfer of its Equity Shares up to an aggregate of **₹3250.00 million** by way of a fresh issue of Equity Shares (the “**Fresh Issue**”) and an offer for sale of such number of Equity Shares up to an aggregate amount of **₹ 1750.00 million** by certain existing shareholders (“**Selling Shareholders**”) (“**Offer for Sale**” and together with the Fresh Issue, the “**Offer**”), for cash either at par or premium (with an option to the Company to retain an over-subscription to the extent of 1% of the net Offer or such other extent as may be permitted under the Applicable Laws, for the purpose of rounding off to the nearest integer to make allotment while finalizing the basis of allotment in consultation with the designated stock exchange) including any issue and allotment of Equity Shares to the stabilizing agent pursuant to a green shoe option and/or any other person pursuant to any Pre-IPO Placement in terms of the SEBI ICDR Regulations, at a price to be determined, by the Company and Selling Shareholders, in consultation with the book running lead managers (“**BRLMs**”), through the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, at such premium or discount per Equity Share as permitted under Applicable Laws and as may be fixed and determined by the Company in consultation with the BRLMs in accordance with the SEBI ICDR Regulations (the “**Offer Price**”), to any category of person or persons who are eligible investors as permitted under Applicable Laws. Subject to the above-mentioned approval of the members of the Company, the Board shall do all such acts, matters, deeds and things and negotiate, finalise and execute such deeds, documents and agreements, as it may, in its absolute discretion, deem necessary, proper or desirable in relation to the Offer and the consequent listing of the Equity Shares on the recognized Stock Exchanges on behalf of, and in the best interests, of the Company, including determination of the terms of the Offer, the timing, size and price, in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, at such premium or discount per Equity Share as may be fixed and determined by the Board in consultation with the BRLMs in accordance with the SEBI ICDR Regulations, to any category of persons who are eligible investors, who may or may not be the shareholder(s) of the Company as the Board may decide in consultation with the BRLMs including anchor investors and qualified institutional buyers, if any, as defined under Regulations 2(1)(c) and 2(1)(ss) respectively of the SEBI ICDR Regulations, foreign / non-resident investors whether they are one or more of the members of the Company, eligible employees (through a reservation or otherwise), Hindu undivided families, foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, venture capital funds, alternative investment funds, non-resident Indians, state industrial development corporations, insurance companies, registered with the Insurance Regulatory and Development Authority of India, insurance funds, provident funds with a minimum corpus of INR 250 million, pension funds with a minimum corpus of INR 250 million registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, National Investment Fund, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, registered with the Insurance Regulatory and Development Authority of India, trusts/societies registered under the Societies Registration Act, 1860, as amended, multilateral and bilateral development financial institutions, systemically important non-banking financial companies, Indian mutual funds, Indian public, bodies corporate, companies (private or public) or other entities (whether incorporated or not), authorities, and to such other persons including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof and/or any other category of investors as may be permitted to invest under Applicable Laws by way of the Offer (collectively, the “**Investors**”), in consultation with the BRLMs and/or underwriters and/or the stabilizing agent, pursuant to a green shoe option, if any, in accordance with the SEBI ICDR Regulations and/or other advisors or such persons appointed for the Offer and on such terms and conditions as may be finalised by the Board in consultation with the BRLMs through an offer

document, prospectus and/or an offering memorandum, as required, including the decision to determine the category or categories of investors to whom the allotment/transfer shall be made to the exclusion of all other categories of investors and in such manner as the Board may in its discretion, deem fit, including in consultation with BRLMs, underwriters and/or other advisors as may be appointed for the Offer on such terms as may be deemed appropriate by the Board as permissible under Applicable Law, and that the Board in consultation with the BRLMs may finalise all matters incidental thereto as it may in its absolute discretion think fit and proper in the best interest of the Company, without requiring any further approval of the members, and that all or any of the powers of the Company devolved pursuant to this resolution may be exercised by the Board or any duly constituted committee of the Board, including the IPO Committee.”

“RESOLVED FURTHER THAT in accordance with Applicable Laws, the Offer may include, without limitation, issuance and allotment of Equity Shares to a stabilising agent pursuant to a green shoe option, if any, in terms of the SEBI ICDR Regulations and reservation of a certain number of Equity Shares to be issued to such person or persons, who may or may not be the members of the Company and as the Board may at its discretion decide in consultation with the BRLMs and as may be permissible under Applicable Laws.”

