Notice of 08th Annual General Meeting of Nupur Recyclers Limited

NOTICE is hereby given that the 08th Annual General Meeting of the Members of **Nupur Recyclers Limited** will be held on Tuesday, September 29, 2026 at 04:00 P.M. IST through video conferencing ("VC")/other Audio Visual Means ("OAVM") facility to transact the following businesses:

<u>ORDINARY BUSINESS</u>

1. **To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) and the reports of the Board of Directors and auditors thereon for the financial year ended March 31, 2026:**

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

   "**RESOLVED THAT** the audited financial statements (Standalone & Consolidated) of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon as laid before this meeting, be and are hereby received, considered and adopted."

2. **To re-appoint Mr. Rajesh Gupta (DIN: 01941985), Managing Director, who retires by rotation and being eligible, offers himself for re- appointment:**

   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 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Rajesh Gupta (DIN: 01941985), who retires by rotation at this Annual General Meeting, and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.**"**

<u>SPECIAL BUSINESS</u>

3. **To ratify the remuneration payable to the Cost Auditor appointed by the Board of Directors of the Company for the financial year 2026-27:**

   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 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendation of the Audit Committee of the Company, the remuneration of ₹ 60,000/- (Rupees Sixty Thousand Only) excluding applicable tax payable to M/s. Sudha Baweja & Co., Cost Accountants, having Firm Registration No. 007443 appointed by the Board of Directors of the Company as Cost Auditors for conducting cost audit of the Company for the financial year 2026-27, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts, deeds, things, matters and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

4. **Appointment of Ms. Nimisha Jain (DIN: 10651632) as an Independent Director of the Company**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Ms. Nimisha Jain (DIN: 10651632), who was appointed as an Additional Director of the Company, under the category of Independent Director with effect from July 06, 2026, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act read with Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, read with the Rules made thereunder and the applicable provisions of Listing Regulations, and in respect of whom the Company has a Notice in writing under Section 160(1) of the Act proposing her candidature for the office of a Director, be and is hereby appointed as an Non-Executive Independent Director of the Company, to hold office for a term of five consecutive years i.e., from July 06, 2026 and ending on July 05, 2031 and not liable to retire by rotation, on the terms and conditions including those relating to remuneration as set out in the Explanatory Statement annexed to this Notice

RESOLVED FURTHER THAT any Director of the Company and the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, desirable or expedient to give effect to the above resolutions, including completing necessary filings with the relevant regulatory authorities regarding such appointment."

5. **Appointment of Mr. Dinesh Kumar (DIN: 10398089) as an Independent Director of the Company**

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, , read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Dinesh Kumar (DIN: 10398089), who was appointed as an Additional Director of the Company, under the category of Independent Director with effect from September 03, 2026, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act read with Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, read with the Rules made thereunder and the applicable provisions of Listing Regulations, and in respect of whom the Company has a Notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as an Non-Executive Independent Director of the Company, to hold office for a term of five consecutive years i.e., from September 03 2026 and ending on September 02, 2031 and not liable to retire by rotation, on the terms and conditions including those relating to remuneration as set out in the Explanatory Statement annexed to this Notice

   RESOLVED FURTHER THAT any Director of the Company and the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, desirable or expedient to give effect to the above resolutions, including completing necessary filings with the relevant regulatory authorities regarding such appointment."

By order of the Board of Directors
For Nupur Recyclers Limited

Sd/-
Shilpa Verma
Company Secretary & Compliance Officer
FCS: 10105

Place: New Delhi
Date: 03.09.2026

NOTES:

1 Pursuant to the General Circular No. 14/2020 dated April 08, 2020 and subsequent circulars issued in this regard by the Ministry of Corporate Affairs (**"MCA"**), latest being General Circular No. No. 03/2025 dated September 22, 2025 (hereinafter collectively referred to as (**"MCA Circulars**"), and relevant circulars issued by Securities and Exchange Board of India ("**SEBI**") in this regard (hereinafter collectively referred as **"SEBI Circulars")** read with provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations"**) (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold Annual General Meeting ("**AGM**") through Video Conferencing (**"VC**") or other audio visual means ("**OAVM**"), without the physical presence of members at a common venue. In compliance with the above, the 8^{th} AGM of the Company shall be conducted through VC / OAVM, which does not require physical presence of the Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.

