ROTOGRAPHICS (INDIA) LIMITED
CIN: L24200DL1976PLC008036
Regd: Off: Shop No. 37 Shanker Market Connaught Place,
Central Delhi, New Delhi-110001
Phone No. 011-47366600, Email Id: info@rotoindia.co.in Website: www.rotoindia.co.in

NOTICE

Notice is hereby given that the 51st Annual General Meeting of the Members of Rotographics (India) Limited will be held on Thursday, the 06th day of August, 2026, via video conferencing / other audio-visual mode (OAVM) at 12:00 P.M to transact the following business as:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statement of the Company for the Financial Year ended March 31, 2026, along with the reports of the Board of Directors and Auditors thereon; to consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolution:**

   "RESOLVED THAT the Audited Financial Statement of the Company for the Financial Year ended March 31, 2026, along with the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

SPECIAL BUSINESS:

2. **To Approve For Granting Loans, Giving Guarantee, Providing Security(ies) and/or Making Investment**

   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 186 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including Regulation 30, 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 any Committee thereof) to give loan(s), provide guarantee(s), provide security(ies) and/or make investment(s), in one or more tranches, to or in any person(s), body corporate(s) or other entity(ies), notwithstanding that the aggregate of such loan(s), guarantee(s), security(ies) and investment(s) outstanding at any point of time may exceed the limits prescribed under Section 186(2) of the Companies Act, 2013, provided that the aggregate amount of such loan(s), guarantee(s), security(ies) and investment(s) shall not exceed Rs. 100 Crore (Rupees One Hundred Crore only) at any point of time.

   RESOLVED FURTHER THAT the Board be and is hereby authorized to determine the terms and conditions of such loan(s), guarantee(s), security(ies) and investment(s), including the rate of interest, tenure, consideration and other relevant terms, and to execute all such agreements, deeds, documents and writings and to do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution."

3. **To Increase in Borrowing Limits under Section 180(1)(c) of the Companies Act, 2013**

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

"RESOLVED THAT in supersession of all earlier resolutions passed in this regard pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), and subject to the provisions of the Memorandum and Articles of Association of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board") to borrow from time to time any sum or sums of money, notwithstanding that the money to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount so borrowed shall not exceed at any point of time ₹ 100 Crore (Rupees One Hundred Crore only)."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to arrange or fix the terms and conditions of all such borrowings, including but not limited to the interest rate, tenure, repayment schedule, security, guarantees and other incidental matters, and to execute all agreements, documents and writings, and to do all such acts, deeds and things as may be necessary, desirable or expedient for the purpose of giving effect to this resolution.".

4. **To Increase in The Authorized Share Capital of The Company And Consequential Amendment In Memorandum Of Association Of The Company**

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

"**RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed there under and in accordance with the applicable provisions of the Articles of Association of the Company, the consent of Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present ₹ 25,00,00,000/- (Rupees Twenty Five Crores Only) consisting of 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of ₹10.00/- (Rupees Ten Only) each to ₹40,00,00,000/- (Rupees Forty Crores Only) consisting of 4,00,00,000 (Four Crore) Equity Shares of ₹10.00/- (Rupees Ten Only) each by creation of additional 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of ₹10.00/- (Rupees Ten Only) each aggregating to ₹15,00,00,000 (Rupees Fifteen Crores Only) ranking pari-passu in all respect with the existing Equity Shares of the Company.

"RESOLVED FURTHER THAT the Memorandum of association of the Company be altered in the following manner i.e. existing clause V of the Memorandum of association be substituted and shall be read as following Clause:

V. The Authorized Share Capital of the Company is Rs. 40,00,00,000/- (Rupees Fourty Crore Only) divided into 4,00,00,000 (Four Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things which are expedient for the aforesaid resolution to file the necessary information in the prescribed form to Registrar of Companies ("ROC") as may be required in this connection and to delegate all or any of the powers therein vested in the Board to any Committee thereof to give effect to the aforesaid resolution."

