

NUPUR RECYCLERS LIMITED

CIN: L37100DL2019PLC344788

Regd. Office: Plot No. 5, G/F, KH No. 12/8 & 12/9, KH-12, Arjun Gali, New
Mandoli Industrial Area, New Delhi - 110093

Phone: 011-35008771

E-mail: compliance@nupurrecyclers.com

Website: www.nupurrecyclers.com

Notice of 07th Annual General Meeting of Nupur Recyclers Limited

NOTICE is hereby given that the 07th Annual General Meeting of the Members of **Nupur Recyclers Limited** will be held on Monday, September 29, 2025 at 04:00 P.M. IST through video conferencing (“VC”)/other Audio Visual Means (“OAVM”) Facility to transact the following businesses:

ORDINARY BUSINESS

- 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, 2025:**

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, 2025 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

- 2. To appoint a Director in place of Mr. Devender Kumar Poter (DIN: 08679602) 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. Devender Kumar Poter (DIN: 08679602), 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.”

SPECIAL BUSINESS

- 3. To ratify the remuneration payable to the Cost Auditor appointed by the Board of Directors of the Company for the financial year 2025-26 pursuant to Section 148 and all other applicable provisions of the Companies Act, 2013:**

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(3) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 and Rule 6 of Companies (Cost Records and Audit) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (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 ₹ 50,000/- (Rupees Fifty Thousand Only) excluding applicable tax payable to M/s. Ravi Sahni & Co., Cost Accountants, having Firm Registration No. 100193 (FRN: 100193) appointed by the Board of Directors of the Company as Cost Auditors for conducting cost audit of the Company for the financial year 2025-26 , 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. To appoint Secretarial Auditor and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and other applicable provisions of the SEBI Listing Regulations, each as amended, based on the recommendation of Audit Committee and the Board of Directors of the Company, consent of shareholders be and is hereby accorded to Board of Directors of the Company, for appointment of M/s Arun Goel & Associates, Practicing Company Secretaries, (COP No. 12508), (Peer reviewed Number [1703/2022]), as the Secretarial Auditors of the Company for a period of first term of consecutive 5 (five) years to hold office from the conclusion of this 7th Annual General Meeting till the conclusion of the 12th Annual General Meeting of the Company to be held in the year 2030, to conduct Secretarial Audit of the Company, at such remuneration as may be mutually agreed upon between the Board and the Secretarial Auditors of the Company.

RESOLVED FURTHER THAT the Board and/or any person authorised by the Board, be and is hereby authorised, severally, to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, as may be considered necessary, desirable and expedient to give effect to this Resolution and/ or otherwise considered by them to be in the best interest of the Company.”

5. To Consider and approve the reappointment of Mr. Kapal Kumar Vohra (DIN: 07384162) as an Independent Director of the Company and to fix their remuneration, if thought fit, and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, and 152 read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013, and Regulations 16, 17, 17(1A), and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and other applicable regulations, on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, the shareholders hereby approves the re-appointment of Mr. Kapal Kumar Vohra (DIN: 07384162) as an Independent Director (Non-Executive) for a second consecutive term of five years from August 29, 2025, to August 28, 2030.

RESOLVED FURTHER THAT Mr. Kapal Kuma Vohra has submitted a declaration confirming he meets the independence criteria under the Act and Listing Regulations, Mr. Vohra shall continue as an Independent Director, not liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Rajesh Gupta (DIN: 01941985), Director of the Company and/or Ms. Shilpa Verma, Company Secretary, be and is hereby authorized severally to file necessary forms with the Registrar of Companies, and to do all such acts, deeds, matters and things as may be required to give effect to this resolution.”

6. Approval for Material Related Party Transaction(s) with Tycod Autotech Private Limited for the Financial Year 2025-26:

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 applicable provisions of the Companies Act, 2013 (“Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof), pursuant to the provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any amendment, modification, variation or re-enactment thereof and upon the recommendation/approval of Audit Committee/ Board of Directors, the approval of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) for entering into/ carrying out, contract(s) or agreement(s) or arrangement(s) or transaction(s) (whether individual transaction or transactions taken together or series of transactions or otherwise) the details of which are provided in the Statement annexed to this Notice pursuant to Section 102 and other provisions of the Act read with related rules, with M/s Tycod Autotech Private Limited, a related party of the Company, on such terms and conditions as the Board may deem fit for the financial year 2025-26, in excess of Rs. 1000 crores (Rupees One Thousand Crores) or ten per cent of the annual turnover of the Company as per last audited

financial statements of the Company, whichever is lower or such amount as may be specified under applicable laws.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.”