2. For enabling the members to participate at this AGM through VC/OAVM, the Company has appointed National Securities Depository Limited (NSDL), to provide facility for voting through remote e-voting, for participation in the AGM through VC and e-voting during the AGM. The procedure for voting through remote e-voting, e-voting during AGM and participating in AGM through VC is explained at Notes below and is also available on the website of the Company at www.nupurrecyclers.com.

3 Pursuant to the relevant MCA Circulars, SEBI Circulars and provisions of SEBI listing regulations, the facility for members to appoint proxy to attend and cast vote is not available for this agm since physical presence at a common venue is not required. Hence, the proxy form, attendance slip and route map are not annexed to this notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

4 The Statement pursuant to Section 102 of the Companies Act 2013 ("the **Act**"), setting out the material facts relating to the special business to be transacted at the AGM including the required details under Regulations 36(3) of the SEBI Listing Regulations and clause 1.2.5 of the Secretarial Standard -2 along with other applicable provisions, if any, is annexed hereto.

5 In terms of the provisions of Section 152 of the Act, Mr. Rajesh Gupta (DIN: 01941985), Director of the Company, retires by rotation at the Meeting.

The Nomination and Remuneration Committee and the Board of Directors of the Company recommends his re-appointment.

Mr. Rajesh Gupta, Director of the Company, is interested in the Ordinary Resolution set out at Item No. 2, of this Notice with regard to his re-appointment.

Relatives of Mr. Rajesh Gupta may be deemed to be interested in the resolution set out at Item No. 2 of this Notice, to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item No. 2 of this Notice.

Details of the Director retiring by rotation at this Meeting as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard – 2 on General Meetings are provided in the **Annexure I** to this Notice.

6 Corporate members may refer to "Note for Non – Individual Shareholders and Custodians" appearing at the end of this notice and follow the instructions mentioned for voting and participation at the AGM.

7 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 Directors are interested under Section 189 of the Act and the relevant documents referred to in this Notice will be available, electronically, for inspection by the Members during the AGM.

All the documents referred to in this Notice will also be available for inspection electronically 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 e-mail to compliance@nupurrecyclers.com mentioning his/her/its folio number/DP ID and Client ID.

8. Dispatch of Annual Report and Notice of AGM through electronic mode:

In accordance with, the above referred MCA Circulars, SEBI Circulars read with SEBI Listing Regulations, the Annual Report for the Financial Year 2025-26 and the Notice of this AGM are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or Depository(ies) or Depository Participant(s) or Registrar to issue and Share Transfer Agent ("RTA") of the Company.

The Notice of AGM and Annual Report for the financial year 2025-26 are available on the Company's website i.e. www.nupurrecyclers.com, on the website of the National Stock Exchange at www.nseindia.com, and the NSDL website www.evoting.nsdl.com. Physical copy of the Notice of the AGM along with Annual Report for the financial year 2025-26 shall be sent to those members who request for the same. Members may request the physical copies of the same via. writing us at compliance@nupurrecyclers.com .

Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where Annual Report for the financial year 2025-26 is available is being sent to those members whose e-mail address is not registered with the Company/RTA /Depository Participants (DPs)/Depositories.

9 In case of joint holders attending the Meeting, only such joint holders who are higher in the order of the names will be entitled to vote.

10 Members whose e-mail address are not registered are requested to register their e-mail address for receipt of Notice of 08th AGM, Annual Report and login details for joining the AGM through VC facility including e-voting, by providing Name, folio number/DPID & Client ID (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), client master or copy of consolidated Account statement (in case of demat holding), self attested scanned copy of Aadhar Card or any other document as proof of address to Company at compliance@nupurrecyclers.com or to/RTA at: info@skylinerta.com.

11 Members holding shares in dematerialised (Demat) mode are requested to register/update their e-mail addresses and other KYC details (PAN, contact details, Bank details, signatures and Nomination) with the relevant DPs. In case of any queries/difficulties in registering the e-mail address/updating KYC, members may write to the RTA at info@skylinerta.com. or to the Company at compliance@nupurrecyclers.com.

12 All existing investors are encouraged, in their own interest, to provide 'choice of nomination' for ensuring smooth transmission of securities held by them as well as to prevent accumulation of unclaimed assets in securities market. However, all new investors shall continue to be required to mandatorily provide the 'Choice of Nomination' for demat accounts except for jointly held demat accounts.