5. Sub-Division/ Split of Face Value Of Equity Shares of the Company from Rs. 10/- (Rupees Ten Only) Each To Rs. 2/- (Rupees Two Only) Each

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

"RESOLVED THAT pursuant to provisions of Section 61(1)(d), 64 and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as "the Act"), the Companies (Share Capital and Debentures) Rules, 2014, Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 (Hereinafter referred as "Listing Regulations") [including any statutory modification(s), notifications, circulars issued thereunder or re-enactment(s) thereof for the time being in force], in accordance with the provisions of Memorandum of Association & Articles of Associations of the Company, subject to such permissions, consents and approvals as may be required from concerned statutory authorities, the consent of the members of the Company be and is hereby accorded to the Board for sub-division of 1(One) Equity share of the Company having a face value of Rs. 10/- (Rupees Ten Only) each fully paid up into 5 (Five) Equity Shares having a face value of Rs. 2/- (Rupees Two Only) each fully paid up, with effect from such date as may be fixed for this purpose (hereinafter referred to as "Record Date") by the Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed to include any committee thereof for the time being exercising the powers conferred by the Board).

RESOLVED FURTHER THAT pursuant to the sub-division of equity shares of the Company, the Authorized, Issued, Subscribed, and Paid-up Equity Share Capital of 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten only) each shall stand sub-divided into 5 (Five) Equity share(s) having a face value of Rs. 2/- (Rupees Two only) each, existing on the Record Date and shall rank pari-passu in all respects with each other and carry the same rights as to the existing fully paid-up Equity Share of Rs. 10/- (Rupees Ten only) each of the Company.

RESOLVED FURTHER THAT pursuant to the sub-division of equity shares of the Company, the Authorized, Issued, Subscribed, and Paid-up Equity Share Capital of the Company shall be as follows:

Type of Capital	**Pre-Split Share Capital Structure**			**Post-Split Share Capital Structure**		
	No. of Shares	**Face Value (Rs.)**	**Total Share Capital (Rs.)**	**No. of Shares**	**Face Value (Rs.)**	**Total Share Capital (Rs.)**
Authorized Share Capital	**4,00,00,000**	**10**	**40,00,00,000**	**20,00,00,000**	**02**	**40,00,00,000**
Issued Capital	**1,34,43,300**	**10**	**13,44,33,000**	**6,72,16,500**	**02**	**13,44,33,000**
Paid-up & Subscribed Capital	**1,31,51,300**	**10**	**13,15,13,000**	**6,57,56,500**	**02**	**13,15,13,000**

RESOLVED FURTHER THAT consequent to the above, existing Clause V of the Memorandum of Association of the Company be and is hereby substituted with the following new clause:

V. “The Authorized Share Capital of the Company is Rs.40,00,00,000/- (Rupees Forty Crore Only), divided into 20,00,00,000 (Twenty Crore) Equity Shares of face value of Rs. 2/- (Rupees Two Only) each.”

RESOLVED FURTHER THAT upon sub-division/ Split of Equity Shares as aforesaid: a) For the equity shares held in physical form, the existing share certificate(s) in relation to the said equity shares, shall be deemed to have been automatically cancelled and shall be of no effect and the Board, without requiring the members to surrender their existing equity share certificate(s) of the Company, shall issue and dispatch new share certificate(s) of the Company, in lieu thereof, subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014; and b) For the equity shares held in dematerialized form, the sub-divided equity shares shall be credited proportionately into the respective beneficiary demat account(s) of the members held with their depository participant(s), in lieu of the existing credits present in their respective beneficiary Demat account(s) before sub-division.

RESOLVED FURTHER THAT the sub-division/ split of equity shares shall be subject to the terms and conditions contained in Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT Any of the Director or Company Secretary of the company, be and is hereby authorized to perform and execute all such acts, matters, deeds and things as it may consider necessary, expedient, usual or proper to give effect to the resolutions, including but not limited to filing of necessary forms/documents/returns with the Registrar of Companies, SEBI, Stock Exchanges, RBI, NSDL, CDSL, R&TA of the Company and/ or any other authorities and to deposit requisite amount(s)/fees with said authority(ies) or any other authorities and to comply with all other requirements in this regard and for any matters connected herewith or incidental hereto.”