“RESOLVED FURTHER THAT the Board may invite the existing shareholders of the Company to participate in the Offer by making an Offer for Sale in relation to such number of Equity Shares held by them, and which are eligible for the Offer for Sale in accordance with the SEBI ICDR Regulations, as the Board may determine in consultation with the BRLMs (to the extent applicable), subject to the consent of and approvals from SEBI, GoI, RBI, RoC, DIPPT and the Stock Exchanges, and/or such other approvals, permissions and sanctions of all other concerned Regulatory Authorities, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions and sanctions, at a price to be determined by the book building process in terms of the SEBI ICDR Regulations, for cash at such premium per share as may be fixed and determined by the Company and the Selling Shareholders in consultation with the BRLMs, to such category of persons as may be permitted or in accordance with the SEBI ICDR Regulations or other Applicable Laws, as may be prevailing at that time and in such manner as may be determined by the Board in consultation with the BRLMs and/or underwriters and/or other advisors or such persons appointed for the Offer.”

“RESOLVED FURTHER THAT the Board and any duly authorized committee thereof be and is hereby authorized on behalf of the Company to make available for allocation a portion of the Offer to any category(ies) of persons permitted under Applicable Law, including without limitation, 5% (the **“Reservation”**) or to provide a discount to the Offer price to any categories as may be permitted under applicable law to 5% (the **“Discount”**), at the discretion of the Board; and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto; seek any consent or approval required or necessary; give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable; and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 23, 42, 62(1)(c), and any other applicable provisions, if any, of the Companies Act and other Applicable Laws, and in accordance with the provisions of the memorandum of association and articles of association of the Company, subject to

such further corporate and other approvals as may be required the consent and approval of the shareholders of the Company is hereby accorded either by itself or the IPO Committee thereof, to complete a private placement or such other route as may be permitted under the applicable law at the discretion of the Board aggregating up ₹ 650.00 million as may be decided by the Board (or duly authorised committee thereof), to certain investors as permitted under Applicable Laws on or prior to the date of the red herring prospectus ("**Pre-IPO Placement**"), at such other price as decided by the Company and the Selling Shareholders in consultation with the BRLMs and/or other advisors, in light of the then prevailing market conditions in accordance with Applicable Laws, and in the event of the consummation of the Pre-IPO Placement, the size of the Offer would be reduced to the extent of specified securities issued and subscribed under the Pre-IPO Placement, and to take any and all actions in connection with the Pre-IPO Placement as the Board or the IPO Committee may think fit or proper in its absolute discretion, including, without limitation, and do all such other acts, deeds, matters and things as the Board may from time to time, in their absolute discretion deem fit and including without limitation, negotiate, finalise and execute any document or agreement, including without limitation any private placement offer letters, placement agreement, escrow agreement, term sheet and such other documents or any amendments or supplements thereto and to open any bank account for the purpose if required, and to open any shares or securities account or escrow or custodian accounts as may be required in connection therewith and generally to do all such acts, deeds, matters and things in relation to all matters incidental to the Pre-IPO Placement or in relation to the foregoing and to settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the foregoing. In the event of a Pre-IPO Placement, the size of the Offer would be reduced from the Fresh Issue portion to the extent of Equity Shares issued under the Pre-IPO Placement subject to the Offer satisfying the minimum offer size requirements under the SCRR and Applicable Laws."

"RESOLVED FURTHER THAT the Equity Shares so allotted or transferred pursuant to the Offer shall be listed on one or more recognized stock exchanges in India."

"RESOLVED FURTHER THAT the Equity Shares so allotted under the Fresh Issue (including any reservation) and transferred pursuant to the Offer for Sale (including pursuant to green shoe option) shall be subject to the Memorandum of Association and the Articles of Association of the Company, as applicable and shall rank *pari passu* in all respects with the existing Equity Shares of the Company including rights in respect of dividend."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and any transfer and allotment of Equity Shares pursuant to the Offer, the Board, or any duly authorised committee thereof, in consultation with the BRLMs, may determine the terms of the Offer including the class of investors to whom the Equity Shares are to be allotted or transferred, the number of Equity Shares to be allotted or transferred, Offer price, premium amount, discount (as allowed under Applicable Laws), listing on one or more stock exchanges in India as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things and to negotiate, finalize and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with BRLMs, underwriters, escrow agents, legal advisors, etc., to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the Offer, transfer and allotment of the Equity Shares, and utilization of the Offer proceeds, if applicable and such other activities as may be necessary in relation to the Offer and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper

in the best interest of the Company and the Offer, and that all or any of the powers conferred on the Board pursuant to these resolutions may be exercised by the Board or such duly authorised committee thereof as the Board may constitute in its behalf.”