13 As per Regulation 40(1) of the SEBI Listing Regulations, as amended, read with SEBI Master Circular no. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. In view of the above and to eliminate risk associated with physical shares and to avail various benefits of dematerialisation, members are advised to dematerialise their shares held in physical form. Members are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively, contact RTA to seek guidance in the demat procedure. Members may also visit website of the depositories, NSDL viz. https://nsdl.co.in/faqs/faq.php or CDSL viz. https://www.cdslindia.com/investors/open-demat.html for further understanding of the demat procedure.

14 With a view to safeguard the interests of the investors and to streamline the resolution mechanism in the Indian Securities Market, SEBI vide its circular no. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated December 28, 2023 as amended from time to time, mandated establishment of common Online Dispute Resolution Portal ("ODR Portal"), by Market Infrastructure Institutions, which harnesses online conciliation and online arbitration for resolution of disputes arising between investors/clients and listed

companies (including their RTAs) or specified intermediaries/regulated entities, in Indian Securities Market.

The ODR Portal allows the investors/shareholders to enrol themselves, file unresolved grievance, upload documents and get status updates pertaining to the unresolved grievances filed against listed entities/ its RTA.

The process for initiation of Dispute Resolution process is enumerated below:

- An investor/client shall first take up his/her grievance with the Market Participant by lodging a complaint directly with the concerned Market Participant.
- If the grievance is not redressed satisfactorily the investor/shareholder may escalate the same through the SCORES Portal (www.scores.gov.in) in accordance with SCORES Guidelines in accordance with the process laid out.
- If the investor/client is still not satisfied with the outcome, he/she can initiate dispute resolution through the ODR Portal. Alternatively, the investor/client may initiate dispute resolution through the ODR Portal if the grievance lodged with the concerned Market Participant was not satisfactorily resolved or at any stage of the subsequent escalations (prior to or at the end of such escalation(s).
- The concerned Market Participant may also initiate dispute resolution through the ODR Portal after having given due notice of at least 15 calendar days to the investor/client for resolution of the dispute which has not been satisfactorily resolved between them.
- The SMART ODR Portal can be accessed at: https://smartodr.in/login and for more information shareholders are requested to visit the weblink **https://www.nupurrecyclers.com/sebi-lodr-regulation46.html.**

General Instructions for Remote e-voting and e-voting during Annual General Meeting:

1 Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and the MCA Circulars the Company is providing facility of 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 NSDL for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by NSDL.

2. The Members can join the AGM through 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 1,000 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.

THE INSTRUCTIONS OF MEMBERS FOR REMOTE AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OVAM ARE AS UNDER:

1. The voting period begins from 9.00 A.M. (IST) September 26, 2026 and ends on 5.00 P.M. (IST) September 28, 2026. During this period, members of the Company, whose names appear in the Register of Members / Beneficial Owners, as on the cut-off date September 22, 2026 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

2. Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

3 Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

   Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

   In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

4. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

   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 meetings 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 Depository	1) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After 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 your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) 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. 3) If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4) 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 (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After 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 your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

5) Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

App Store   Google Play

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com or visit www.cdslindia.com and click on login icon & New System Myeasi Tab to enter the existing my easi username & password. 2) After successful login the Easi / Easiest , the user will be able to see the e-Voting menu. The menu will have the links of the e-Voting service provider i.e., NSDL. Click on NSDL to cast your vote.

	3) If the user is not registered for Easi/Easiest, the option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending an OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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 above mentioned website

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

Login type	Helpdesk details
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
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.com or call at 022 - 4886 7000

B) **Login method for e-Voting and joining virtual meetings for shareholders other than individual shareholders holding in Demat form & Physical shareholders**.

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

1 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.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. 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.

4. Your User ID details are given below and the **EVEN for AGM is 142456**.

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 123456 then user ID is 123456001***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

b) 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.

c) How to retrieve your 'initial password'?

i) 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'

ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) 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.
b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
c) 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.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. 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.

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 to csarungoel@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 at 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: evoting@nsdl.com or at telephone no. 022- 48867000.

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 compliance@nupurrecyclers.com.

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 compliance@nupurrecyclers.com. 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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

a The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.

b The link for VC/OAVM to attend meeting will be available where the expertis of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

c Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

d. 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 General 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.

e. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

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

g 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.

h Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 3 (three) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at compliance@nupurrecyclers.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 (three) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at compliance@nupurrecyclers.com. These queries will be replied to by the company suitably by email.

i Only those shareholders, who are 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 available during the AGM.

j Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

k If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

l Any person, who acquires shares of the Company and become members of the Company after dispatch of the Notice and holding shares as on the cut-off-date i.e. September 22, 2026 may follow the same instructions as mentioned above for e-voting.

m Once a vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.

n The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut off date of September 22, 2026 and a person who is not a member as on a cut off date should treat the Notice for information purpose only.

o The Company has appointed M/s Arun Goel & Associates, Practicing Company Secretary (Membership No.: FCS 9892 and CP No 12508) as Scrutinizer to scrutinize the process of remote e-voting and voting on the date of AGM in a fair and transparent manner.

p The Scrutinizer shall, immediately after the conclusion of voting at the AGM, scrutinise the votes cast through e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit, not later than 2 working days of conclusion of AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same. The Chairman or a person authorized by him in writing shall declare the results of the voting forthwith.

q The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.nupurrecyclers.com and on the website of NSDL www.evoting.nsdl.com shall simultaneously be forwarded to the concerned stock exchanges as well as displayed at the Corporate and Registered Office of the Company. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of AGM, i.e. 29th September, 2026.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT"), SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("SEBI LISTING REGULATIONS") AND THE SECRETARIAL STANDARDS ON GENERAL MEETINGS ("SS-2") ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA ("SECRETARIAL STANDARDS").

ITEM NO. 3

As per the provisions of Section 148 of the Act read with Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Board of Directors of the Company, at its meeting held on September 03, 2026 based on the recommendation of the Audit Committee, appointed M/s Sudha Baweja & Co., Cost Accountants (FRN: 007443) as the Cost Auditor to conduct audit of cost records of the Company for the products covered under the Companies (Cost Records and Audit) Rules, 2014 for the financial year 2026-27, at a remuneration of ₹ 60,000/- (Rupees Sixty Thousand only) per annum excluding applicable tax and out of pocket expenses which shall be reimbursed to her on actual basis. The fee approved by the Board of Directors on the recommendation of the Audit Committee of the Board of the Company is after considering work & time involved, size of audit team and frequency of audit.

Section 148(3) of the Act read with Companies (Audit and Auditors) Rules, 2014, requires that the remuneration payable to the Cost Auditors has to be approved by the Board of Directors, based on the recommendation of the Audit Committee, and further it is to be ratified by the Members. Accordingly, the Consent of the Members is sought for passing an Ordinary Resolution as set out at Item no. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2027, as set out above for the aforesaid services to be rendered by her.

None of the Directors and Key Managerial Personnel of the Company and their relatives (except to the extent of their shareholding in the Company, if any) is in any way concerned or interested, financial or otherwise, in passing of the resolution set out in item No.3 of the Notice.

The Board of Directors of the Company recommends the resolution set forth at Item no. 3 of the accompanying Notice, for the approval of the Members as an **Ordinary Resolution**.

ITEM NO. 4

Pursuant to the provisions of Sections 149, 150, 152 and 161(1) read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"),the Board of Directors of the Company, at its meeting held on July 06, 2026, upon the recommendation of the Nomination and Remuneration Committee ("NRC"), appointed Ms. Nimisha Jain (DIN: 10651632) as an Additional Director in the capacity of an Independent Director of the Company, to hold office as such w.e.f. July 06, 2026 up to the date of the ensuing Annual General Meeting.

Subject to Members' approval, the Board has also approved the appointment of Ms. Nimisha Jain (DIN: 10651632) as an Independent Director of the Company for a term of 5 (five) consecutive years, commencing from July 06, 2026 to July 05, 2031, in accordance with Sections 149, 150 and 152 of the Act read with Rules framed thereunder and the Company's Articles of Association.

The members may note that pursuant to Section 161 of the Act and rules made thereunder, an Additional Director appointed by the Board of Directors of the Company at any time shall hold office up to the date of the next annual general meeting of the Company or the last date on which the annual general meeting should have been held, whichever is earlier. Further, Pursuant to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Ms. Nimisha Jain (DIN: 10651632) shall hold office until the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier. Pursuant to the first proviso of Regulation 25(2A) of the Listing Regulations, where a Special Resolution for the appointment of an Independent Director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of such Independent Director shall be deemed to have been made as if the approval of the shareholders have been obtained by way of Special Resolution. Ms. Nimisha Jain is eligible to be appointed as an Independent Director for a term of upto 5 (five) consecutive years. The Company has received notice under Section 160 of the Act proposing Ms. Nimisha Jain's candidature as an Independent Director of the Company.

The NRC, after evaluating her qualifications, professional experience, expertise, integrity, skills, knowledge and independence, recommended her appointment as an Independent Director. The Board, after considering the recommendation of the NRC, her profile, experience and the declarations furnished by her, is of the view that her appointment would strengthen the Board by bringing valuable expertise in the areas of corporate governance, regulatory compliance, secretarial functions and board oversight.

Ms. Nimisha Jain is a qualified Company Secretary and holds a Bachelor of Commerce (Honours) degree from the University of Delhi. She possesses extensive experience in corporate governance, regulatory compliance and secretarial matters and has worked with reputed organisations including TCS and HCL. She currently serves as an Independent Director on the Boards of various companies and is also associated with a private company in the capacity of Company Secretary. Her professional experience and board exposure enable her to contribute effectively towards strategic guidance, governance oversight and regulatory compliance.

Subject to the approval of the Members, Ms. Nimisha Jain shall hold office as an Independent Director of the Company for a first term of five (5) consecutive years commencing from July 06, 2026 up to July 05, 2031 and shall not be liable to retire by rotation during her tenure in accordance with the provisions of Section 149 of the Act.

The Company has received from Ms. Nimisha Jain:

- her consent to act as a Director in Form DIR-2 pursuant to Section 152 of the Act read with rules made thereunder;

- declaration in Form DIR-8 confirming that she is not disqualified from being appointed as a Director under Section 164 of the Act;
- declaration under Section 149(7) of the Act confirming that she meets the criteria of independence prescribed under Section 149(6) of the Act read with Regulation 16(1)(b) of the SEBI Listing Regulations;
- disclosure of interest in Form MBP-1 pursuant to Section 184 of the Act read with rules made thereunder;
- confirmation pursuant to Regulation 25(8) of the SEBI Listing Regulations that she is not aware of any circumstance or situation which exists or may reasonably be anticipated that could impair or impact her ability to discharge her duties as an Independent Director;
- confirmation that she is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other authority; and
- confirmation regarding compliance with the requirements relating to registration in the databank of Independent Directors maintained by the Indian Institute of Corporate Affairs in accordance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Ms. Nimisha Jain is a person of integrity and possesses the requisite qualifications, expertise, experience and proficiency for appointment as an Independent Director. The Board is satisfied that she fulfils the conditions specified under the Act, the rules made thereunder and the SEBI Listing Regulations for her appointment as an Independent Director and that she is independent of the management of the Company.

The terms and conditions of appointment of Ms. Nimisha Jain together with the statutory registers, declarations and other relevant documents referred to in this Explanatory Statement shall be available for inspection by the Members during business hours on all working days up to the date of the Annual General Meeting and shall also be available electronically for inspection by the Members in accordance with the applicable provisions of the Act.

Brief particulars of Ms. Nimisha Jain, as required under the Secretarial Standard on General Meetings (SS-2) and Regulation 36 of the SEBI Listing Regulations, are provided in **Annexure-II** forming part of this Notice.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval of the Members.

Except Ms. Nimisha Jain, being the appointee, and her relatives, to the extent of their shareholding, if any, in the Company, none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Resolution.

ITEM NO. 5

Pursuant to the provisions of Sections 149, 150, 152 and 161(1) read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Board of Directors of the Company, at its meeting held on September 03, 2026, upon the recommendation of the Nomination and Remuneration Committee ("NRC"), appointed Mr. Dinesh Kumar (DIN: 10398089) as an Additional Director in the capacity of an Independent Director of the Company, to hold office as such w.e.f. September 03, 2026 up to the date of the ensuing Annual General Meeting.

Subject to Members' approval, the Board has also approved the appointment of Mr. Dinesh Kumar (DIN: 10398089) as an Independent Director of the Company for a term of 5 (five) consecutive years, commencing from September 03, 2026 to September 02, 2031, in accordance with Sections 149, 150 and 152 of the Act read with Rules framed thereunder and the Company's Articles of Association.

The members may note that pursuant to Section 161 of the Act and rules made thereunder, an Additional Director appointed by the Board of Directors of the Company at any time shall hold office up to the date of the next annual general meeting of the Company or the last date on which the annual general meeting should have been held, whichever is earlier. Further, Pursuant to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Mr. Dinesh Kumar (DIN: 10398089) shall hold office until the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier. Pursuant to the first proviso of Regulation 25(2A) of the Listing Regulations, where a Special Resolution for the appointment of an Independent Director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of such Independent Director shall be deemed to have been made as if the approval of the shareholders have been obtained by way of Special Resolution. Mr. Dinesh Kumar is eligible to be appointed as an Independent Director for a term of upto 5 (five) consecutive years. The Company has received notice under Section 160 of the Act proposing Mr. Dinesh Kumar's candidature as an Independent Director of the Company.