**By order of the Board of Directors
For Nupur Recyclers Limited**

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

Place: New Delhi
Date: 04.09.2025

NOTES:

- 1 Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 (“SEBI Circular”) and other applicable circulars and notifications issued (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 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 said Circulars, AGM shall be conducted through VC / OAVM.
2. National Securities Depository Limited (NSDL) will be providing 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, 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.**
- 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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. Devender Kumar Poter (DIN: 08679602), Director of the Company, retires by rotation at the Meeting.

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

Mr. Devender Kumar Poter, 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. Devender Kumar Poter 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 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 circulars, the Annual Report for the 2024-25 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 the Depository Participant(s).

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 07th AGM, Annual Report and login details for joining the 07th 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 The Notice of AGM and Annual Report for the financial year 2024-25 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. However, a member may also demand hard 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 2024-25 is available is being sent to those members whose e-mail address is not registered with the Company/Registrar and Transfer Agent/Depository Participants/Depositories.

12 The attendance of the Members attending the AGM through VC will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

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

- 1 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 MCA Circulars 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 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, 2025 and ends on 5.00 P.M. (IST) September 28, 2025. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date September 22, 2025 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 is given below:**

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	<p>1) For OTP based login you can click on https://eservices.nsd.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.</p> <p>2) Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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</p>

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.nsd.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- 4) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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



Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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/Easi Registration. 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)	<p>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.</p>

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 137002**.

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 use 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 shareholders 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, 2025 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, 2025 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 at the Meeting and thereafter unblock the votes cast through remote e-voting and 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 and shall simultaneously be forwarded to the concerned stock exchanges as well as displayed at the Corporate and Registered Office of the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“THE ACT”) 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 Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 and Rule 6 of Companies (Cost Records and Audit) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (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 August 12, 2025 based on the recommendation of the Audit Committee, appointed M/s Ravi Sahni & Co., Cost Accountants (FRN: 100193) 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 2025-26, at a remuneration of ₹ 50,000/- (Rupees Fifty Thousand only) per annum excluding applicable tax.

Section 148(3) of the Companies Act, 2013 read with Rule 14 of 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, 2026.

None of the Directors and Key Managerial Personnel of the Company and their relatives (to the extent of their shareholding in the Company, if any) is in any way concerned or interested, financial or otherwise, in any of the resolutions of special business items.

ITEM NO. 4

Pursuant to Section 204 of the Companies Act, 2013 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) every listed entity shall undertake secretarial audit and annex such report with the annual report of the listed entity.

Further, pursuant to Regulation 24A of the Listing Regulations, a listed entity is required to appoint a Peer Reviewed Company Secretary or a firm of Company Secretary(ies) as a Secretarial Auditor with the approval of shareholders in its Annual General Meeting.

The Board of Directors, at its meeting held on April 12, 2025 has, considering the expertise and experience and on the recommendation of the Audit Committee, recommended to the members of the Company, the appointment of M/s Arun Goel & Associates, Practicing Company Secretaries, (COP No. 12508), (Peer reviewed Number [1703/2022]), as the Secretarial Auditor of the Company for a term of five (5) consecutive financial years commencing from the financial year 2025-26 to the financial year 2029-30.

M/s Arun Goel & Associates, Company Secretaries, (COP No. 12508) and based in Faridabad, Haryana, is a distinguished firm of Practising Company Secretaries. Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India, the firm specializes in corporate law, SEBI and RBI regulations, corporate governance, and compliance. The firm has been conducting secretarial audit for various large, listed companies in India across sectors such as manufacturing, banking, pharmaceuticals, and service sectors.

M/s Arun Goel & Associates, have consented to their appointment as Secretarial Auditor, if appointed and have confirmed that they are eligible for appointment as a Secretarial Auditor and are free from any disqualifications as specified by SEBI.

M/s Arun Goel & Associates, have also provided confirmation that the firm and all the partners hold a valid certificate of 'Peer Review' issued by the Institute of Company Secretaries of India.