“**RESOLVED FURTHER THAT** all monies received out of the Offer shall be transferred to a separate bank account opened for the purpose of Offer, referred to in Section 40(3) of the Companies Act, 2013, and application monies received pursuant to the Offer shall be refunded within such time, as specified by SEBI and in accordance with Applicable Laws, or the Company and/or the selling shareholders shall pay interest on failure thereof, as per Applicable Laws.”

“**RESOLVED FURTHER THAT** subject to compliance with Applicable Laws such Equity Shares as are not subscribed and/or not transferred by way of the Offer, may be disposed off by the Board in consultation with the BRLMs to such persons and in such manner and on such terms as the Board in its absolute discretion thinks most beneficial to the Company including offering or placing them with banks/ financial institutions/ investment institutions/ mutual funds/ bodies corporate/ foreign portfolio investors / such other persons or otherwise.”

“**RESOLVED FURTHER THAT** in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally or jointly authorized to do such acts, deeds and things as the Board in its absolute discretion deems necessary or desirable in connection with the Offer and to delegate all or any of the powers herein conferred in such manner as it may deem fit, to execute and deliver any and all other documents, papers or instruments, issue and provide certificates and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.”

“**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.”

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

Srinivasa Reddy Akuri
Chairman & Managing Director
[DIN: 01746988]

Place: Hyderabad
Date: 09.09.2026

Registered Office:

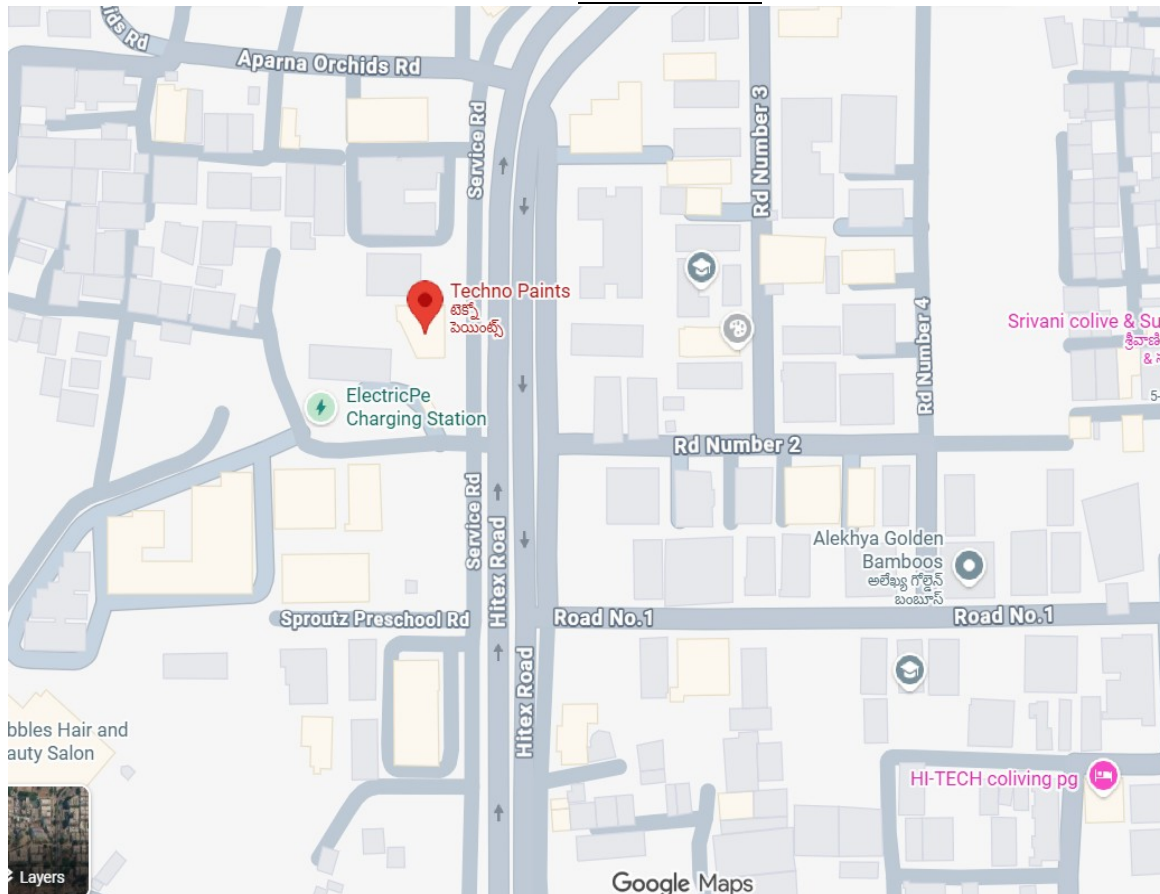
Plot No. 1A & 1B, Techno Houz, Hitex Road, Shilpa Hills, Izzat Nagar,
Kothaguda, K.V. Rangareddy, Serilingampally, Hyderabad - 500084, Telangana