6. Approval for the proposal acquisition of not more than 51% of the expanded paid-up equity share capital of Teneron Limited by way of cash consideration.

To consider and if thought fit, to give assent/dissent to the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013, the rules made thereunder, read with the enabling provisions of the Articles of Association of the Company, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), (“SEBI LODR Regulation”) and subject to such approvals, consents, permissions and sanctions as may be required from regulatory authorities and any other statutory authority(ies), the consent of the members (“**Shareholders**/ **Members**”) of the Company, be and is hereby accorded to Subscribe to fresh equity shares or through such other mode(s) as may be agreed, **up to 51% (Fifty-One Percent) of the expanded paid-up equity share capital of Teneron Limited** (CIN: U51909GJ2017PLC128262), on such terms and conditions, including the number of equity shares, issue price, consideration, manner of payment, timing of investment and other commercial terms, as may be determined based on the valuation report of the Registered Valuer, definitive agreements and as may be approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT the investment shall be made by way of subscription to the fresh issue of equity shares by Teneron Limited and that upon allotment of the said shares, the Company shall hold 51% of the paid-up equity share capital of Teneron Limited.

RESOLVED FURTHER THAT any of the Director or Company Secretary of the Company be and is hereby authorized to file and submit the necessary disclosures, intimations, forms and documents with the Stock Exchange(s), Registrar of Companies and such other regulatory authorities as may be required and to do all such acts, deeds and things as may be necessary in this regard."

7. Approval of Change in Name of Company as made available by Registrar of Companies

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

The name "**NOVALUM MATERIALS LIMITED**" has been approved by ROC, Delhi vide e-Form RUN (Reserve Unique Name) having **SRN AC4203863** dated 30th June, 2026.

"RESOLVED THAT pursuant to the provisions of Section 4, 5,13,14 & 15 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management & Administration) Rules, 2014, including any other modification(s) thereto or re-enactment(s) thereof for the time being in force, subject to the provisions of the Memorandum and Articles of Association of the company and the listing agreement entered into it by the company with the BSE Limited, consent of the members of the company be and is hereby accorded to change the name of the company from "**ROTOGRAPHICS (INDIA) LIMITED**" to "**NOVALUM MATERIALS LIMITED**".

"RESOLVED FURTHER THAT Directors of the Company be and are hereby severally authorized to do all the acts as may be necessary and expedient to give effect to the above resolution."

8. Approval for Alteration in Memorandum of Association of the Company

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

The Chairman shall inform the Members of company that there is a need to alter the Memorandum of Associations of the Company consequent to the Change in name from "**ROTOGRAPHICS (INDIA) LIMITED**" to "**NOVALUM MATERIALS LIMITED**".

"RESOLVED THAT, pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies Rules, 2014, including any other modification(s) thereto or re-enactment(s) thereof for the time being in force, consent of the members of the company be and hereby accorded for alteration in the name clause of the Memorandum of Association of the company."

"RESOLVED FURTHER THAT, consequent to such alteration, the name **"ROTOGRAPHICS (INDIA) LIMITED''** wherever occurs in the Memorandum and any other documents of the company be substituted by the name '**NOVALUM MATERIALS LIMITED'.**

"**RESOLVED FURTHER THAT** the Memorandum of Association the Company be altered in accordance with the E-MOA.

"**RESOLVED FURTHER THAT** consequent to such alteration, the FIRST CLAUSE (1) of the Memorandum of Associations shall stand amended to:

1. The name of the Company is "**NOVALUM MATERIALS LIMITED**"

"RESOLVED FURTHER THAT Directors of the Company be and are hereby severally authorized to do all the as may be necessary and expedient to give effect to the above resolution."

9. Approval for Alteration in Article of Association of The Company

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

The Chairman informed the Member of the Company that there is a need to alter the Articles of Associations of the Company consequent to the Change in name from **"ROTOGRAPHICS (INDIA) LIMITED"** to "**NOVALUM MATERIALS LIMITED**".