Given the rich experience, expertise and considerable time and effort involved, the proposed fee for the Secretarial Auditor for the financial year 2025-26 is ₹ 50,000/- (Rupees Fifty Thousand only), excluding applicable taxes and out-of-pocket expenses. The remuneration for the subsequent years of their term shall be fixed by the Board of Directors based on the recommendation of the Audit Committee of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the above proposed resolution, except to their equity holdings and Directorships in the Company, if any.

ITEM NO. 5

Mr. Kapal Kumar Vohra (DIN: 07384162) is currently working as an Independent Director of the Company. He was appointed as an Independent Director of the Company w.e.f. August 28, 2023 by the Board at their meeting held August 28, 2023 and approved by the Members at the 05th Annual General Meeting of the Company held on September 23, 2023 for a period of 2 (Two) consecutive years and is eligible for re-appointment for a second term on the Board of the Company.

As his term is nearing completion, based on the recommendation of the Nomination & Remuneration Committee and Board of Directors on August 12, 2025, it is proposed to re-appoint Mr. Kapal Kumar Vohra (DIN: 07384162) as an Independent Director of the Company for a second term of 5 (Five) consecutive years commencing from August 28, 2025 up to August 27, 2030 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of Special Resolution.

Mr. Kapal Kumar Vohra (DIN: 07384162) is a former Executive Director of Reserve Bank of India (RBI) and former Member of National Company Law Tribunal (NCLT) and has more the 40 years

of experience in the field of HR, audit, treasury, debt market development, and supervision of banks and non-bank financial companies across geographical range.

The Company has received a declaration from Mr. Kapal Kumar Vohra confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Kapal Kumar Vohra has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Mr. Kapal Kumar Vohra has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, Mr. Kapal Kumar Vohra has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members.

Mr. Kapal Kumar Vohra has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). Mr. Kapal Kumar Vohra fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for reappointment as an Independent Director and that he is independent of the Management

A brief profile of Mr. Kapal Kumar Vohra, including nature of her expertise, is provided as **Annexure-II** of this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the reappointment of Mr. Kapal Kumar Vohra as an Independent Director is now placed for the approval of the Members by a Special Resolution. Accordingly, the approval of Members of the Company is being sought by way of a Special Resolution.

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

None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the above proposed resolution, except to their equity holdings and Directorships in the Company, if any.

Item No 6

Pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 crore (Rupees One thousand crore) or 10% (ten percent) of the annual consolidated turnover of the listed entity as per the last audited consolidated financial statements of the listed entity, whichever is lower. Further, such material related party transactions would require prior approval of Members by means of an Ordinary Resolution. Such approval shall be required even if such transactions are in the ordinary course of business and at an arm's length basis.

Tycod Autotech Private Limited being the subsidiary of the Company, is its related party in terms of Regulation 2(zb) of the Listing Regulations and accordingly transaction between the Company and Tycod Autotech Private Limited will tantamount to the related party transaction pursuant to Regulation 2(zc) of the Listing Regulations read with applicable provisions of the Companies Act, 2013 ("Act") and circulars issued thereunder in this regard. Thus, provisions of Regulation 23 of the Listing Regulations read with applicable provisions of the Act and circulars issued thereunder in this regard, shall be complied with.

For supporting the day to day business activities, Tycod Autotech Private Limited and the Company proposes to supply/sale of any goods or materials amongst themselves during the Financial Year 2025-26, so that the synergy benefits can be availed by way of optimal utilization of resources.

Further, Tycod Autotech Private Limited may require financial assistance in order to support its day to day business activities and to fulfill its obligation under the proposed aforesaid related party transaction with the Company. Accordingly, it has been proposed for providing inter corporate loan to Tycod Autotech Private Limited at such terms and conditions as mentioned hereunder.

It is pertinent to note that Nupur Recyclers Limited is a leading company in metal scrap processing & recycling in India and also a leading name in the field of import of non-ferrous metal scrap such as shredded zinc scrap, zinc die cast scrap, zurik scrap and aluminium zorba grades and also actively engaged in trading and manufacturing of these metals.

On the other hand, Tycod Autotech Private, Subsidiary Company of the Nupur Recyclers Limited ("the Company") effective from September 1, 2025, is engaged in the Manufacturing of Auto Components.