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM") 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 AGM.**
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 AGM.
4. In case of **Corporate Members**, intending to send their authorised representatives to attend the AGM 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 AGM, 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 AGM 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. 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

10. The Board of the Company has recommended dividend of Rs.0.35/- per share for each fully paid Equity shares of Rs.5/- (post sub-sub-division) each for the year ended 31st March 2026.
11. Final dividend for the financial year ended 31st March 2026, if approved by the members at the ensuing AGM, will be paid on or after 17.09.2026, 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., 16.09.2026.
12. Members holding shares in physical/demat form are required to submit their bank account details, if not already registered, as mandated by the SEBI.
13. 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 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.
14. **Route Map:** A route map showing the location of the venue of the AGM, along with a prominent landmark, is annexed to the Notice for the convenience of the Members.

ROUTE MAP



EXPLANATORY STATEMENT

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, ANNEXURE TO AND FORMING PART OF THE NOTICE DATED 09.09.2026

ITEM NO. 4:

In order to meet the financial needs of the company's expansion plan, reduce its debt burden, and strengthen its manufacturing capabilities and for general corporate purposes, the company proposes to execute a comprehensive financial restructuring and growth strategy by undertaking an initial public offering.

The Company intends to list its equity shares of face value of ₹ 5/- (Rupees Five only) each (the "**Equity Shares**") on one or more recognised 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 issue of Equity Shares (the "**Fresh Issue**") and an offer for sale of Equity Shares by certain existing shareholders ("**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 in relation to the Offer and subject to applicable regulatory approvals and other approvals, to the extent necessary.

In view of the above and in terms of Section 23, 42, 62(1)(c), and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, each as amended (the "**Companies Act**"), the approval of the members of the Company is required through a special resolution.

The Company proposes to create, offer, issue and allot and/or transfer such number of Equity Shares in the Offer aggregating up to ₹3250.00 million (including share premium), including by way of a fresh issuance of Equity Shares, out of the authorized share capital of the Company ("**Fresh Issue**") and/or an offer of sale of such number of Equity Shares by certain of the existing and eligible shareholders of the Company, as may be determined at the Board's discretion after considering the prevailing the market conditions and other relevant factors ("**Offer for Sale**" and together with the Fresh Issue, the "**Offer**") on such terms and at such price or prices and at such time as may be considered appropriate by the Board or a duly authorized committee thereof, in consultation with the BRLMs, to the various categories of permitted investors who may or may not be the shareholder(s) of the Company in the initial public offer by way of book building method under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**") and the Securities Contracts (Regulation) Rules, 1957. The Equity Shares, if any, allotted vide the Offer shall rank in all respects *pari passu* with the existing Equity Shares of the Company. The net proceeds of the Offer will be utilised for the purposes that shall be disclosed in the draft red herring prospectus, updated draft red herring prospectus, red herring prospectus and the prospectus. The Board has the authority to modify the above objects on the basis of the requirements of the Company, subject to Applicable Laws. The price at which the Equity Shares will be allotted through the Offer, as well as the price band within which bidders in the Offer will be able to put in bids for Equity Shares offered in the Offer shall be determined and finalised by the Company in consultation with the BRLMs to the Offer, in accordance with applicable laws.

The Equity Shares are proposed to be listed on BSE Limited, National Stock Exchange of India Limited and any other stock exchange as determined by the Board at its absolute discretion (together, the “**Stock Exchanges**”) and the Company will be required to enter into listing agreements with each of the Stock Exchanges.

The Company will not make an offer of Equity Shares to the promoter, or member of the promoter group of the Company in the Offer. However, the directors (except who are part of the promoter group or are independent directors) or the key managerial personnel of the Company may apply for the Equity Shares in the various categories under the Offer in accordance with the SEBI ICDR Regulations, the Companies Act and any other Applicable Laws.