"RESOLVED THAT, pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies Rules, 2014, including any other modification(s) thereto or re-enactment(s) thereof for the time being in force, consent of the members of the company be and hereby accorded for alteration in the relevant clause(s) of the Article of Association of the company."

"RESOLVED FURTHER THAT, consequent to such alteration, the name '**ROTOGRAPHICS (INDIA) LIMITED**' wherever occurs in the Articles of Associations and any other documents of the company be substituted by the name **'NOVALUM MATERIALS LIMITED'.**

"RESOLVED FURTHER THAT the Article of Association the Company be altered in accordance with the **E-AOA.**

"RESOLVED FURTHER THAT any of Directors of the Company be and are hereby severally authorized to do all the as may be necessary and expedient to give effect to the above resolution."

10. To Approve the Material Related Party Transactions entered by the Company

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

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations') read with Section 188 of the Companies Act, 2013 ("the Act") as may be applicable, and other applicable provisions of the Act, if any, read with related rules, if any, (including any other applicable provisions or statutory modifications or re-enactment thereof for the time being in force) and the Company's Policy on Related Party Transaction(s), and as per the approval of the Audit Committee and Board of Directors of the Company, consent of the Members be and is hereby accorded to approve the material related party transactions entered into by the Company with Teneron Limited in the ordinary course of business and/or on such terms and conditions as may be approved by the Audit Committee from time to time, for an aggregate value not exceeding Rs. 250 Crore (Rupees Two Hundred Fifty Crore Only) during the financial year 2026-27.

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary and to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

For Rotographics (India) Limited

SHREY GUPTA Digitally signed by SHREY GUPTA
Date: 2026.07.11 16:51:04 +05'30'

Mr. Shrey Gupta
Managing Director
DIN: 01731869

Date: 10th July, 2026
Place: New Delhi

Notes:

1. Pursuant to the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024 and other applicable circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time (collectively referred to as the "MCA Circulars"), companies are permitted to convene General Meetings through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of Members at a common venue.

1. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this ~~EGM~~/AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the ~~EGM~~/AGM through VC/OAVM and participate there at and cast their votes through e-voting.

3. The Members can join the ~~EGM~~/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the ~~EGM~~/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the ~~EGM~~/AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at http://rotoindia.co.in. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on 03rd August, 2026 at 9:00 A.M. and ends on 05th August, 2026 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e 30th July, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 30th July, 2026.

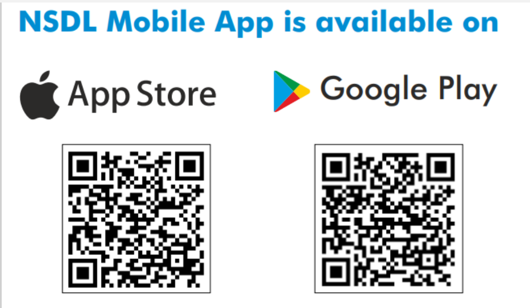
How do I vote electronically using NSDL e-Voting system?
The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL.	Existing **IDeAS** user can visit the e-Services website of NSDL Viz https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	If you are not registered for IDeAS e-Services, option to register is available a https://eservices.nsdl.com. Select **“Register Online for IDeAS Portal”** or click a https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the followin URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You wil have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. Afte successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting you vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede”** facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	Users who have opted for CDSL Easi / Easiest facility, can login through thei existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting optior for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Dema Account Number and PAN No. from a e-Voting link available or www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. Afte successful authentication, user will be able to see the e-Voting option where the

	evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ *with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

Password details for shareholders other than Individual shareholders are given below:
If you are already registered for e-Voting, then you can user your existing password to login and cast your vote

If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
How to retrieve your 'initial password'?
If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
Now, you will have to click on "Login" button.
After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail csvivekkumar@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Abhishek Mishra at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@rotoindia.co.in.

2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (info@rotoindia.co.in). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (info@rotoindia.co.in). The same will be replied by the company suitably.

6. PROCEDURE FOR INSPECTION OF DOCUMENTS:

1. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.

2. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to info@rotoindia.co.in .

3. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company at least 7 working days through email on info@rotoindia.co.in. The same will be replied by the Company suitably.