Since the proposed related party transactions will be material in nature and considering the above facts along with the minimum information in terms of SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 read with Part A, Part B and Part C of Section III-B

of the Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 and Regulations 23 of the Listing Regulations and applicable provisions of the Act, as placed before the Audit Committee and the Board of Directors of the Company at their respective meetings held on September 4, 2025, the Audit Committee and the Board of Directors reviewed details of the proposed related party transactions and further approved and recommended the proposed related party transactions for the approval of the members at this meeting, details of which are given below:

A certificate from Mr. Rajesh Gupta, Managing Director (“MD”), and Mr. Devender Kumar Poter, Chief Financial Officer (“CFO”) of the Company confirming that the terms of all the transactions are in the interest of the Company, was also place before the Audit Committee and the Board for its review. The Audit Committee and the Board reviewed the same before approving and recommending the aforesaid related party transactions.

- **Basic details of the related party:**

S. No.	Particulars of the Information	Details
1	Name of the related party	Tycod Autotech Private Limited
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Manufacturing of Auto Components.

- **Relationship and ownership of the related party:**

S. No.	Particulars of the Information	Information Provided by the Management
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Tycod Autotech Private Limited (Tycod) is a subsidiary company having a common promoter with the Company. Accordingly, Tycod is a related party of Nupur Recyclers Limited pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations
	<ul style="list-style-type: none"> • Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. 	Nupur Recyclers Limited holds 51% shares in Tycod.
	<ul style="list-style-type: none"> • Where the related party is a partnership firm, sole proprietorship concern, or a body corporate without share capital, then capital contribution, if any, made by the 	Not Applicable

	listed entity/subsidiary (in case of transaction involving the subsidiary).	
	<ul style="list-style-type: none"> Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary). 	Not Applicable

- Details of previous transactions with the related party:

S. No.	Particulars of the Information	Details									
1	<p>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</p> <table border="1"> <thead> <tr> <th>S. No.</th> <th>Nature of Transactions</th> <th>FY 2024–2025 (INR)</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> <td></td> </tr> <tr> <td></td> <td></td> <td></td> </tr> </tbody> </table>	S. No.	Nature of Transactions	FY 2024–2025 (INR)							Refer Note 1 stated below the table
S. No.	Nature of Transactions	FY 2024–2025 (INR)									
2.	<p>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</p>	<p>Tycod Autotech Private Limited became a subsidiary of the Company with effect from September 1, 2025.</p> <p>Prior to this date, the Company confirms that transactions amounting to ₹38,36,001 (Rupees Thirty-Eight Lakhs Thirty-Six Thousand and One only) were undertaken with Tycod Autotech Private Limited during the period from April 1, 2025 to June 30, 2025 i.e., up to the quarter immediately preceding the quarter in which the approval is being sought.</p> <p>It is important to note that during this period, Tycod Autotech Private Limited was not a related party of the Company. All transactions were conducted on an arm's length basis and in the ordinary course of business, in accordance with standard commercial practices</p>									

3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Refer Note 1 stated below the table
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Note 1: Tycod Autotech Private Limited became a subsidiary of the Company with effect from September 1, 2025. Prior to this date, all transactions, if any, were conducted on an arm's length basis and in the ordinary course of business, in accordance with standard commercial practices.

This disclosure is being voluntarily provided as part of the Company's commitment to strong corporate governance, including principles of transparency, accountability, and ethical business conduct. The Company strives to maintain the trust and confidence of its stakeholders through full and fair disclosures, even in cases where regulatory requirements may not mandate such reporting.

- Amount of the proposed transaction(s)

S. No.	Particulars of the Information	Details	
	Particulars of the Information	supply/sale of any goods or materials	Giving loan
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee / Shareholders	100 Crores	50 Crores
2	Whether the proposed transactions, taken together with the transactions already undertaken with the related party during the current financial year, would render the proposed transaction a material RPT?	Yes	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	63.17%	31.58%
4	Value of the proposed transactions as a percentage of the subsidiary's annual standalone turnover for the immediately preceding financial year (only if the transaction involves the subsidiary and not the listed entity)	Not Applicable (Transaction is in between the Listed Entity and its Subsidiary)	Not Applicable (Transaction is in between the Listed Entity and its Subsidiary)