Other than through their participation in the Offer as mentioned above, none of the directors, key managerial personnel, senior management of the Company, or the relatives of the aforementioned persons are interested in the said resolution.

No change in control of the Company or its management of its business is intended or expected pursuant to the Offer.

Further, pursuant to the provisions of Sections 23, 42, 62(1)(c), and any other applicable provisions, if any, of the Companies Act and other Applicable Laws, and in accordance with the provisions of the memorandum of association and articles of association of the Company subject to such further corporate and other approvals as may be required, the Company proposes to complete a private placement or such other route as may be permitted under the applicable law at the discretion of the Board aggregating up ₹ 650.00 million as may be decided by the Board (or duly authorised committee thereof), to certain investors as permitted under Applicable Laws on or prior to the date of the red herring prospectus (“**Pre-IPO Placement**”), at such other price as decided by the Company and the Selling Shareholders, in consultation with the BRLMs and/or other advisors, in light of the then prevailing market conditions in accordance with Applicable Laws. In the event of a Pre-IPO Placement, the size of the Offer would be reduced from the Fresh Issue portion to the extent of Equity Shares issued under the Pre-IPO Placement subject to the Offer satisfying the minimum offer size requirements under the SCRR and Applicable Laws.”

In view of the above and in terms of Sections 23, 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013 (“**Companies Act**”), and the rules and regulations made thereunder, each as amended, the approval of the shareholders of the Company is required through a special resolution.

The Board recommends the resolutions in Item No. 4 of the accompanying Notice for your approval as special resolutions. Accordingly, approval of the shareholders of the Company is sought to issue Equity Shares under Sections 23 42, 62(1)(c) and other applicable provisions of the Companies Act and the rules and regulations made thereunder, each as amended.

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



technopoints

Srinivasa Reddy Akuri
Chairman & Managing Director
[DIN: 01746988]

Place: Hyderabad
Date: 09.09.2026

Registered Office:

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

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

Name of The Director	Venkata Lakshmi Narasimha Murthy Chilla
DIN	01978748
Date of Birth	10-08-1958
Age	68 years
Nationality	Indian
Date of first appointment on Board	03.08.2024
Qualification	He holds a bachelor's degree in commerce and a bachelor's degree in law, both from Nagarjuna University, and a master's degree in human

	resource management from Pondicherry University. He has been enrolled as an advocate with the Bar Council of the state of Andhra Pradesh since 1986.
Experience	He has approximately 40 years of experience in the legal sector.
Terms and Conditions of appointment	Non-Executive Non-Independent Director
Nature of Expertise and skill set require in specific functional areas	Nature of Experience: A Law Graduate with extensive experience in the practice of law, including handling and advising on civil and criminal matters. He has provided legal advice and representation in various legal matters and has developed experience in understanding and addressing legal and business-related issues. In addition, he has worked as a Management Consultant for various organisations, providing advisory services relating to management, business operations, organisational matters and strategic decision-making. His experience encompasses a combination of legal practice, advisory services and management consultancy across diverse organisations.
Number of meetings attended during the year	10
Directorships held in other Companies	i) Independent Director of Couth Infotech Private Limited; and ii) Director in Ojus Software Labs Private Limited
Membership/ Chairmanships of Committees in other Companies	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel	NIL
Shareholding in the Company	2,10,000

BOARD'S REPORT

To,

The Members,
TECHNOPAINTS AND CHEMICALS LIMITED,
(Formerly Fortune Paints Private Limited)
 Hyderabad.

Your directors have pleasure in presenting the 18th Annual Report on the business and operations of your Company along with the audited financial statements for the financial year ended March 31, 2026.

1. FINANCIAL RESULTS:

The Financial performance of your Company for the financial year ended March 31, 2026 is summarized below as compared to the previous Financial Year:

(Amount in Millions)

Particulars	Year ended 31.03.2026	Year ended 31.03.2025
Revenue from sale of products and services	3505.04	2080.95
Other Income	19.23	25.19
Total Income	3524.27	2106.14
Total Expenses	3017.71	1819.01
EBITDA	621.69	423.14
Depreciation	31.70	27.80
Finance cost	83.43	51.99
Profit Before Tax (PBT)	506.56	287.13
<u>Tax:</u>		
Current Tax	148.99	80.58
Previous Year Adjustment	6.18	-
Deferred Tax Liability/(Asset)	(20.51)	31.64
Profit/(loss) for the period (PAT)	371.90	174.91
Earnings per Share (EPS)	8.10	4.21