7. OTHER INFORMATION:

a) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses who are not in the employment of the Company and make, not later than 48 (Forty Eight) hours of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or to a person authorized by the Chairperson in writing who shall countersign the same.

b) The Chairperson or the person authorized by her in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the Results of the voting. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website and on the website of NSDL immediately after the results is declared and communicated to the Stock Exchanges where the equity shares of the Company are listed.

c) Subject to the receipt of requisite number of votes, the Resolutions forming part of the Notice of Annual General Meeting shall be deemed to be passed on the date of the AGM i.e., August 06, 2026.

ANNEXURE TO THE NOTICE

Explanatory Statement under Section 102(1) of the Companies Act, 2013

Item No. 02: To Approve For Granting Loans, Giving Guarantee, Providing Security(ies) and/or Making Investment

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required. Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 100 (Rupees One Hundred Crore Only), as proposed in the Notice.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

The Board recommends the resolution as set out under **Item No. 2** of the accompanying Notice for approval of the Members to be passed as a **Special Resolution**.

The following Statement sets out all material facts relating to the Special Businesses as set out in **Item No. 2** mentioned in the Notice.

Item No. 03: Increase in Borrowing Limits under Section 180(1)(c) of the Companies Act, 2013

Considering the business expansion plans, capital expenditure requirements, working capital needs and general corporate purposes of the Company, it may be necessary to enhance the borrowing limits of the Company.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow monies in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company, except with the approval of the Members by way of a Special Resolution.

The Board of Directors at its meeting held on Friday 10th July, 2026 has approved, subject to the approval of the Members, the increase in borrowing powers up to ₹ 100 Crore (Rupees One Hundred Crore only)."

The Shareholders are requested to accord their approval to the Board of Directors of the Company to borrow and/or raise funds, from time to time, from banks, non-banking financial companies (NBFCs), financial institutions, corporates and/or other lenders, as permitted under applicable laws. The borrowings may be in the form of short-term or long-term term loans, cash credit facilities, overdraft facilities, working capital demand loans, External Commercial Borrowings (ECBs) in Indian Rupees or in any foreign currency, Rupee Denominated Bonds issued outside India (overseas bonds), or through any other permissible borrowing instruments.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

The Board recommends the resolution as set out under **Item No. 3** of the accompanying Notice for approval of the Members to be passed as a **Special Resolution**.

The following Statement sets out all material facts relating to the Special Businesses as set out in **Item No. 3** mentioned in the Notice.

Item No. 04: To Increase in the Authorized Share Capital of the Company and Consequential Amendment to the Capital Clause in the Memorandum of Association

The Current Authorized Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty-Five Crores Only) divided into 2,50,00,000 (Two Crores Fifty Lakh only) equity shares of Rs. 10- (Rupees Ten Only) each. the Company proposes to increase its authorized share capital to Rs. 40,00,00,000/- (Rupees Forty Crore Only) divided into 4,00,00,000 (Four Crore Only) Equity Shares of Rs.10/- each to facilitate any fund raising in future via further issue of equity shares of the company.

Pursuant to Section 61 and other applicable provisions of the Companies Act, 2013, approval of the members is required for increase in Authorized Share Capital. Further, consequential alteration of Clause V (Capital Clause) of the Memorandum of Association of the Company is also required pursuant to Section 13 of the Act.

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

The Board recommends the resolution as set out under **Item No. 4** of the accompanying Notice for approval of the Members to be passed as an **Ordinary Resolution**.

The following Statement sets out all material facts relating to the Special Businesses as set out in **Item No. 4** mentioned in the Notice.

Item No. 05: Sub-Division/ Split of face value of Equity Shares of the Company from Rs.10/- (Rupees Ten Only) each to Rs. 2/- (Rupees Two Only) each

With a view to encourage wider participation of small investors and to enhance the liquidity of the Company's equity shares at the Capital Market, the Board of Directors at its meeting held on Friday, July 10, 2026, has considered, and recommended the sub-division of 1 (One) Equity Share of the Company of the face value of Rs. 10/- (Rupees Ten only) each into 5 (Five) Equity Shares of the Company of face value of Rs. 2/- (Rupee Two Only) each fully paid up subject to the approval of the Members and other statutory and regulatory approvals, as applicable. Presently, the Authorized Share Capital of the Company is Rs. 40,00,00,000/- divided into 4,00,00,000 Equity Shares of Rs.10/- each and the paid-up equity share capital of the Company is Rs. 13,15,13,000/- divided into 1,31,51,300 Equity Shares of Rs.10/- each fully paid-up. The sub-division as aforesaid would also require consequential amendments to the existing Clause V of the Memorandum of Association ("MOA") of the Company as set out in **Item No. 05** of the Notice to reflect the change in face value of each Equity Share of the Company from existing Rs. 10/- (Rupees Ten Only) each to proposed Rs. 2/- each (Rupee Two Only) each.

As per the provision of Section 13 and Section 61 of the Companies Act, 2013, any alteration in the Capital clause of MOA of the Company shall be affected only after the approval of the Members by passing an **Ordinary Resolution**.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

The Board recommends the resolution as set out under **Item No. 05** of the accompanying Notice for approval of the Members to be passed as an Ordinary Resolution.

The following Statement sets out all material facts relating to the Special Businesses as set out in **Item No. 05** mentioned in the Notice.

Item No. 06: To Propose the Acquisition of Equity Shares of the Teneron Limited

The Board of Directors of the Company, at its meeting held on Friday, July 10, 2026, approved a proposal to make an investment in the equity share capital of Teneron Limited, an Unlisted Public Company, by way of subscription to its fresh issue of equity shares.

Since the valuation by the Registered Valuer is yet to be completed. it should seek shareholders' approval in principle for acquisition of **up to 51%** of the expanded paid-up share capital, with the commercial terms to be finalized after receipt of the valuation report.

The proposed investment is intended to support the Company's strategic growth initiatives, facilitate business expansion, and create long-term value for its stakeholders. The Board is of the view that the proposed investment presents a significant opportunity to strengthen the Company's business portfolio and enhance its future growth prospects.

Pursuant to the Companies Act, 2013, approval of the members by way of Special Resolution is required where the aggregate value of investments, loans, guarantees and securities exceeds the limits prescribed under the said section. Accordingly, the approval of the members is being sought to enable the Company to make the proposed investment.

Except Mr. Shrey Gupta, Director of the Company, who is deemed to be concerned or interested, financially or otherwise, in the proposed Resolution by virtue of his interest in the transaction(s), none of the other Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Resolution.

The Board recommends the resolution as set out under **Item No. 06** of the accompanying Notice for approval of the Members to be passed as a **Special Resolution.**

The following Statement sets out all material facts relating to the Special Businesses as set out in **Item No. 06** mentioned in the Notice.

Item No. 07: Approval for Change in Name of Company as made available by Registrar of Companies

The Board of the company is of the opinion that the change in the name of the company will bring in novelty and creativity to the existing name as a step towards revamping of the company and the new name will be more reflective of the business of the Company.

Consequently, the Board of directors of the company had, at its meeting held on Friday, 10th July, 2026 resolved that pursuant to the relevant provisions of Companies Act the name of the company be changed from "**ROTOGRAPHICS (INDIA) LIMITED"** to "**NOVALUM MATERIALS LIMITED".**

All the documents, papers and Forms in connection with adoption of new set of Memorandum and Articles of Association can be inspected at the registered office of the company during business hours.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

The Board recommends the resolution as set out under **Item No. 07** of the accompanying Notice for approval of the Members to be passed as a **Special Resolution**.

The following Statement sets out all material facts relating to the Special Businesses as set out in **Item No. 07** mentioned in the Notice.

Item No. 08: Approval for Alteration in Memorandum of Association of the Company

The Board of directors of the company had, at its meeting held on Friday, 10th July, 2026 resolved that pursuant to the relevant provisions of Companies Act the relevant clause of the Memorandum of Association of the company be altered to align them with the new name i.e., **NOVALUM MATERIALS LIMITED".**

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

The Board recommends the resolution as set out under **Item No. 08** of the accompanying Notice for approval of the Members to be passed as a **Special Resolution**.