5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (or standalone turnover if consolidated is unavailable) for the immediately preceding financial year	407.53 %	203.76								
6.	Financial performance of the related party for the immediately preceding financial year:										
	<table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2024-2025 (INR)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>₹ 2453.83 Lacs</td> </tr> <tr> <td>Profit After Tax</td> <td>₹ (72.61) Lacs</td> </tr> <tr> <td>Net Worth</td> <td>₹ (1095.13) Lacs</td> </tr> </tbody> </table>	Particulars	FY 2024-2025 (INR)	Turnover	₹ 2453.83 Lacs	Profit After Tax	₹ (72.61) Lacs	Net Worth	₹ (1095.13) Lacs		
Particulars	FY 2024-2025 (INR)										
Turnover	₹ 2453.83 Lacs										
Profit After Tax	₹ (72.61) Lacs										
Net Worth	₹ (1095.13) Lacs										

• **Basic details of the proposed transactions :**

S. No.	Particulars of the Information	Details	
1	Specific type of the proposed transaction (e.g. sale/purchase of goods/services, giving loan, borrowing, leasing, etc.)	supply/sale of any goods or materials	Giving loan
2	Details of each type of the proposed transaction	Cross selling of products	Inter Corporate Loans
3	Tenure of the proposed transaction (tenure in number of years/months to be specified)	For the financial year 2025-2026	For the financial year 2025-2026
4	Whether omnibus approval is being sought?	Yes	Yes
5	Value of the proposed transaction during a financial year (<i>If spread across years, provide year-wise break-up</i>)	100 Crores	50 Crores
6	Justification as to why the RPT is in the interest of the listed entity	Explained after the end of the table	Explained after the end of the table

7	Details of promoter(s)/director(s)/KMP having any interest (direct or indirect) in the transaction:	Mr. Rajesh Gupta, Managing Director of the Company is a Director in Tycod. Ms. Nupur Gupta is directly interested by virtue of their shareholding in Tycod.	Mr. Rajesh Gupta, Managing Director of the Company is a Director in Tycod. Ms. Nupur Gupta is directly interested by virtue of their shareholding in Tycod.
7a	Name of the director / KMP	Mr. Rajesh Gupta and Ms. Nupur Gupta	Mr. Rajesh Gupta and Ms. Nupur Gupta
7b	Shareholding of the director / KMP in the related party (direct or indirect)	Ms. Nupur Gupta is holding 11% of shares in Tycod.	Ms. Nupur Gupta is holding 11% of shares in Tycod.
8	Valuation or other external party report, if any, placed before the Audit Committee	Not applicable	Not applicable

- Disclosure in case of transactions relating to supply/supply of goods or services:

S. No.	Particulars of the Information	Information Provided by the Management
1	Bidding or other process, if any, applied for choosing a party for sale, purchase, or supply of goods or services	No bidding or other process was conducted for this purpose since the transaction is proposed with the Subsidiary of the Company.
2	Basis of determination of price	As per the prevailing market price
3	In case of Trade Advance (of up to 365 days or such period as per normal trade practice), if any, proposed to be extended	Not Applicable

	to the related party in relation to the transaction, specify:	
3a	Amount of Trade Advance	Not Applicable
3b	Tenure	Not Applicable
3c	Whether same is self-liquidating?	Not Applicable

- Additional Disclosure in case of transactions relating to loan proposed to be given by the Company:

S. No.	Particulars of the Information	Details
1	Source of funds in connection with the proposed transaction	Own Funds
2	Where any financial indebtedness is incurred to give loan, inter-corporate deposit, or advance, specify:	Not Applicable
2a	Nature of indebtedness	--
2b	Total cost of borrowing	--
2c	Tenure	---
2d	Other details	--
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/other lenders	Not Applicable
4	Proposed interest rate to be charged by listed entity/subsidiary from the related party	Charged in compliance with the provisions of Companies Act, 2013

5	Maturity / due date	Repayable on Demand
6	Repayment schedule & terms	Repayable on Demand
7	Whether secured or unsecured	Unsecured
8	If secured, provide: • Nature of security • Security coverage ratio	--
9	Purpose for which the funds will be utilized by the ultimate beneficiary of the funds pursuant to the transaction	General corporate purposes/Working Capital Requirement
10	Latest credit rating of the related party	Not Applicable
11	Defaults on borrowings, if any, over the last 3 financial years by the related party (from the Company or any other person): • Mention value and status of subsisting default.	We confirm that there has been no default on borrowings by related party from our listed company during the last three financial years. However, we do not have information in respect of any default, if any, made by the related party with any

		other person. Further, the company became a subsidiary on September 1, 2025.
12	Whether the related party's account has been classified as NPA (non-performing asset) by any of its bankers, and if such classification is currently subsisting	No
13	Whether the related party has been declared a “wilful defaulter” by any bank and whether that status is currently subsisting	No
14	Whether the related party is undergoing or facing ny application for commencement of an insolvency resolution process or liquidation proceedings	No
15	Whether the related party (not being an MSME) is affected by disqualifications under Section 29A of the Insolvency and Bankruptcy Code, 2016	No
16	Year-wise Reporting for defaults (if any):	Not applicable