The NRC, after evaluating his qualifications, professional experience, expertise, integrity, skills, knowledge and independence, recommended his appointment as an Independent Director. The Board, after considering the recommendation of the NRC, his profile, experience and the declarations furnished by him, is of the view that his appointment would strengthen the Board by bringing valuable expertise in the areas of corporate governance, regulatory compliance, secretarial functions and board oversight.

Mr. Dinesh Kumar is a qualified Company Secretary and holds qualifications in Cost & Management Accountancy and LL.B. from reputed institutions. He has extensive expertise in Corporate Laws, Legal and Secretarial Functions, Corporate Governance and Regulatory Compliance, with strong knowledge of the Companies Act, FEMA and SEBI Regulations. He has specialised experience in Board and General Meeting management, Secretarial Audit, statutory compliances and stakeholder communication. He also possesses expertise in legal documentation, loan documentation, agreement vetting, financial statement analysis and regulatory reporting.

Subject to the approval of the Members, Mr. Dinesh Kumar shall hold office as an Independent Director of the Company for a first term of five (5) consecutive years commencing from September 03, 2026 up to September 02, 2031 and shall not be liable to retire by rotation during his tenure in accordance with the provisions of Section 149 of the Act.

The Company has received from Mr. Dinesh Kumar:

- his consent to act as a Director in Form DIR-2 pursuant to Section 152 of the Act read with rules made thereunder;
- declaration in Form DIR-8 confirming that he is not disqualified from being appointed as a Director under Section 164 of the Act;
- declaration under Section 149(7) of the Act confirming that he meets the criteria of independence prescribed under Section 149(6) of the Act read with Regulation 16(1)(b) of the SEBI Listing Regulations;
- disclosure of interest in Form MBP-1 pursuant to Section 184 of the Act read with rules made thereunder;
- confirmation pursuant to Regulation 25(8) of the SEBI Listing Regulations that he is not aware of any circumstance or situation which exists or may reasonably be anticipated that could impair or impact his ability to discharge his duties as an Independent Director;
- confirmation that he is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other authority; and
- confirmation regarding compliance with the requirements relating to registration in the databank of Independent Directors maintained by the Indian Institute of Corporate Affairs in accordance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Mr. Dinesh Kumar is a person of integrity and possesses the requisite qualifications, expertise, experience and proficiency for appointment as an Independent Director. The Board is satisfied that he fulfils the conditions specified under the Act, the rules made thereunder and the SEBI Listing Regulations for appointment as an Independent Director and that he is independent of the management of the Company.

The terms and conditions of appointment of Mr. Dinesh Kumar together with the statutory registers, declarations and other relevant documents referred to in this Explanatory Statement shall be available for inspection by the Members during business hours on all working days up to the date of the Annual General Meeting and shall also be available electronically for inspection by the Members in accordance with the applicable provisions of the Act.

Brief particulars of Mr. Dinesh Kumar, as required under the Secretarial Standard on General Meetings (SS-2) and Regulation 36 of the SEBI Listing Regulations, are provided in **Annexure-III** forming part of this Notice.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the Members.

Except Mr. Dinesh Kumar, being the appointee, and his relatives, to the extent of their shareholding, if any, in the Company, none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Resolution.

ANNEXURE - I

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED SUB-REGULATION (3) OF REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS ("SS-2"), ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA AND APPROVED BY THE CENTRAL GOVERNMENT:

Details of the Director seeking re-appointment and appointment under item 2 of the Notice in Annual General Meeting scheduled to be held on September 29, 2026.

Name of the Director	**Mr. Rajesh Gupta**
Date of Birth	03.10.1970
Age	55
Nationality	Indian
DIN	01941985
Date of First Appointment on the Board of Company	25.01.2020
Expertise in specific functional area	He has over 35 years of business expertise, and he has been leading our company since its inception. over 14 years of experience in managing finance and Administration of the Company
Qualification	He is a Commerce Graduate from Delhi University
Directorship held in other companies	1. S.D.M. Metalloys Limited 2. Nupur Recyclers Limited 3. Frank Metals Recyclers Limited 4. Vertex Buildwell Private Limited 5. Br Hands Investments Private Limited 6. Continent Buildwel Private Limited 7. Uninav Developers Private Limited 8. Nupur Infratech Private Limited 9. Pragati Landcon Private Limited 10. Tycod Autotech Private Limited 11. Uninav Buildcon Private Limited 12. Black Tiger Advisory Private Limited 13. Nupur Hospitality Private Limited 14. Eligo Business & Advisory Private Limited

<table>
<tr><td></td><td>15. Nupur Business & Consulting Private Limited
16. Nupur Extrusion Private Limited
17. Budget Hotels India Private Limited
18. Usha Financial Services Limited
19. Nupur Nature Resorts Private Limited
20. Vittran Trade Solutions Private Limited</td></tr>
<tr><td>Chairman/Member of the Committee of the Board of Directors of the Company</td><td>Member of the Audit Committee
Member of Stakeholder Relationship Committee</td></tr>
<tr><td>Membership/Chairmanship of Committee of other Companies</td><td>
<table>
<tr><th>Company Name</th><th>Designation</th><th>Committee</th></tr>
<tr><td>Usha Financial Services Limited</td><td>Member</td><td>Audit Committee</td></tr>
<tr><td>Usha Financial Services Limited</td><td>Member</td><td>Risk Management Committee</td></tr>
<tr><td>Usha Financial Services Limited</td><td>Member</td><td>Stakeholder Relationship Committee</td></tr>
<tr><td>Frank Metals Recyclers Limited</td><td>Member</td><td>Audit Committee</td></tr>
<tr><td>Frank Metals Recyclers Limited</td><td>Member</td><td>Nomination and Remuneration Committee</td></tr>
<tr><td>Frank Metals Recyclers Limited</td><td>Chairman</td><td>Stakeholder Relationship Committee</td></tr>
</table>
</td></tr>
<tr><td>Number of Board Meetings attended during the Financial Year 2025-26 till the date of this Notice</td><td>10</td></tr>
<tr><td>Number of Shares Held either directly or for beneficial basis for any other person</td><td>Held Directly: 25115000 as on 31.03.2026
Held for beneficial interest of another person: 0</td></tr>
<tr><td>Disclosure of relationships between directors inter-se, Manager and KMPs of the Company</td><td>Ms. Nupur Gupta is the daughter of Mr. Rajesh Gupta, Managing Director of the Company.</td></tr>
</table>

Listed entities from which the person has resigned in the past three years	NIL
Terms & Conditions of Appointment/ Reappointment	In terms of Section 152(6) of the Act, Mr. Rajesh Gupta who was appointed as a Managing Director is liable to retire by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment. His re-appointment is proposed at this meeting. Once re-appointed he will continue as Managing Director on terms and conditions as approved by the Members vide special resolution dated 27th September, 2022 and 10th July, 2026.
Details of remuneration last drawn (FY 2025-26)	36 lakhs p.a.
Remuneration proposed to be paid	He shall be paid remuneration as approved by the members of the company.
Names of listed entities in which the person also holds the directorship and the membership of Committees of the Board	Usha Financial Services Limited
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable

ANNEXURE - II

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED SUB-REGULATION (3) OF REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS ("SS-2"), ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA AND APPROVED BY THE CENTRAL GOVERNMENT:

Details of the Director seeking appointment under item 4 of the Notice in Annual General Meeting fixed on September 29, 2026.

Name of the Director	**Ms. Nimisha Jain**
Date of Birth	16-02-1990
Age	36
Nationality	Indian
DIN	10651632
Date of Appointment	06-07-2026
Date of First Appointment on the Board of Company	06-07-2026
Expertise in specific functional area	Her expertise encompasses corporate governance, regulatory compliance, secretarial and board processes, statutory and regulatory matters, and corporate governance practices, with experience in advising and supporting organisations on governance standards and regulatory requirements.
Qualification	Company Secretary by profession
Directorship held in other companies	1. Avani Ventures and Developers limited 2. Frank Metals Recyclers Limited 3. Usha Financial Services Limited
Chairman/Member of the Committee of the Board of Directors of the Company	Chairperson of the Audit Committee Member of Nomination and Remuneration Committee Chairperson of Stakeholder Relationship Committee
Membership/Chairmanship of Committee of other Companies	**Company Name**: Usha Financial Services Limited; **Designation**: Member; **Committee**: Audit Committee

	Usha Financial Services Limited	Member	Risk Management Committee
	Usha Financial Services Limited	Chairperson	Nomination and Remuneration Committee
	Usha Financial Services Limited	Chairperson	Stakeholder Relationship Committee
	Frank Metals Recyclers Limited	Chairperson	Audit Committee
	Frank Metals Recyclers Limited	Member	Nomination and Remuneration Committee
	Frank Metals Recyclers Limited	Member	Stakeholder Relationship Committee
	Avani Ventures and Developers limited	Chairperson	Audit Committee
	Avani Ventures and Developers limited	Chairperson	Nomination and Remuneration Committee
Number of Board Meetings attended during the Financial Year 2025-26 till the date of this Notice	NIL		
Number of Shares Held either directly or for beneficial basis for any other person	NIL		
Disclosure of relationships between directors inter-se, Manager and KMPs of the Company	NA		
Listed entities from which the person has resigned in the past three years	Womancart limited		

Terms & Conditions of Appointment/ ~~Reappointment~~	Appointed as the Non-Executive Independent Director for a period of 5 (five) consecutive years effective from July 06, 2026.
Remuneration proposed to be paid	She shall be paid remuneration by way of sitting fees for attending Board or Committee Meetings of the Company or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and/or Committee meetings of the Company stipulated under Section 197 of the Companies Act, 2013, effective her date of appointment.
Remuneration last drawn	NA
Names of listed entities in which the person also holds the directorship and the membership of Committees of the Board	Usha Financial Services Limited
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The NRC (Nomination and Remuneration Committee) has determined criteria to be Considered while recommending the candidature of Independent Directors to the Board. Among others, it includes considering various skill sets that are insightful and would add value to the Company. The skills and capabilities identified by the NRC for the role of an Independent Director, as applicable to the proposed appointee, are set out in Explanatory Note No. 4. Based on the qualifications, experience, expertise and professional background of the proposed appointee, the NRC and the Board are of the view that the proposed appointee possesses the requisite skills and capabilities and meets the criteria identified for the role of an Independent Director.

ANNEXURE - III

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED SUB-REGULATION (3) OF REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS ("SS-2"), ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA AND APPROVED BY THE CENTRAL GOVERNMENT:

Details of the Director seeking appointment under item 5 of the Notice in Annual General Meeting fixed on September 29, 2026.

Name of the Director	**Mr. Dinesh Kumar**
Date of Birth	03-10-1972
Age	53
Nationality	Indian
DIN	10398089
Date of Appointment	03.09.2026
Date of First Appointment on the Board of Company	03.09.2026
Expertise in specific functional area	His expertise encompasses extensive expertise in Corporate Laws, Legal and Secretarial functions, Corporate Governance and Regulatory Compliance, with strong knowledge of the Companies Act, FEMA and SEBI Regulations. He has specialised experience in Board and General Meeting management, Secretarial Audit, statutory compliances and stakeholder communication. He also has expertise in legal documentation, loan documentation and agreement vetting, financial statement analysis and regulatory reporting.
Qualification	Company Secretary and Chartered Management Accountant by profession
Directorship held in other companies	NIL
Chairman/Member of the Committee of the Board of Directors of the Company	NIL
Membership/Chairmanship of Committee of other Companies	NIL
Number of Board Meetings attended during the Financial Year 2025-26 till the date of this Notice	NIL
Number of Shares Held either directly or for beneficial basis for any other person	NIL

Disclosure of relationships between directors inter-se, Manager and KMPs of the Company	NA
Listed entities from which the person has resigned in the past three years	NA
Terms & Conditions of Appointment/ ~~Reappointment~~	Appointed as the Non-Executive Independent Director for a period of 5 (five) consecutive years effective from September 03, 2026
Remuneration proposed to be paid	He shall be paid remuneration by way of sitting fees for attending Board or Committee Meetings of the Company or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and/or Committee meetings of the Company stipulated under Section 197 of the Companies Act, 2013, effective his date of appointment.
Remuneration last drawn	NA
Names of listed entities in which the person also holds the directorship and the membership of Committees of the Board	NA
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The NRC (Nomination and Remuneration Committee) has determined criteria to be Considered while recommending the candidature of Independent Directors to the Board. Among others, it includes considering various skill sets that are insightful and would add value to the Company. The skills and capabilities identified by the NRC for the role of an Independent Director, as applicable to the proposed appointee, are set out in Explanatory Note No. 5. Based on the qualifications, experience, expertise and professional background of the proposed appointee, the NRC and the Board are of the view that the proposed appointee possesses the requisite skills and capabilities and meets the criteria identified for the role of an Independent Director.