The following Statement sets out all material facts relating to the Special Businesses as set out in **Item No. 08** mentioned in the Notice.

Item No.09: Approval for Alteration in Article of Association of the Company

The Board of directors of the company had, at its meeting held on Friday, July 10, 2026 resolved that pursuant to the relevant provisions of Companies Act the relevant clause of the Article of Association of the company be altered to align them with the new name i.e., **NOVALUM MATERIALS LIMITED".**

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

The Board recommends the resolution as set out under **Item No. 09** of the accompanying Notice for approval of the Members to be passed as a **Special Resolution**.

The following Statement sets out all material facts relating to the Special Businesses as set out in **Item No. 09** mentioned in the Notice.

Item No.10: To Approve the Material Related Party Transactions entered by the Company

The Company, in the ordinary course of its business, proposes to enter into certain transaction(s) with **Teneron Limited**, a related party of the Company, during the Financial Year 2026–27. The proposed transaction(s) are intended to facilitate the business operations of the Company and are proposed to be undertaken on an arm's length basis and in the ordinary course of business. The Board of Directors is of the view that the proposed transaction(s) are in the best interests of the Company and its stakeholders.

The aggregate maximum value of the proposed transaction(s) during the financial year 2026-2027 shall not exceed Rs. 250 Crore (Rupees Two Hundred Fifty Crore only). The material terms and particulars of the transaction(s), including pricing, tenure, scope, commercial terms and other incidental matters, shall be such as may be approved by the Audit Committee and/or the Board from time to time, subject always to the limits approved by the Members. The transaction(s) shall be undertaken in accordance with the Company's Policy on Related Party Transactions and the approvals granted by the Audit Committee, wherever required.

The information required to be disclosed pursuant to Regulation 23 of the SEBI Listing Regulations read with the applicable SEBI Circular(s), including the nature of the relationship, particulars of the proposed transaction(s), value, tenure, rationale and other prescribed details, is set out in the **Annexure I** forming an integral part of this Notice.

Except Mr. Shrey Gupta, Director of the Company, who is deemed to be concerned or interested, financially or otherwise, in the proposed Resolution by virtue of his interest in the transaction(s), none of the other Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Resolution.

The Board recommends the resolution as set out under **Item No. 10** of the accompanying Notice for approval of the Members to be passed as an Ordinary Resolution.

The following Statement sets out all material facts relating to the Special Businesses as set out in **Item No. 10** mentioned in the Notice.

By Order of the Board of Directors
For Rotographics (India) Limited

Sd/-
Mr. Shrey Gupta
Managing Director
DIN: 01731869

Date: 10th July, 2026
Place: New Delhi

Annexure I

ANNEXURE TO THE EXPLANATORY STATEMENT

Information pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable SEBI Circular(s) for approval of Material Related Party Transaction(s)

S. No.	Particulars	Details
1.	**Type, material terms and particulars of the proposed transaction**	The Company proposes to enter into related party transactions in the ordinary course of its business with the Related Party involving lending, borrowing advances, repayment thereof, business Trade payment/receipt of interest, issuance or acceptance of guarantees or security, and such other financing arrangements as may be mutually agreed from time to time.
2.	**Name of the related party**	Teneron Limited, Part of the Promoter Group.
3.	**Tenure of the proposed transaction(s)**	From the date of this Annual General Meeting to be held on August 06, 2026 till the date of Next Annual General Meeting.
4.	**Value of the proposed transaction(s)**	Rs. 250 Crore (Rupees Two Hundred Fifty Crore Only).
5.	**If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:**	Not Applicable
6.	**Justification as to why the RPT is in the interest of the listed entity**	The transactions with the related party entered in the ordinary course of business of the Company and on an arm's length basis in furtherance of the business activities.
7.	**A copy of the valuation or other external party report, if any such report has been relied upon**	Not Applicable
8.	**Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis**	**-**
9.	**Any other information that may be relevant**	All relevant/ important information forms part of this Explanatory Statement.