Justification:

1. Nupur Recyclers Limited, Tycod Autotech Private Limited have a great collaboration in metal scrap processing and recycling. Their market expertise, shared understanding, and streamlined supply chain make related party transactions beneficial. This partnership ensures competitive pricing, quality assurance, and adherence to regulatory standards. The companies' commitment to transparency and corporate governance assures fair dealings and avoids conflicts of interest.

2. This collaboration through fosters innovation and sustainable practices, driving mutual growth and success. The Company will strive to maintain utmost compliance and ethical standards to protect stakeholders' interests throughout the related party transactions.

Since the aforesaid related party transactions are material and repetitive in nature, approval sought by the members shall be valid till the next Annual General Meeting for a period not exceeding fifteen months.

Further, in case of any material modification to the aforementioned related party transactions, the approval of the members of the Company shall be obtained in accordance with the Policy on Related Party Transactions of the Company and the provisions of the Listing Regulations.

Except, Mr. Rajesh Gupta, Managing Director and Ms. Nupur Gupta, Director of the Company and their relatives (to the extent of their shareholding in the Company), none of the Director and

Key Managerial Personnel and their relatives are deemed to be concerned or interested, financially or otherwise, in the resolution at Item no. 6 of the accompanying notice. The Board recommends the resolution at Item no. 6 to be passed as an Ordinary Resolution.

The Members may please note that in terms of the provisions of the Listing Regulations, all the related party(ies) shall abstain from voting in favour of the resolutions under Item No. 6.

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 fixed on September 29, 2025.

Name of the Director	Mr. Devender Kumar Poter
Date of Birth	07/06/1984
Age	41
Nationality	Indian
DIN	08679602
Date of First Appointment on the Board of Company	25.01.2020
Expertise in specific functional area	He has over 14 years of experience in managing finance and Administration of the Company
Qualification	Graduate
Directorship held in other companies	1.Frank Metals Recyclers Limited (formerly known as Frank Metals Recyclers Private Limited) 2.Nupur Business and Consulting Private Limited (formerly known as Nupur Polymers Private Limited)
Chairman/Member of the Committee of the Board of Directors of the Company	Member of the Stakeholder Relationship Committee
Membership/Chairmanship of Committee of other Companies	Member of the Finance Committee of Frank Metals Recyclers Limited (formerly known as Frank Metals Recyclers Private Limited)
Number of Board Meetings attended during the year	8
Number of Shares Held either directly or for beneficial basis for any other person	
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	NIL
Terms & Conditions of Appointment/ Reappointment	Re-appointment as a director liable to retire by rotation.
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	Nil
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 re-appointment and appointment under item 5 of the Notice in Annual General Meeting fixed on September 29, 2025.

Name of the Director	Mr. Kapal Kumar Vohra
Date of Birth	20/05/1958
Age	67
Nationality	Indian
DIN	07384162
Date of Appointment	With effect from 28 th August 2025 to 27 th August 2028
Date of First Appointment on the Board of Company	28.08.2023
Expertise in specific functional area	His expertise covers diverse areas including HR, audit, treasury, debt market development, and supervision of banks and nonbank financial companies across geographical range
Qualification	1) Bachelor of Commerce, and 2) Master in Economics
Directorship held in other companies	<ul style="list-style-type: none">• Cosmea Asset Management Private Limited• Bharti Hexacom Limited
Chairman/Member of the Committee of the Board of Directors of the Company	Member of the Audit and Stakeholder Relationship Committee
Membership/Chairmanship of Committee of other Companies	NA
Number of Board Meetings attended during the year	8
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	NIL

Terms & Conditions of Appointment/ Reappointment	Re-appointment as a director liable to retire by rotation.
Remuneration proposed to be paid	He shall be paid remuneration as approved by the members of the company.
Remuneration last drawn	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	Nil
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable