

Date: 17.06.2026

To
The Manager- Listing Compliance
National Stock Exchange India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla complex, Bandra (E), Mumbai 400051.

SUB: NOTICE OF 01st EXTRA ORDINARY GENERAL MEETING (“EGM”) OF THE COMPANY FOR THE FINANCIAL YEAR 2026-27

Ref: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Scrip Code: NRL; ISIN: INE0JM501013

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 read with Para A of Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, attached herewith is the Notice (including e-voting instructions) convening the 01st Extra Ordinary General Meeting (“EGM”) of the Company to be held as per below schedule:

S. No.	Particulars	Information
1	Day and date	Friday, July 10, 2026
2	Time	04:00 P.M. (IST)
3	Mode	Through Video Conferencing / Other Audio-Visual Means (OAVM)
4	Cut-off date for determining eligibility for e-voting pursuant to Section 108 of The Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014	Friday, July 03, 2026
5	Remote e-voting period Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	From: Tuesday, July 07, 2026 at 09:00 A.M.(IST) To: Thursday, July 09, 2026 at 05:00 P.M. (IST).

compliance@nupurrecyclers.com

+91 - 8882704751

www.nupurrecyclers.com

Reg. Off.: Plot No.5, KH 12/8, 9 KH-12, Arjun Gali

New Mandoli, Industrial Area, East Delhi-110093

Corporate Office: 2nd Floor Plot No. 40 Near Wave Cinema

Kaushambi, Ghaziabad, Uttar Pradesh, India, 201012

The aforesaid Notice is also available on the website of the Company at <https://www.nupurrecyclers.com/general-meeting.html>

This is for your information and record.

Thanking you,

Yours faithfully,

FOR NUPUR RECYCLERS LIMITED

Shilpa Verma

Company Secretary & Compliance officer

M. No: - F10105

Encl: As above



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 01/2026-27 EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the 01/2026-27 Extra-Ordinary General Meeting (“**EGM**”) of the Members of Nupur Recyclers Limited will be held on Friday, **the 10th Day of July, 2026** at 04.00 P.M (IST) through Video Conferencing (“**VC**”)/ Other Audio-Visual Means (“**OAVM**”), to transact the following Special Businesses. The Registered Office of the Company shall be deemed to be the venue of this EGM and the proceedings of the EGM shall be deemed to be made there at:

SPECIAL BUSINESSES:

Item No. 1

TO CONSIDER AND APPROVE THE ALTERATION IN THE OBJECTS CLAUSE OF THE COMPANY

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 4 13 and other applicable provisions (if any) of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to any necessary approvals, consents, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, consents, permissions and sanctions, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to alter the 'Objects Clause' of the Memorandum of Association ("MOA") of the Company in the manner set out below:

1. That the existing Clause III (A) (1) of the MOA of the Company be substituted with the following clause:

“To carry on the business of manufacturers, traders, re-cyclers, recycling, extracting, extraction and processing, etc. of ferrous and non-ferrous metals, scraps, alloy steels, ferro-alloys, pig iron, Battery Recycling, Lithium, Graphite, Lithium bearing minerals, Phosphate (without uranium), Lithium Ion Batteries, LFP Batteries, Rare Earth Magnets, Materials Bearing Rare Earths,

Materials Bearing Critical Minerals, wrought iron, steel converts, rolled steel makers, miners, smelters, engineers, iron and steel foundries in all or any of their respective branches, metallurgical prospectors, explorers, contractors, agents, and to establish workshops for the manufacture of any equipment required for any of the industries which the Company can undertake and to deal in such equipment.”

2. After existing Clause III (B) (16), the following new clause be inserted as Clause III (B) (17), and the subsequent clauses be renumbered accordingly:

“To lend, advance or provide financial assistance, whether secured or unsecured, or give credit to any person, firm or company, including the Company's holding, subsidiary, associate or group companies, as well as customers and others having dealings with the Company, on such terms and conditions as may be considered expedient; and to provide corporate guarantees, indemnities, counter-guarantees, letters of comfort and other forms of security in favour of banks, financial institutions, lenders, trustees or any other person or entity in connection with loans, credit facilities or other financial assistance availed by such persons, firms or companies, and for that purpose to give, receive or create security over the movable or immovable properties and other assets of the Company by way of mortgage, charge, pledge, hypothecation or otherwise, whenever the same is considered necessary or advantageous in the interest of the Company; provided that the Company shall not carry on the business of banking within the meaning of applicable laws.”

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company, be and are hereby severally authorized to undertake all such acts, deeds, matters and things, as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to settle any question, difficulty or doubt that may arise in this regard and to give effect to this resolution, either on its own or by delegating all or any of its powers to any other officer of the Company.””

Item No. 2

TO APPROVE THE REMUNERATION PAYABLE TO MR. RAJESH GUPTA, MANAGING DIRECTOR OF THE COMPANY

In this regard to consider and, if thought fit, to pass the following resolution as Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V thereto and the rules made thereunder, and Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Articles of

Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and Audit Committee and approval of the Board of Directors, the consent of the Members of the Company be and is hereby accorded for the revision of remuneration payable to Mr. Rajesh Gupta (DIN: 01941985), Managing Director of the with effect from April 1, 2026 and for the remaining period of tenure of his appointment i.e., upto August 30, 2027, as set out in the explanatory statement annexed to the notice, subject to the limits of managerial remuneration as approved by the Members of the Company in accordance with the provisions of Section 197 of the Act and Schedule V thereto read with Rules framed thereunder and applicable provisions of the Listing Regulations.

RESOLVED FUTURE THAT the Board of Directors (herein referred to as 'Board' which term shall be deemed to include any duly authorized Committee thereof, for the time being exercising the powers conferred on the Board by this resolution) be and is hereby authorized to alter, revise, and vary the remuneration payable from time to time, within the limits approved by the members subject to the applicable provisions of the Act, the rules made thereunder, Schedule V of the said Act, and the relevant provisions of the Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as detailed in the explanatory statement, without requiring any further approval of the members.

RESOLVED FURTHER THAT the remuneration as set out in the explanatory statement annexed to the notice, may be paid as remuneration for any financial year in case of absence or inadequacy of profits for such year, subject to the provisions prescribed under Section 197 read with Schedule V to the Act and rules framed thereunder and any other applicable provisions of the Act and the Listing regulations (including any statutory modification(s) or re-enactment(s) thereof from time to time), without requiring to obtain the approval of members any further.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things, and to execute all such documents, agreements, instruments, and writings as may be required to give effect to this resolution or otherwise considered necessary, expedient, or desirable in this regard.”

Item No. 3

TO APPROVE CONTINUATION OF DIRECTORSHIP OF THE EXISTING DIRECTORS SERVING ON THE BOARD OF THE COMPANY FOR FIVE YEARS OR MORE

In this regard to consider and, if thought fit, to pass the following resolution as Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Regulation 17(1D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory

modification(s) or re-enactment(s) thereof for the time being in force), applicable 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, the consent of the Members of the Company be and is hereby accorded for the continuation of directorship of Ms. Nupur Gupta (DIN: 09305281) as Non-Executive Director of the Company, not liable to retire by rotation, on the Board of the Company on the existing terms and conditions as approved by the Members through a resolution passed at the Extra Ordinary General Meeting of the Company held on 04th September, 2021.

RESOLVED FURTHER THAT Ms. Nupur Gupta shall continue to discharge her duties and responsibilities in accordance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other applicable laws, and shall also perform such duties as may be assigned by the Board of Directors from time to time.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things, and to execute all such documents, agreements, instruments, and writings as may be required to give effect to this resolution or otherwise considered necessary, expedient, or desirable in this regard.”

Item No. 4

APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN THE COMPANY AND FRANK METALS RECYCLERS LIMITED (FORMERLY KNOWN AS FRANK METALS RECYCLERS PRIVATE LIMITED)

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 Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) read with the applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules made thereunder and other applicable provisions, if any (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the Company’s Policy on Related Party Transactions, the approval of members of the Company be and is hereby accorded to the Board for entering into/ ratifying and/ or carrying out and/or continuing and/or renewal(s) or extension(s) or modification(s) of earlier, contract(s) or agreement(s) or arrangement(s) or transaction(s) (whether individual transaction or transactions taken together or series of transactions or otherwise during a financial year) with Frank Metals Recyclers Limited (Formerly Known as Frank Metals Recyclers Private Limited), a related party of the Company, on such terms and conditions as may be agreed, as specified in the explanatory statement annexed hereto, for an aggregate value not exceeding ₹ 235 Crore (Rupees Two Hundred Thirty Five Crore Only)

excluding applicable taxes / levies, notwithstanding the fact that the aggregate value of all such transaction(s) exceeds the prescribed thresholds for it to be considered as material related party transaction(s) as per provisions of the Listing Regulations as applicable from time to time, provided that the said transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any Committee of the Board) be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit , expedient, proper or desirable to give effect to this resolution, including but not limited to take all such steps as may be required in this connection including finalizing the terms and conditions, methods and modes in respect thereof and finalising 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 in respect of aforesaid resolution 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.”

Item No. 5

APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN THE COMPANY AND TYCOD AUTOTECH PRIVATE LIMITED

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 Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) read with the applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules made thereunder and other applicable provisions, if any (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the Company’s Policy on Related Party Transactions, the approval of members of the Company be and is hereby accorded to the Board for entering into/ ratifying and/ or carrying out and/or continuing and/or renewal(s) or extension(s) or modification(s) of earlier, contract(s) or agreement(s) or arrangement(s) or transaction(s) (whether individual transaction or transactions taken together or series of transactions or otherwise during a financial year) with Tycod Autotech Private Limited, a related party of the Company, on such terms and conditions as may be agreed, as specified in the explanatory statement annexed hereto, for an aggregate value not exceeding ₹ 135 Crore (Rupees One Hundred Thirty Five Crore Only) excluding applicable taxes / levies, notwithstanding the fact that the aggregate value of all such transaction(s) exceeds the prescribed thresholds for it to be considered as material related party transaction(s) as per provisions of the Listing Regulations

as applicable from time to time, provided that the said transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any Committee of the Board) be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit , expedient, proper or desirable to give effect to this resolution, including but not limited to take all such steps as may be required in this connection including finalizing the terms and conditions, methods and modes in respect thereof and finalising 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 in respect of aforesaid resolution 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.”

Item No. 6

APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN THE COMPANY AND NUPUR EXTRUSION PRIVATE LIMITED

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 Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) read with the applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules made thereunder and other applicable provisions, if any (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the Company’s Policy on Related Party Transactions, the approval of members of the Company be and is hereby accorded to the Board for entering into/ ratifying and/ or carrying out and/or continuing and/or renewal(s) or extension(s) or modification(s) of earlier, contract(s) or agreement(s) or arrangement(s) or transaction(s) (whether individual transaction or transactions taken together or series of transactions or otherwise during a financial year) with Nupur Extrusion Private Limited, a related party of the Company, on such terms and conditions as may be agreed, as specified in the explanatory statement annexed hereto, for an aggregate value not exceeding ₹ 130 Crore (Rupees One Hundred Thirty Crore Only) excluding applicable taxes / levies, notwithstanding the fact that the aggregate value of all such transaction(s) exceeds the prescribed thresholds for it to be considered as material related party transaction(s) as per provisions of the Listing Regulations as applicable from time to time, provided that the said transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any Committee of the Board) be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit , expedient, proper or desirable to give effect to this resolution, including but not limited to take all such steps as may be required in this connection including finalizing the terms and conditions, methods and modes in respect thereof and finalising 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 in respect of aforesaid resolution 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.”

Item No. 7

APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN THE FRANK METALS RECYCLERS LIMITED (FORMERLY KNOWN AS FRANK METALS RECYCLERS PRIVATE LIMITED) AND M/S TYCOD AUTOTECH PRIVATE LIMITED

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 Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) read with the applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules made thereunder and other applicable provisions, if any (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the Company’s Policy on Related Party Transactions, the approval of members of the Company be and is hereby accorded for entering into/ ratifying and/ or carrying out and/or continuing and/or renewal(s) or extension(s) or modification(s) of earlier, contract(s) or agreement(s) or arrangement(s) or transaction(s) (whether individual transaction or transactions taken together or series of transactions or otherwise during a financial year) between the Subsidiary Companies of Nupur Recyclers Limited i.e Frank Metals Recyclers Limited (Formerly Known as Frank Metals Recyclers Private Limited) and Tycod Autotech Private Limited, on such terms and conditions as may be agreed, as specified in the explanatory statement annexed hereto, for an aggregate value not exceeding ₹ 70 Crore (Rupees Seventy Crore Only) excluding applicable taxes / levies, notwithstanding the fact that the aggregate value of all such transaction(s) exceeds the prescribed thresholds for it to be considered as material related party transaction(s) as per provisions of the Listing Regulations as applicable from time to time, provided that the said transaction(s) shall be carried out at arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any Committee of the Board) be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit , expedient, proper or desirable to give effect to this resolution, including but not limited to take all such steps as may be required in this connection including finalizing the terms and conditions, methods and modes in respect thereof and finalising 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 in respect of aforesaid resolution 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.”

Item No. 8

APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN THE FRANK METALS RECYCLERS LIMITED (FORMERLY KNOWN AS FRANK METALS RECYCLERS PRIVATE LIMITED) AND M/S NUPUR EXTRUSION PRIVATE LIMITED

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 Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) read with the applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules made thereunder and other applicable provisions, if any (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the Company’s Policy on Related Party Transactions, the approval of members of the Company be and is hereby accorded for entering into/ ratifying and/ or carrying out and/or continuing and/or renewal(s) or extension(s) or modification(s) of earlier, contract(s) or agreement(s) or arrangement(s) or transaction(s) (whether individual transaction or transactions taken together or series of transactions or otherwise during a financial year) between the Subsidiary Companies of Nupur Recyclers Limited i.e Frank Metals Recyclers Limited (Formerly Known as Frank Metals Recyclers Private Limited) and Nupur Extrusion Private Limited, on such terms and conditions as may be agreed, as specified in the explanatory statement annexed hereto, for an aggregate value not exceeding ₹ 85 Crore (Rupees Eighty Five Crore Only) excluding applicable taxes / levies, notwithstanding the fact that the aggregate value of all such transaction(s) exceeds the prescribed thresholds for it to be considered as material related party transaction(s) as per provisions of the Listing Regulations as applicable from time to time, provided that the said transaction(s) shall be carried out at arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes any Committee of the Board) be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit , expedient, proper or desirable to give effect to this resolution, including but not limited to take all such steps as may be required in this connection including finalizing the terms and conditions, methods and modes in respect thereof and finalising 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 in respect of aforesaid resolution 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.”

**By Order of the Board of Directors of
Nupur Recyclers Limited**

**Sd/-
Shilpa Verma
Company Secretary & Compliance Officer
Membership No.: F10105**

Date: 21st May, 2026
Place: New Delhi

CIN: L37100DL2019PLC344788
**Regd. Office: Plot No. 5, G/F, KH No. 12/8 & 12/9KH-12,
Arjun Gali New Mandoli Industrial Area, North East,
Near Shri Ram Bal Bharti Public School, Delhi, India, 110093
Phone: +91-8882704751
E-mail: compliance@nupurrecyclers.com
Website: www.nupurrecyclers.com**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (‘the ‘Act’) the Secretarial Standards on General Meetings (‘SS-2’) issued by the Institute Of Company Secretaries of India and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed hereto.
2. In compliance with the circular issued by the Ministry of Corporate Affairs (‘MCA’), vide its General Circular No. 14/2020 dated April 08, 2020 and subsequent circulars issued in this regard, latest being General Circular No. 3/2025 dated September 22, 2025(hereinafter collectively referred to as ‘MCA Circulars’), applicable provisions of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) and relevant circulars issued by Securities and Exchange Board of India (‘SEBI’) in this regard, the Extra ordinary General Meeting (‘EGM’) of the Company is being conducted through Video Conferencing (‘VC’) / Other Audio-Visual Means (‘OAVM’), which does not require physical presence of the Members at a common venue. The deemed venue for the EGM shall be the Registered Office of the Company.
3. Pursuant to the MCA Circulars, provisions of the Act, SS-2 and the SEBI Listing Regulations, the facility to appoint proxy to attend and cast vote on behalf of the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting. Hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
5. Since, the EGM will be held through VC/ OAVM, pursuant to the MCA Circulars r/w SEBI Listing Regulations, physical attendance of the members is not required at the EGM, and attendance of the members through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Act. Route map of the venue of the Meeting is accordingly not annexed hereto.
6. For enabling the members to participate at the EGM through VC / OAVM, the Company has appointed National Securities Depository Limited (‘NSDL’) to provide VC/OAVM facility and e-voting facility, for the EGM. Participation at the EGM through VC / OAVM shall be allowed on a first-come-first-served basis for 1000 members. This will not include large members (members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders’ Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

GENERAL INFORMATION

7. Members who hold shares in dematerialised form and wish to update their PAN, contact details, Bank details, signatures and Nomination, are requested to contact their respective DPs.
8. 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.

9. 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.
10. All the documents referred to in the accompanying Notice and Explanatory Statement shall be available for inspection through electronic mode, basis requests received at <https://www.nupurrecyclers.com/>.
11. During the EGM, 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 shall be available for inspection electronically upon login at NSDL e-voting system at <https://www.evoting.nsdl.com>.
12. The details of the Director being re-appointed, if any, at the EGM are provided in Annexure attached to the Notice. The Company has received the requisite consent/declarations for the re-appointment under the Act and the rules made thereunder and SEBI Listing Regulations.
13. 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/members 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 members are requested to visit the weblink <https://www.nupurrecyclers.com/>.

14. VOTING THROUGH ELECTRONIC MEANS

- i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of SEBI Listing Regulations (as amended) and applicable Circulars, the Company is pleased to provide the facility to members to exercise their right to vote on the resolutions proposed to be passed at EGM by electronic means. For this purpose, the Company has appointed NSDL, as the authorised agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the EGM will be provided by NSDL.
- ii. The members, whose names appear in the Register of Members/list of Beneficial Owners as on the closure of 03rd July, 2026, being the cut-off date, are entitled to vote on the resolutions set forth in this Notice. The voting right of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a member as on the cut-off date should treat this Notice of EGM for information purpose only.
- iii. The members present in the EGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting, shall be eligible to vote during the EGM. The e-voting module shall be activated 15 minutes after the closure of EGM and shall be disabled by NSDL for voting thereafter.

- iv. Mr. Arun Goel, Company Secretary in Practice (Membership No. FCS 9892) (C.P. No. 12508), of M/s. Arun Goel & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting process for the EGM, in a fair and transparent manner.

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

Members may cast their votes through electronic voting system from any place (remote e-voting).

The remote e-voting period begins on	July 07, 2026 at 09:00 A.M. (IST)
The remote e-voting period ends on	July 09, 2026 at 05:00 P.M. (IST)

The remote e-voting module shall be disabled by NSDL for voting thereafter. The members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. July 03, 2026, may cast their vote electronically. The voting right of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. In addition, the facility for voting through e-voting system shall also be made available during the EGM. Once the vote on a resolution is cast by the member, thereafter the member shall not be allowed to change it subsequently. Members attending the EGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the EGM. Members who have voted through remote e-voting shall be eligible to attend the EGM, however, they shall not be eligible to vote during the EGM.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members 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 members holding securities in demat mode is given below:

Particulars	Login Method
<p>Individual Members holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 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. 2. 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 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.

	<p>5. Members/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Members holding securities in demat mode with CDSL</p>	<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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Members (holding securities in demat mode) login through their depository participants</p>	<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. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</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 abovementioned website.

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

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

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

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 EGM is 139706:**

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 123672 then user ID is 101456001***

5. Password details for members other than Individual members 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 members 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.
 - d) 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 members

1. Institutional members (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 members (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 Members and e-Voting user manual for Members 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 members 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 members 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 members 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 members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

1. Member will be provided with a facility to attend the EGM 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.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members, who would like to express their view/ ask questions during the EGM with regard to matters to be placed at the EGM, may register themselves as a Speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/ folio number and mobile number, to reach the Company's email address at compliance@nupurrecyclers.com at least 7 (Seven) before the date of EGM (excluding the date of EGM). Those members who have pre-registered themselves as a speaker will be allowed to express their view/ ask questions during the EGM, depending upon the availability of time.
6. When a pre-registered speaker is invited to speak at the meeting, but he/ she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the EGM.
7. Members who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at compliance@nupurrecyclers.com at least 7 (Seven) before the date of EGM (excluding the date of EGM). The same will be replied by the company suitably.

Other instructions

1. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, unblock the votes cast through e-voting (votes cast during the EGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any other person so authorised, who shall countersign the same. The results will be announced within the time stipulated under the applicable laws.
2. The result declared along with the Scrutinizer's Report shall be displayed at the Registered Office of the Company, as well as placed on the Company's website <https://www.nupurrecyclers.com/> and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited, where the shares of the Company are listed.

3. The recorded transcript of the EGM shall also be made available on the website of the Company, <https://www.nupurrecyclers.com/> in the Investor's section, as soon as possible after the EGM is over.
4. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of EGM, i.e. Friday, July 10, 2026.
5. Members are requested to fill in and submit the Feedback Form available in the 'Investor' section on the Company's website <https://www.nupurrecyclers.com/>, to aid the Company in its constant endeavour to enhance the standards of service to its members.

**By Order of the Board of Directors of
Nupur Recyclers Limited**

**Sd/-
Shilpa Verma
Company Secretary & Compliance Officer
Membership No.: F10105**

Date: 21st May, 2026
Place: New Delhi

CIN: L37100DL2019PLC344788
**Regd. Office: Plot No. 5, G/F, KH No. 12/8 & 12/9KH-12,
Arjun Gali New Mandoli Industrial Area,
North East,
Near Shri Ram Bal Bharti Public School, Delhi, India, 110093
Phone: +91-8882704751
E-mail: compliance@nupurrecyclers.com
Website: www.nupurrecyclers.com**

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

Item No. 1

The Board of Directors of the Company, at its meeting held on May 21, 2026, approved the proposal to alter the Objects Clause of the Memorandum of Association ("MOA") of the Company, subject to the approval of the Members.

The proposed amendments are intended to align the Objects Clause of the MOA with the Company's present and future business requirements and to provide the Company with greater operational and financial flexibility in the conduct of its business affairs. The amendments would enable the Company to effectively pursue emerging business opportunities, strengthen its existing operations, facilitate efficient treasury and fund management activities, and support its business relationships and strategic objectives in a commercially prudent manner.

The proposed changes are expected to enhance the Company's ability to respond to evolving business dynamics and operational requirements while acting in the best interests of the Company and its stakeholders. The proposed amendments do not result in any change in the existing capital structure of the Company.

In terms of the provisions of Section 13 of the Companies Act, 2013 and Rules made thereunder, approval of the Members of the Company is sought by way of Special Resolution for above mentioned alteration of the Object Clause of MOA of the Company.

Draft copy of the revised MOA of the Company (with proposed changes) is available on website of the Company for inspection by the Members upto the last date of remote e-voting.

The Board recommends the resolution set out at Item No.1 of the Notice for approval by the Members as Special Resolution.

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

Item No. 2

Upon the recommendation of the Nomination and Remuneration Committee and based on the performance evaluation of Mr. Rajesh Gupta (DIN: 01941985), Managing Director of the Company, in accordance with the Nomination and Remuneration Policy of the Company, the Board of Directors has approved the revision in the remuneration payable to Mr. Rajesh Gupta. The revised remuneration shall be effective from April 01, 2026 and shall remain valid for the balance period of his existing tenure as Managing Director, subject to the approval of the Members of the Company and such other approvals, consents and permissions as may be required under the applicable provisions of the Companies Act, 2013 and other applicable laws.

- Salary: Rs. 8,00,000/- per Month

The above revised remuneration necessitated increase in the remuneration range of the Managing Director, which was earlier approved by the Members in their Annual General Meeting held on 27th September, 2022 and as such, is subject to approval by the Members. Accordingly, the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee had, subject to the Provisions of Sections 196, 197, 198, 203 and all other applicable Provisions, if any, of the Companies Act, 2013 (Act) read with Schedule V of the said Act, revised the remuneration payable to Mr. Rajesh Gupta (DIN 01941985) as Managing Director of the Company w.e.f. April 01, 2026 by way of revising the terms and conditions and by increasing the Remuneration from 3,00,000/- per month to Rs. 8,00,000/- per month, subject to approval of the members of the Company. The said revised remuneration is set out in the Resolution at item no. 2 of the Notice. The said remuneration and other terms and conditions as set out in the said Resolution may be treated as a written memorandum setting out the terms of remuneration of Mr. Rajesh Gupta under Section 190 of the Act.

As per the requirements of Section 196 and 197 of the Companies Act, 2013 and the provisions of Schedule V thereto, the appointment/re-appointment of the Managing Director/Whole Time Directors and their remuneration is to be made with approval of the Members in the General Meeting and it is further provided that except with the approval of the company in general meeting by a special resolution, the remuneration payable to any one managing director; or whole-time director or manager shall not exceed five per cent of the net profits of the company and if there is more than one such director, remuneration shall not exceed ten per cent of the net profits to all such directors and manager taken together. As the proposed remuneration of Mr. Rajesh Gupta as Managing Director of the Company is likely to exceed 5% of the Net Profits, the matter requires approval of the Members of the Company by way of Special Resolution.

In terms of Schedule V to the Companies Act, 2013, members' approval for payment of remuneration to a managerial person may be obtained for a period not exceeding three years. However, as the existing tenure of Mr. Rajesh Gupta as Managing Director is valid up to 30th August, 2027, the revised remuneration, if approved by the Members, shall be payable only for the remainder of his present tenure and shall automatically cease upon expiry thereof, unless otherwise approved in accordance with applicable law.

It has been further provided in Regulation 17 (6) (e) of Listing Regulations that the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the members by special resolution in general meeting, if-

- (i) the annual remuneration payable to such executive director exceeds Rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or
- (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity: Provided that the approval of the members under this provision shall be valid only till the expiry of the term of such director.

As the proposed remuneration of Mr. Rajesh Gupta as Managing Director of the Company on stand alone basis and along with other Executive Directors taken together is likely to exceed the above thresholds, the matter requires approval of the Members of the Company by way of Special Resolution.

Further, as per the provisions of Section 197 of the Companies Act, 2013 read with Section II of Part II of Schedule V, in case of absence or inadequacy of profits, the remuneration to be paid in excess of the limits specified in Section II of Part II of Schedule V has to be approved by the Members by way of a Special Resolution.

Although the Company has demonstrated consistent business performance over the years, its profit margins may, from time to time, be impacted by factors such as fluctuations in commodity prices, volatility in raw material costs, foreign exchange movements, changes in demand and supply conditions, regulatory developments and other business-related uncertainties. Despite such challenges, the Company has continuously endeavoured to sustain and improve its profitability through effective cost management, operational efficiencies, prudent financial planning and strategic business initiatives. However, considering the dynamic nature of the business environment, there may be circumstances where the profits of the Company become inadequate for the purpose of payment of managerial remuneration in accordance with the provisions of the Companies Act, 2013.

Accordingly, if the Company's profits are inadequate due to the aforesaid tough external environment, the approval of the Members by way of a Special Resolution will be required for payment of an overall remuneration exceeding the limits specified in Section 197 and Schedule V of Companies Act, 2013. Therefore, in order to suitably remunerate Mr. Rajesh Gupta, Managing Director, keeping in view his entitlement and existing remuneration, as also the competitive market practices, if the Company's profits become inadequate, the approval of the Members is sought for payment of a remuneration as set out in the Resolution at item no. 2 of the Notice.

Therefore, revision in the remuneration of the Managing Director of the Company is placed for approval of the Members of the Company at the ensuing Extra Ordinary General Meeting. The Board of Directors recommend the Resolution set out at Item no. 2 to be passed as Special Resolution by the Members.

The Managing Director Mr. Rajesh Gupta should be treated as interested in this resolution, to the extent of his remuneration and other benefits arising out of this resolution. Further, Ms. Nupur Gupta, Director of the Company should also be treated as interested in this resolution as immediate relatives of Mr. Rajesh Gupta. No other Director/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

As on March 31, 2026, Mr. Rajesh Gupta holds 2,51,15,000 (36.36%) Equity Shares in the Company and does not hold any Stock Options.

Further, as per Section 197 of the Act read over with Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, some Parameters have been specified which are to be taken into account by the Members while according their approval as given below:-

- (1) the Financial and operating performance of the company during the three preceding financial years.
- (2) the relationship between remuneration and performance.
- (3) the principle of proportionality of remuneration within the company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receives remuneration and employees or executives of the company.
- (4) whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference.
- (5) the securities held by the director, including options and details of the shares pledged as at the end of the preceding financial year.

As such your Directors have considered the above parameters in relation to revision in remuneration of Mr. Rajesh Gupta as Managing Director. The said proposal has also been approved by the Nomination and Remuneration Committee of the Board and by Audit Committee of the Board. The required information as per the above said parameters is given below for the consideration of the Members while according their approval for the revised remuneration of the Managing Director Mr. Rajesh Gupta: -

(1) The Financial and operating performance of the company during the three preceding financial years.

Standalone Basis: -

Amount in Lakhs (Rs.)

PARTICULARS	FY 2025-26	FY 2024-25	FY 2023-24
Revenue from Operations	13,575.71	13,404.08	18,081.81
Profit Before Tax	1,098.82	958.86	1,444.84
Profit after Tax	813.51	702.16	1,055.04

Consolidated Basis: -

Amount in Lakhs (Rs.)

PARTICULARS	FY 2025-26	FY 2024-25	FY 2023-24
Revenue from Operations	21,593.97	15,831.27	24,008.32
Profit Before Tax	2,161.37	2,133.30	1,257.58
Profit after Tax	1,648.46	1,627.04	862.08

(2) The relationship between remuneration and performance:-

The proposed remuneration as set out in the Resolution at Item No. 2 of the Notice is fully justified having regard to the valuable contribution and performance of Mr. Rajesh Gupta in his capacity as Managing Director of the Company. Under his leadership and strategic guidance, the Company has strengthened its position in the non-ferrous metal recycling and trading industry through efficient procurement practices, effective management of supply chain operations, prudent financial discipline and the development of long-term business relationships with domestic and international customers and suppliers.

Mr. Rajesh Gupta has played a pivotal role in driving the Company's growth by identifying business opportunities, expanding the customer base, optimising operational efficiencies, managing risks associated with fluctuations in commodity prices and market conditions, and implementing strategic initiatives aimed at sustainable growth and profitability. His industry knowledge, commercial acumen and leadership have significantly contributed towards enhancing the operational and financial performance of the Company.

Further, the performance evaluation of Mr. Rajesh Gupta was carried out by the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on May 21, 2026. Based on such evaluation and considering his experience, responsibilities and continued contribution to the growth and success of the Company, the proposed remuneration payable to Mr. Rajesh Gupta is considered fair, reasonable and commensurate with industry practices.

(3) The principle of proportionality of remuneration within the Company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receives remuneration and employees or executives of the Company

In considering the principle of proportionality of remuneration within the Company, the Nomination and Remuneration Committee and the Board of Directors have taken into account the nature and scope of the responsibilities entrusted to Mr. Rajesh Gupta as Managing Director, the scale and complexity of the Company's operations, his extensive industry experience and expertise, the leadership and strategic guidance provided by him, and his significant contribution towards the growth, operational efficiency and overall performance of the Company.

The proposed remuneration has been determined after considering the roles and responsibilities associated with his position, prevailing industry practices and the long-term interests of the Company and its stakeholders. Accordingly, the Board is of the view that the proposed remuneration is fair, reasonable and commensurate with the duties and responsibilities discharged by Mr. Rajesh Gupta and is in conformity with the principle of proportionality envisaged under Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

(4) Whether remuneration policy for directors differs from remuneration policy for the employees and if so, an explanation for the difference.

The Nomination and Remuneration Policy of the Company provides that the remuneration payable to Directors is determined having regard to factors such as the nature and scope of their duties, level of responsibility, experience, expertise, performance evaluation, industry practices and the overall performance of the Company, while ensuring compliance with the provisions of the Companies Act, 2013, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company.

The remuneration payable to employees is determined based on factors such as their qualifications, skills, experience, roles and responsibilities, individual performance, market competitiveness and internal compensation structures applicable to the respective levels of employment.

Accordingly, the remuneration policy for Directors differs from that applicable to employees owing to the distinct nature of their roles, responsibilities, decision-making authority and accountability, as well as the separate statutory and regulatory framework governing managerial remuneration. The Board is of the view that such differentiation is appropriate and is in the best interests of the Company and its stakeholders.

(5) The securities held by the director, including options and details of the shares pledged as at the end of the preceding financial year.

As on March 31, 2026, Mr. Rajesh Gupta holds 2,51,15,000 (36.36%) Equity Shares in the Company. Further he does not hold any Stock Options. Further, he has not pledged any shares as at the end of the preceding financial year i.e. 2025-26.

The information as required under para 1.2.5 of Secretarial Standard -2 is given under **Annexure-A** along with information pursuant to Regulation 36 (3) of the Listing Regulations, at the end of this Explanatory Statement. Information required under Section II of Part II of Schedule V to the Companies Act, 2013 is given as **Annexure-B**.

Item No. 3

Pursuant to the provisions of Regulation 17(1D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the continuation of a director serving on the board of directors of a listed entity shall be subject to the approval by the members in a general meeting at least once in every five years from the date of their appointment or reappointment, as the case may be.

Further, the requirement specified under Regulation 17(1D) of Listing Regulations shall not be applicable to the Whole-Time Director, Managing Director, Manager, Independent Director or a Director retiring as per the Section 152(6) of the Companies Act, 2013 (“Act”), if the approval of the members for the reappointment or continuation of the aforesaid directors or Manager is otherwise provided for by the provisions of these regulations or the Act and has been complied with.

Ms. Nupur Gupta (DIN: 09305281) was appointed as a Non-Executive Non-Independent Director of the Company, not liable to retire by rotation, at the Extra Ordinary General Meeting of the Company held on 04th September, 2021 and has been actively contributing to the governance and strategic oversight of the Company. In view of her experience, expertise and continued valuable guidance to the management, and in order to comply with the requirements of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee has recommended, and the Board of Directors, subject to the approval of the Members of the Company, at its meeting held on May 21, 2026, approved the continuation of her directorship as a Non-Executive Director of the Company, not liable to retire by rotation, on the existing terms and conditions.

Ms. Nupur Gupta shall continue to discharge her duties and responsibilities in accordance with the provisions of the Act, the Listing Regulations and such other applicable laws, and shall also perform such duties as may be assigned by the Board of Directors from time to time.

Ms. Nupur Gupta (DIN: 09305281), aged 27 years, is a Non-Executive Director of the Company. She holds a degree in Business Administration and has around seven years of experience in business management and corporate affairs. Since her association with the Company, she has been actively contributing to the Board through her understanding of the Company's business operations, strategic matters and governance practices. The Board believes that her continued association will be beneficial to the Company.

The Board is of the view that her continued association would be beneficial to the Company and its stakeholders, and therefore recommends the resolution set out at Item No. 3 for approval of the Members by way of Ordinary Resolution.

Other requisite details of Ms. Nupur Gupta pursuant to Regulation 36 of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are annexed herewith as **Annexure C**.

Except Mr. Rajesh Gupta and Ms. Nupur Gupta, none of the other Directors or Key Managerial Personnel or relatives thereof is in any way concerned or interested, financially or otherwise, in passing the above resolutions, except to the extent of their shareholding in the Company, if any.

Item No. 4

Pursuant to Regulation 23 read with Schedule XII of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), a transaction with a related party shall be considered material if the transaction(s), whether entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the listed entity, as per the last audited consolidated financial statements of the listed entity, where the consolidated turnover threshold of the listed entity is up to Rs. 20,000 Crore.

Further, all such material related party transactions require prior approval of the Members of the Company by way of an Ordinary Resolution, even if such transactions are entered into in the ordinary course of business and on an arm's length basis and no related party shall vote to approve such resolution whether the entity is a related party to the particular transaction or not.

Frank Metals Recyclers Limited (formerly known as Frank Metals Recyclers Private Limited) ("hereinafter referred to as Frank") being the subsidiary of the Company, is its related party in terms of Regulation 2(1)(zb) of the Listing Regulations and accordingly transaction between the Company and Frank will tantamount to the related party transaction pursuant to Regulation 2(1)(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 circulars issued thereunder in this regard, shall be complied with.

It is pertinent to note that Nupur Recyclers Limited ("hereinafter referred to as NRL") 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, Frank is engaged in the business of manufacturing of non-ferrous metal alloys, primarily Zinc Alloy (Zamak grades) and Aluminium Alloy Ingots, as well as Aluminium Extrusions, catering to a wide range of industrial applications, particularly in automotive, die-casting, architectural hardware, construction, electrical, engineering and precision component industries.

In view of the complementary nature of their businesses, NRL and Frank propose to enter into transactions for the purchase, sale and supply of raw materials, metal scrap, recycled metals, alloys, aluminium products, finished goods and related services in the ordinary course of business. Such transactions are expected to facilitate a reliable supply chain, ensure efficient procurement and utilization of resources, optimize operational efficiencies, and create synergistic benefits for both companies. Accordingly, the parties may undertake such transactions from time to time on an arm's length basis and in the ordinary course of business, in compliance with applicable laws and regulations.

Further, in order to support day-to-day business operations, working capital requirements, business expansion plans and fulfil obligations arising out of the aforesaid proposed related party transactions, the Company and Frank may, from time to time, provide or avail financial assistance from each other, including inter-corporate loans, advances, borrowings, guarantees, credit facilities or other forms of financial accommodation, on such terms and conditions as may be mutually agreed between the parties. Such arrangements are intended to facilitate efficient fund management, optimize resource utilization, meet temporary liquidity requirements, support business growth and ensure the smooth conduct of business operations of both entities, while remaining in compliance with applicable laws and regulations.

Further SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 read with the SEBI Master Circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 ('SEBI Circular') has issued the Industry Standards on "Minimum information to be provided for review of the Audit Committee and members for approval of a related party transaction" ('Standards') to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of the Listing Regulations. The Standards *inter alia* requires listed entity to provide minimum information, in specified format, relating to the proposed Related Party Transactions ("RPT"), to the Audit Committee and to the members, while seeking approval.

The aggregate of proposed transaction of the Company with Frank when taken together with previous such/other transactions undertaken by the Company with Frank, is likely to exceed the applicable materiality thresholds as prescribed under Regulation 23(1) read with Schedule XII of the Listing Regulations. Accordingly, prior approval of the Members is being sought for such related party transaction

In accordance with SEBI Circular read with Regulation 23 of Listing Regulations, the detailed information as provided by the Management of the Company, of the proposed RPT as per the Standards, as placed before the Audit Committee and the Board of Directors of the Company in their respective meetings held on May 21, 2026, for their review and approval, are given below for review of the Members for approval of RPT:

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

S. No.	Particulars of the Information	Details
1	Name of the related party	Frank Metals Recyclers Limited (Formerly Known as Frank Metals Recyclers Private Limited)
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Frank is engaged in the business of manufacturing of non-ferrous metal alloys, primarily Zinc Alloy (Zamak grades) and Aluminium Alloy Ingots, as well as Aluminium Extrusions, catering to a wide range of industrial applications, particularly in automotive, die-casting, architectural hardware, construction, electrical, engineering and precision component industries.

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

S. No.	Particulars of the Information	Details
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:	Frank Metals Recyclers Limited (Frank) is a subsidiary company having a common promoter with the Company. Accordingly, Frank is a related party of Nupur Recyclers Limited pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations.
	• 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 directly 80% of the paid up equity share capital in Frank.
	• 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	Not Applicable

	the 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). 	Nil

- Details of previous transactions with the related party:

S. No.	Particulars of the Information	Details												
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	<table border="1"> <thead> <tr> <th>S. No.</th> <th>Nature of Transactions</th> <th>FY 2025-2026 (INR)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Sale</td> <td>65,12,42,979</td> </tr> <tr> <td>2</td> <td>Purchase</td> <td>2,44,54,391</td> </tr> <tr> <td></td> <td>Total</td> <td>67,56,97,370</td> </tr> </tbody> </table>	S. No.	Nature of Transactions	FY 2025-2026 (INR)	1	Sale	65,12,42,979	2	Purchase	2,44,54,391		Total	67,56,97,370
S. No.	Nature of Transactions	FY 2025-2026 (INR)												
1	Sale	65,12,42,979												
2	Purchase	2,44,54,391												
	Total	67,56,97,370												
2.	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.	The aggregate value of transactions undertaken during FY 2026-27 up to date of approval by the audit committee and the Board in their respective meetings held on May 21, 2026 is 11,47,70,818.												
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.	No												

- Amount of the proposed transaction(s)

S. No.	Particulars of the Information	Details	Details	Details	Details	Details
		supply/sale of any goods or materials	Purchase of any goods or materials	Inter Corporate Loan	Guarantee*	Borrowing
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit	150 Crores	25 Crore	25 Crores	25 Crores	10 Crores

	Committee / Members					
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	Yes	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	69.46%	11.58%	11.58%	11.58%	4.63%
4	Value of the proposed transactions as a percentage of the subsidiary's annual	Not Applicable (Transaction is in between the Company and its Subsidiary)	Not Applicable (Transaction is in between the Company and its Subsidiary)	Not Applicable (Transaction is in between the Company and its Subsidiary)	Not Applicable (Transaction is in between the Company and its Subsidiary)	Not Applicable (Transaction is in between the Company and its Subsidiary)

	standalone turnover for the immediately preceding financial year (only if the transaction involves the subsidiary and not the listed entity)													
5	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year	122.46%	20.41%	20.41%	20.41%	8.16%								
6.	Financial performance of the related party for the immediately preceding financial year:	<table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2025-2026 (INR)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>Rs. 12,249.17 Lacs</td> </tr> <tr> <td>Profit After Tax</td> <td>Rs. 710.90.0 Lacs</td> </tr> <tr> <td>Net Worth</td> <td>Rs. 6,248.78 Lacs</td> </tr> </tbody> </table>					Particulars	FY 2025-2026 (INR)	Turnover	Rs. 12,249.17 Lacs	Profit After Tax	Rs. 710.90.0 Lacs	Net Worth	Rs. 6,248.78 Lacs
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Profit After Tax	Rs. 710.90.0 Lacs													
Net Worth	Rs. 6,248.78 Lacs													

* Note: The term "Guarantee" refers to guarantees proposed to be provided by the Company in favour of third-party lenders, financial institutions, banks or other creditors on behalf of Frank Metals Recyclers Limited.

Basic details of the proposed transactions:

S. No.	Particulars of the Information	Details	Details	Details	Details	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	Purchase of any goods or materials	Inter Corporate Loan	Guarantee*	Borrowing
2	Details of each type of the proposed transaction	Supply and/or sale of non-ferrous metal goods and other allied products in the ordinary course of business and on an arm's length basis.	Purchase of non-ferrous metal goods and/or other allied goods required for business operations in the ordinary course of business on arm's length basis.	Providing inter-corporate loan/advance to meet working capital requirements and support business operations	Providing corporate guarantee and/or security in connection with loans or credit facilities availed by the related party for its business requirements.	Borrowings or advances for business requirements
3	Tenure of the proposed transaction (tenure in number of years/months to be specified)	For the financial year 2026-2027	For the financial year 2026-2027	For the financial year 2026-2027	For the financial year 2026-2027	For the financial year 2026-2027
4	Whether omnibus approval is being sought?	Yes	Yes	Yes	Yes	Yes
5	Value of the proposed transaction during a financial year (<i>If spread</i>	150 crore	25 crore	25 crore	25 crore	10 crore

	<i>across years, provide estimated year-wise break-up)</i>					
6	Justification as to why the RPT is in the interest of the Company	Explained after the end of the table	Explained after the end of the table	Explained after the end of the table	Explained after the end of the table	Explained after the end of the table
7	Details of promoter(s)/director(s)/KMP of the Company having any interest (direct or indirect) in the transaction:					
7a	Name of the director / KMP	Mr. Rajesh Gupta (Director and Shareholder in Frank)	Mr. Rajesh Gupta (Director and Shareholder in Frank)	Mr. Rajesh Gupta (Director and Shareholder in Frank)	Mr. Rajesh Gupta (Director and Shareholder in Frank)	Mr. Rajesh Gupta (Director and Shareholder in Frank)
7b	Shareholding of the director / KMP in the related party (direct or indirect)	Mr. Rajesh Gupta is holding 18.94% of shares in Frank.	Mr. Rajesh Gupta is holding 18.94% of shares in Frank.	Mr. Rajesh Gupta is holding 18.94% of shares in Frank.	Mr. Rajesh Gupta is holding 18.94% of shares in Frank.	Mr. Rajesh Gupta is holding 18.94% of shares in Frank.
8	Valuation or other external party report, if any, placed before the Audit Committee	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
	Other information relevant for decision making.	Detailed disclosures forming part of the Explanatory Statement/Notice may be referred to for additional information relevant to the proposed transaction.				

* Note: The term "Guarantee" refers to guarantees proposed to be provided by the Company in favour of third-party lenders, financial institutions, banks or other creditors on behalf of Frank Metals Recyclers Limited.

- **Additional disclosure in case of transactions relating to Sale, purchase or supply of goods or materials :**

S. No.	Particulars of the Information	Details	Details
		supply/sale of any goods or materials	Purchase of any goods or materials
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 selection process was conducted as the transaction is proposed to be entered into with the subsidiary company in the ordinary course of business.	No bidding or other selection process was conducted as the transaction is proposed to be entered into with the subsidiary company in the ordinary course of business.
2	Basis of determination of price	Arm's Length Pricing	Arm's Length Pricing
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 to the related party in relation to the transaction, specify:	Not Applicable	Not Applicable
3a	Amount of Trade Advance	Not Applicable	Not Applicable
3b	Tenure	Not Applicable	Not Applicable
3c	Whether same is self-liquidating?	Not Applicable	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	Shall be charged in compliance with the provisions of Companies Act, 2013
5	Maturity / due date	As may be mutually decided and finalized between the parties and as approved by the Board from time to time
6	Repayment schedule & terms	As may be mutually decided and finalized between the parties and as approved by the Board from time to time
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 the Company or any other person during the last three financial years.
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 "willful defaulter" by any bank and whether that status is currently subsisting	No
14	Whether the related party is undergoing or facing any 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

- **Additional Disclosure in case of Guarantee to be provided:**

S. No.	Particulars of the Information	Details
1.	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	The guarantee has been proposed to be provided to support Frank in securing working capital and long-term capital expenditure requirements, which are expected to indirectly benefit Frank through enhanced operational synergy, business continuity, and future growth opportunities within the group.
	(b) Whether it will create a legally binding obligation on the listed entity?	Yes
2.	Material covenants of the proposed transaction, including: (i) Commission, if any, to be received by the listed entity or its subsidiary; (ii) Contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	The Company shall charge commission, if applicable, in accordance with the relevant provisions of the Income-tax Act, 1961, the Goods and Services Tax law, and any other applicable laws, rules, and regulations, as may be in force from time to time. In the event of invocation of any guarantee, surety, indemnity, or comfort letter, the recovery of monies shall be undertaken in accordance with the terms of the underlying agreement and applicable legal provisions.
3.	Value of obligations undertaken by the listed entity or any of its Subsidiary Companies, for which a guarantee, surety, indemnity or comfort letter has been provided. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiaries shall also be specified.	An obligation of up to Rs. 25 Crore is proposed to be undertaken by Company, for which a guarantee shall be provided. Any provisions required to be recorded in the books of account of the Company or its subsidiaries in respect of the proposed guarantees will be recognized either based on the amount of the guarantee or upon the occurrence of the underlying transaction, in accordance with applicable accounting standards.
4.	If any guarantee/performance guarantee/surety/indemnity/comfort letter is provided for a related party's borrowing, provide the latest credit rating of the related party.	Frank has not obtained any credit rating, as obtaining a credit rating is not mandatory under applicable laws. Accordingly, no credit rating information is available for disclosure. The Board believes that this provides adequate transparency to the members while

		complying with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5	<p>Details of solvency status and going concern status of the related party during the last 3 financial years:</p> <p>FY 2023-2024</p> <p>FY 2024-2025</p> <p>FY 2025-2026</p>	<p>Frank Metals Recyclers Limited was solvent and operated on a going concern basis throughout the financial year.</p> <p>Frank Metals Recyclers Limited remained solvent and continued its operations on a going concern basis during the year.</p> <p>Frank Metals Recyclers Limited has maintained its solvency and continues to operate on a going concern basis during the year</p>
6	Default on borrowings, if any, over the last three financial years by the related party from the listed entity or others.	We confirm that there has been no default on borrowings by Frank Metals Recyclers Limited from the Company during the last three financial years.
a)	<p>In addition, state the following: Whether the related party's account has been classified as a Non-Performing Asset (NPA) by any of its bankers, and whether such status is currently subsisting.</p>	No
b)	Whether the related party has been declared a "wilful defaulter" by any of its bankers, and whether such status is currently subsisting.	No
c)	Whether the related party is undergoing or facing any insolvency resolution process or liquidation.	No
d)	Whether the related party (not being an MSME) suffers from any disqualifications under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No
	<i>There are no past defaults that are subsisting and have been cured or regularized.</i>	

• **Additional details for proposed transactions relating to Borrowings:**

S. No.	Particulars of the information	Details	Comments of the Audit Committee
1.	Material covenants of the proposed transaction	As may be mutually decided and finalized between the parties and as approved by the Board from time to time, in its absolute discretion, based on commercial negotiations.	Approved as placed
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	To be determined at the time of drawdown, as per prevailing market-linked/arm's length terms	
3.	Cost of borrowing (This shall include all costs associated with the borrowing)	Includes interest, processing fees, documentation charges, and other incidental costs as applicable	
4.	Maturity / due date	As per the tenure mutually agreed between the parties and as approved by the Board from time to time, in its absolute discretion.	
5.	Repayment schedule & terms	As per the repayment schedule mutually agreed between the parties and as approved by the Board from time to time, in its absolute discretion, based on commercial terms.	
6.	Whether secured or unsecured?	unsecured	
7.	If secured, the nature of security & security coverage ratio	Not Applicable	
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	For operational assistance	

9.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements a. Before transaction b. After transaction	Nil 0.08	
10.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements a. Before transaction b. After transaction	Nil	

Note:

- Since the Listed Entity (NRL) is a party to the transaction, NRL shall be considered as the reference entity for the purpose of the above computation, and the Frank shall be treated as the related party for the purpose of the disclosures.
- The impact on DSCR has been computed assuming a minimum interest rate of 8% per annum. As the final interest rate shall be 8% per annum or higher, the actual DSCR may be equal to or lower than the ratio presented above.

Justification:

1. NRL and Frank 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 General Meeting for a period not exceeding 1 year.

The management of the Company provided the detailed disclosures (as required under the Standards) to the Audit Committee and subsequently to the Board about the proposed RPT including but not limited to the basis of pricing, rationale, material terms, justification as to why the proposed RPT is in the best interest of the Company, for their review. further, the Certificate provided by the Mr. Rajesh Gupta, Managing Director (“MD”), and Mr. Devender Kumar Poter,

Chief Financial Officer (“CFO”) of the Company confirming that the terms of RPT proposed to be entered into are in the interest of the Company, as required under the Standards, was placed before the Audit Committee and the Board for their review and noting.

In terms of the applicable provisions Listing Regulations read with SEBI Circular, the Audit Committee at its meeting held on May 21, 2026 had reviewed and approved the RPTs with Frank for a maximum amount of ₹ 235 Crore (Rupees Two Hundred Thirty Five Crore Only), excluding applicable taxes / levies, on such terms and conditions specified herein. The Audit Committee while approving the aforesaid RPTs had reviewed and noted the Certificate provided by the CFO and MD of the Company confirming that the terms of RPT proposed to be entered into are in the interest of the Company

The Board of Directors of the Company on recommendation of the Audit Committee in its meeting held on May 21, 2026, reviewed the relevant details about proposed RPTs and certificate provided by CFO and MD of the Company in this regard, as placed before it. Subsequently, the Board approved and recommended the proposal for entering into aforesaid material RPTs for a period of one year from the date of member’s approval and such RPTs shall be at arms’ length basis.

Further, since the audited Financial statements of Frank of the immediately preceding financial were available was also placed before the Audit Committee and the Board for its review and noting.

Based on the approval and recommendation of the Audit Committee, the Board of Directors, at its meeting held on May 21, 2026, approval of the members for the proposed RPTs as detailed herein is being sought by way of ordinary resolution.

The aforesaid RPT shall also be reviewed/ monitored by the Audit Committee of the Company as per the relevant requirements and shall remain within the limits as approved by the Members.

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.

The Audit Committee and the Board of Directors may approve redaction of commercially sensitive information, including trade secrets, the disclosure of which may affect the competitive position of the Company; provided that the disclosures made available to the members continue to contain all material information necessary for informed decision-making.

As per the requirements of Secretarial Standard-2 (SS-2), it is hereby disclosed that Mr. Rajesh Gupta, Director of the Company, holds 18.94% shareholding in Frank as on March 31, 2026.

Except for Mr. Rajesh Gupta, Managing Director, along with their relatives to the extent of their shareholding in the Company, none of the other Directors or Key Managerial Personnel or their relatives are deemed to be concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice. Accordingly, the Board recommends the said resolution for approval of the members by way of an Ordinary Resolution.

Item No . 5

Pursuant to Regulation 23 read with Schedule XII of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), a transaction with a related party shall be considered material if the transaction(s), whether entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the listed entity, as per the last audited consolidated financial statements of the listed entity, where the consolidated turnover threshold of the listed entity is up to Rs. 20,000 Crore.

Further, all such material related party transactions require prior approval of the Members of the Company by way of an Ordinary Resolution, even if such transactions are entered into in the ordinary course of business and on an arm’s length basis and no related party shall vote to approve such resolution whether the entity is a related party to the particular transaction or not.

Tycod Autotech Private Limited (“hereinafter referred to as Tycod”) 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 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 circulars issued thereunder in this regard, shall be complied with.

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

On the other hand, Tycod is engaged in the manufacturing of auto components and requires a continuous and reliable supply of quality raw materials and allied products for its manufacturing operations.

In view of the complementary nature of their businesses, Nupur Recyclers Limited and Tycod propose to enter into transactions for the purchase, sale and supply of raw materials, metal scrap,

recycled metals, alloys, aluminium products, components, finished goods and related services in the ordinary course of business. Such transactions are expected to facilitate a reliable supply chain, ensure efficient procurement and utilization of resources, optimize operational efficiencies and create synergistic benefits for both companies. Accordingly, the parties may undertake such transactions from time to time on an arm's length basis and in the ordinary course of business, in compliance with applicable laws and regulations.

Further, in order to support day-to-day business operations, working capital requirements, business expansion plans and fulfil obligations arising out of the aforesaid proposed related party transactions, Nupur Recyclers Limited and Tycod may, from time to time, provide or avail

financial assistance from each other, including inter-corporate loans, advances, borrowings, guarantees, credit facilities or other forms of financial accommodation, on such terms and conditions as may be mutually agreed between the parties. Such arrangements are intended to facilitate efficient fund management, optimize resource utilization, meet temporary liquidity requirements, support business growth and ensure the smooth conduct of business operations of both entities, while remaining in compliance with applicable laws and regulations.

Further SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 read with the SEBI Master Circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 ('SEBI Circular') has issued the Industry Standards on "Minimum information to be provided for review of the Audit Committee and members for approval of a related party transaction" ('Standards') to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of the Listing Regulations. The Standards inter alia requires listed entity to provide minimum information, in specified format, relating to the proposed Related Party Transactions ("RPT"), to the Audit Committee and to the members, while seeking approval.

The aggregate of proposed transaction of the Company with Tycod when taken together with previous such/other transactions undertaken by the Company with Tycod, is likely to exceed the applicable materiality thresholds as prescribed under Regulation 23(1) read with Schedule XII of the Listing Regulations. Accordingly, prior approval of the Members is being sought for such related party transaction

In accordance with SEBI Circular read with Regulation 23 of Listing Regulations, the detailed information as provided by the Management of the Company, of the proposed RPT as per the Standards, as placed before the Audit Committee and the Board of Directors of the Company in their respective meetings held on May 21, 2026, for their review and approval, are given below for review of the Members for approval of RPT:

- **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	Details
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 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 directly 51% of the paid up equity share capital 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 listed entity/subsidiary (in case of transaction involving the subsidiary). 	Not Applicable
	<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	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	S. No.	Nature of Transactions	FY 2025 –2026 (INR)
		1	Sale	94,79,563
		2	Investment	4,08,00,000

		3.	Corporate Guarantee	50,00,000
		3	Inter Corporate Loan	14,14,60,484
			Total	19,67,40,047
2.	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.	Nil		
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.	No		

- Amount of the proposed transaction(s)

S. No.	Particulars of the Information	Details	Details	Details	Details	Details
		supply/sale of any goods or materials	Purchase of any goods or materials	Inter Corporate Loan	Guarantee	Borrowing
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee / Members	50 Crores	5 Crore	50 Crores	25 Crores	5 Crores
2	Whether the proposed transactions, taken together with the transactions already undertaken with the	Yes	Yes	Yes	Yes	Yes

	related party during the current financial year, would render the proposed transaction a material RPT?					
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	23.16%	2.32%	23.16%	11.58%	2.32%
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	Not Applicable (Transaction is in between the Company and its Subsidiary)	Not Applicable (Transaction is in between the Company and its Subsidiary)	Not Applicable (Transaction is in between the Company and its Subsidiary)	Not Applicable (Transaction is in between the Company and its Subsidiary)	Not Applicable (Transaction is in between the Company and its Subsidiary)

	and not the listed entity)													
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	156.27%	15.63%	156.28%	78.13%	15.63%								
6.	Financial performance of the related party for the immediately preceding financial year:	<table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2025-2026 (INR)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>Rs. 3199.35 Lacs</td> </tr> <tr> <td>Profit After Tax</td> <td>Rs. 376.87 Lacs</td> </tr> <tr> <td>Net Worth</td> <td>Rs. (366.34) Lacs</td> </tr> </tbody> </table>					Particulars	FY 2025-2026 (INR)	Turnover	Rs. 3199.35 Lacs	Profit After Tax	Rs. 376.87 Lacs	Net Worth	Rs. (366.34) Lacs
Particulars	FY 2025-2026 (INR)													
Turnover	Rs. 3199.35 Lacs													
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Note: The term "Guarantee" refers to guarantees proposed to be provided by the Company in favour of third-party lenders, financial institutions, banks or other creditors on behalf of Tycod Autotech Private Limited.

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

S. No.	Particulars of the Information	Details	Details	Details	Details	Details
1	Specific type of the proposed transaction (e.g. sale/purchase of goods/services,	supply/sale of any goods or materials	Purchase of any	Inter Corporate Loan	Guarantee	Borrowing

	giving loan, borrowing, leasing, etc.)		goods or materials			
2	Details of each type of the proposed transaction	Supply and/or sale of non-ferrous metal goods and other allied products in the ordinary course of business and on an arm's length basis.	Purchase of non-ferrous metal goods and/or other allied goods required for business operations in the ordinary course of business on arm's length basis.	Providing inter-corporate loan/advance to meet working capital requirements and support business operations	Providing corporate guarantee and/or security in connection with loans or credit facilities availed by the related party for its business requirements.	Borrowings or advances of a limited nature for business requirements
3	Tenure of the proposed transaction (tenure in number of years/months to be specified)	For the financial year 2026-2027	For the financial year 2026-2027	For the financial year 2026-2027	For the financial year 2026-2027	For the financial year 2026-2027
4	Whether omnibus approval is being sought?	Yes	Yes	Yes	Yes	Yes
5	Value of the proposed transaction during a financial year (<i>If spread across years, provide estimated year-wise break-up</i>)	50 crore	5 crore	50 crore	25 crore	5 crore
6	Justification as to why the RPT is in	Explained after the	Explained after the	Explained after the	Explained after the	Explained after the

	the interest of the Company	end of the table	end of the table	end of the table	end of the table	end of the table
7	Details of promoter(s)/director (s)/ KMP of the Company having any interest (direct or indirect) in the transaction:					
7a	Name of the director / KMP	Mr. Rajesh Gupta (Promoter and Director of the Tycod) and Ms. Nupur Gupta (Shareholder in the Tycod)	Mr. Rajesh Gupta (Promoter and Director of the Tycod) and Ms. Nupur Gupta (Shareholder in the Tycod)	Mr. Rajesh Gupta (Promoter and Director of the Tycod) and Ms. Nupur Gupta (Shareholder in the Tycod)	Mr. Rajesh Gupta (Promoter and Director of the Tycod) and Ms. Nupur Gupta (Shareholder in the Tycod)	Mr. Rajesh Gupta (Promoter and Director of the Tycod) and Ms. Nupur Gupta (Shareholder in the Tycod)
7b	Shareholding of the director / KMP in the related party (direct or indirect)	Ms. Nupur Gupta is holding 11% of shares in Tycod. Mr. Rajesh Gupta is not holding any shares in Tycod.	Ms. Nupur Gupta is holding 11% of shares in Tycod. Mr. Rajesh Gupta is not holding any shares in Tycod.	Ms. Nupur Gupta is holding 11% of shares in Tycod. Mr. Rajesh Gupta is not holding any shares in Tycod.	Ms. Nupur Gupta is holding 11% of shares in Tycod. Mr. Rajesh Gupta is not holding any shares in Tycod.	Ms. Nupur Gupta is holding 11% of shares in Tycod. Mr. Rajesh Gupta is not holding any shares in Tycod.
8	Valuation or other external party report, if any, placed before the Audit Committee	Not applicable	Not applicable	Not applicable	Not applicable	Not applicable
9	Other information relevant for decision making.	Detailed disclosures forming part of the Explanatory Statement/Notice may be referred to for additional information relevant to the proposed transaction.				

- **Additional Disclosure in case of transactions relating Sale, purchase or supply of goods or materials:**

S. No.	Particulars of the Information	Details	Details
		supply/sale of any goods or materials	Purchase of any goods or materials
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 selection process was conducted as the transaction is proposed to be entered into with the subsidiary company in the ordinary course of business.	No bidding or other selection process was conducted as the transaction is proposed to be entered into with the subsidiary company in the ordinary course of business.
2	Basis of determination of price	Arm's Length Pricing	Arm's Length Pricing
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 to the related party in relation to the transaction, specify:	Not Applicable	Not Applicable
3a	Amount of Trade Advance	Not Applicable	Not Applicable
3b	Tenure	Not Applicable	Not Applicable
3c	Whether same is self-liquidating?	Not Applicable	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	Shall be charged in compliance with the provisions of Companies Act, 2013
5	Maturity / due date	As may be mutually decided and finalized between the parties and as approved by the Board from time to time
6	Repayment schedule & terms	As may be mutually decided and finalized between the parties and as approved by the Board from time to time
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 the Company or any other person during the last three financial years.
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 "willful defaulter" by any bank and whether that status is currently subsisting	No
14	Whether the related party is undergoing or facing any 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

- **Additional Disclosure in case of Guarantee to be provided:**

S. No.	Particulars of the Information	Details
1.	(a) Rationale for giving guarantee, surety, indemnity or comfort letter	The guarantee has been proposed to be provided to support Tycod in securing working capital and long-term capital expenditure requirements, which are expected to indirectly benefit Tycod through enhanced operational synergy, business continuity, and future growth opportunities within the group.
	(b) Whether it will create a legally binding obligation on the listed entity?	Yes
2.	Material covenants of the proposed transaction, including: (i) Commission, if any, to be received by the listed entity or its subsidiary; (ii) Contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	The Company shall charge commission, if applicable, in accordance with the relevant provisions of the Income-tax Act, 1961, the Goods and Services Tax law, and any other applicable laws, rules, and regulations, as may be in force from time to time. In the event of invocation of any guarantee, surety, indemnity, or comfort letter, the recovery of monies shall be undertaken in accordance with the terms of the underlying agreement and applicable legal provisions.
3.	Value of obligations undertaken by the listed entity or any of its subsidiaries, for which a guarantee, surety, indemnity or comfort letter has been provided. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiaries shall also be specified.	An obligation of up to Rs. 25 Crore is proposed to be undertaken by Company, for which a guarantee shall be provided. Any provisions required to be recorded in the books of account of the Company or its subsidiaries in respect of the proposed guarantees will be recognized either based on the amount of the guarantee or upon the occurrence of the underlying transaction, in accordance with applicable accounting standards.
4.	If any guarantee/performance guarantee/surety/indemnity/comfort letter is provided for a related party's borrowing, provide the latest credit rating of the related party.	Tycod has not obtained any credit rating, as obtaining a credit rating is not mandatory under applicable laws. Accordingly, no credit rating information is available for disclosure. The Board believes that this provides adequate transparency to the members while

		complying with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5	<p>Details of solvency status and going concern status of the related party during the last 3 financial years:</p> <p>FY 2023-2024</p> <p>FY 2024-2025</p> <p>FY 2025-2026</p>	<p>Tycod Autotech Private Limited was solvent and operated on a going concern basis throughout the financial year.</p> <p>Tycod Autotech Private Limited remained solvent and continued its operations on a going concern basis during the year.</p> <p>Tycod Autotech Private Limited has maintained its solvency and continues to operate on a going concern basis during the year</p>
6	Default on borrowings, if any, over the last three financial years by the related party from the listed entity or others.	We confirm that there has been no default on borrowings by Tycod Autotech Private Limited from the Company during the last three financial years.
a)	<p>In addition, state the following: Whether the related party's account has been classified as a Non-Performing Asset (NPA) by any of its bankers, and whether such status is currently subsisting.</p>	No
b)	Whether the related party has been declared a "wilful defaulter" by any of its bankers, and whether such status is currently subsisting.	No
c)	Whether the related party is undergoing or facing any insolvency resolution process or liquidation.	No
d)	Whether the related party (not being an MSME) suffers from any disqualifications under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No
	<i>There are no past defaults that are subsisting and have been cured or regularized.</i>	

Note: The term "Guarantee" refers to guarantees proposed to be provided by the Company in favour of third-party lenders, financial institutions, banks or other creditors on behalf of Tycod Autotech Private Limited.

• **Additional details for proposed transactions relating to Borrowings:**

S. No.	Particulars of the information	Details	Comments of the Audit Committee
1.	Material covenants of the proposed transaction	As may be mutually decided and finalized between the parties and as approved by the Board from time to time, in its absolute discretion, based on commercial negotiations.	Approved as placed
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	To be determined at the time of drawdown, as per prevailing market-linked/arm's length terms	
3.	Cost of borrowing (This shall include all costs associated with the borrowing)	Includes interest, processing fees, documentation charges, and other incidental costs as applicable	
4.	Maturity / due date	As per the tenure mutually agreed between the parties and as approved by the Board from time to time, in its absolute discretion.	
5.	Repayment schedule & terms	As per the repayment schedule mutually agreed between the parties and as approved by the Board from time to time, in its absolute discretion, based on commercial terms.	
6.	Whether secured or unsecured?	unsecured	
7.	If secured, the nature of security & security coverage ratio	Not Applicable	
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	For operational assistance	

9.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements a. Before transaction b. After transaction	Nil 0.03	
10.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements a. Before transaction b. After transaction	Nil	

Note:

- Since the Listed Entity (NRL) is a party to the transaction, NRL shall be considered as the reference entity for the purpose of the above computation, and the Tycod shall be treated as the related party for the purpose of the disclosures.
- The impact on DSCR has been computed assuming a minimum interest rate of 8% per annum. As the final interest rate shall be 8% per annum or higher, the actual DSCR may be equal to or lower than the ratio presented above.

Justification:

1 Nupur Recyclers Limited is engaged in the import, trading, processing of recycled and non-ferrous metal products and has established expertise in sourcing and processing various grades of non-ferrous metal scrap and allied materials. Tycod Autotech Private Limited, being engaged in the manufacturing of auto components, requires a continuous and reliable supply of quality raw materials and allied products for its manufacturing operations. The proposed transactions between the parties are, therefore, in the ordinary course of business and are driven by commercial considerations, operational efficiency and the business requirements of Tycod. The longstanding business understanding between the entities facilitates timely procurement, consistent quality standards, supply chain efficiency and competitive pricing, thereby ensuring uninterrupted manufacturing activities and creating operational synergies for both companies.

2. The proposed collaboration is expected to strengthen the business relationship between the parties and contribute to mutual growth by ensuring an efficient and dependable supply chain. The transactions will be undertaken on an arm's length basis, in compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws. The Company remains committed to maintaining the highest standards of transparency, corporate governance and ethical practices to safeguard the interests of all stakeholders and to ensure that the related party transactions are fair, reasonable and in the best interests of the Company.

The management of the Company provided the detailed disclosures (as required under the Standards) to the Audit Committee and subsequently to the Board about the proposed RPT including but not limited to the basis of pricing, rationale, material terms, justification as to why the proposed RPT is in the best interest of the Company, for their review. Further, the Certificate provided by the Mr. Rajesh Gupta, Managing Director (“MD”), and Mr. Devender Kumar Poter, Chief Financial Officer (“CFO”) of the Company confirming that the terms of RPT proposed to be entered into are in the interest of the Company, as required under the Standards, was placed before the Audit Committee and the Board for their review and noting.

In terms of the applicable provisions Listing Regulations read with SEBI Circular, the Audit Committee at its meeting held on May 21, 2026 had reviewed and approved the RPTs with Tycod for a maximum amount of ₹ 135 Crore (Rupees One Hundred Thirty-Five Crore Only), excluding applicable taxes / levies, on such terms and conditions specified herein. The Audit Committee while approving the aforesaid RPTs had reviewed and noted the Certificate provided by the CFO and MD of the Company confirming that the terms of RPT proposed to be entered into are in the interest of the Company

The Board of Directors of the Company on recommendation of the Audit Committee in its meeting held on May 21, 2026, reviewed the relevant details about proposed RPTs and certificate provided by CFO and MD of the Company in this regard, as placed before it. Subsequently, the Board approved and recommended the proposal for entering into aforesaid material RPTs for a period of one year from the date of member’s approval and such RPTs shall be at arms’ length basis.

Further, since the audited Financial statements of Tycod of the immediately preceding financial were available was also placed before the Audit Committee and the Board for its review and noting.

Based on the approval and recommendation of the Audit Committee, the Board of Directors, at its meeting held on May 21, 2026, approval of the members for the proposed RPTs as detailed herein is being sought by way of ordinary resolution.

The aforesaid RPT shall also be reviewed/ monitored by the Audit Committee of the Company as per the relevant requirements and shall remain within the limits as approved by the Members.

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.

The Audit Committee and the Board of Directors may approve redaction of commercially sensitive information, including trade secrets, the disclosure of which may affect the competitive position of the Company; provided that the disclosures made available to the members continue to contain all material information necessary for informed decision-making.

As per the requirements of Secretarial Standard-2 (SS-2), it is hereby disclosed that Ms. Nupur Gupta, Director of the Company, holds 11% shareholding in Tycod as on March 31, 2026.

Except for Mr. Rajesh Gupta, Managing Director, and Ms. Nupur Gupta, Director of the Company, along with their relatives to the extent of their shareholding in the Company, none of the other Directors or Key Managerial Personnel or their relatives are deemed to be concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice. Accordingly, the Board recommends the said resolution for approval of the members by way of an Ordinary Resolution.

Item No . 6

Pursuant to Regulation 23 read with Schedule XII of the SEBI Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), a transaction with a related party shall be considered material if the transaction(s), whether entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the listed entity, as per the last audited consolidated financial statements of the listed entity, where the consolidated turnover threshold of the listed entity is up to Rs. 20,000 Crore.

Further, all such material related party transactions require prior approval of the Members of the Company by way of an Ordinary Resolution, even if such transactions are entered into in the ordinary course of business and on an arm’s length basis and no related party shall vote to approve such resolution whether the entity is a related party to the particular transaction or not.

Nupur Extrusion Private Limited (“hereinafter referred to as Nupur Extrusion”) 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 Nupur Extrusion 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.

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, Nupur Extrusion, is engaged in the manufacture, process, design, develop, import, export, trade and deal in aluminium and aluminium-based products, extrusion components, accessories and allied materials in all forms and varieties.

In view of the complementary nature of their businesses, Nupur Extrusion and the Company proposes to Sale, purchase or supply of goods or services or materials amongst themselves during the Financial Year 2026-27, so that the synergy benefits can be availed by way of optimal utilization of resources. Accordingly, the parties may undertake such transactions from time to time on an arm's length basis and in the ordinary course of business, in compliance with applicable laws and regulations.

Further, in order to support day-to-day business operations, working capital requirements, business expansion plans and fulfil obligations arising out of the aforesaid proposed related party transactions, the Company and Nupur Extrusion may, from time to time, provide or avail financial assistance from each other, including inter-corporate loans, advances, borrowings, credit facilities or other forms of financial accommodation, on such terms and conditions as may be mutually agreed between the parties. Such arrangements are intended to facilitate efficient fund management, optimize resource utilization, meet temporary liquidity requirements, support business growth and ensure the smooth conduct of business operations of both entities, while remaining in compliance with applicable laws and regulations.

Further SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 read with the SEBI Master Circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 ('SEBI Circular') has issued the Industry Standards on "Minimum information to be provided for review of the Audit Committee and members for approval of a related party transaction" ('Standards') to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of the Listing Regulations. The Standards inter alia requires listed entity to provide minimum information, in specified format, relating to the proposed Related Party Transactions ("RPT"), to the Audit Committee and to the members, while seeking approval.

The aggregate of proposed transaction of the Company with Nupur Extrusion when taken together with previous such/other transactions undertaken by the Company with Nupur Extrusion, is likely to exceed the applicable materiality thresholds as prescribed under Regulation 23(1) read with Schedule XII of the Listing Regulations. Accordingly, prior approval of the Members is being sought for such related party transaction

In accordance with SEBI Circular read with Regulation 23 of Listing Regulations, the detailed information as provided by the Management of the Company, of the proposed RPT as per the Standards, as placed before the Audit Committee and the Board of Directors of the Company in their respective meetings held on May 21, 2026, for their review and approval, are given below for review of the Members for approval of RPT:

Basic details of the related party:

S. No.	Particulars of the Information	Details
1	Name of the related party	Nupur Extrusion Private Limited
2	Country of incorporation of the related party	India
3	Nature of business of the related party	To manufacture, process, design, develop, import, export, trade and deal in aluminium and aluminium-based products, extrusion, components, accessories and allied materials in all forms and varieties.

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

S. No.	Particulars of the Information	Details
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:	Nupur Extrusion Private Limited (“Nupur Extrusion”) is a subsidiary company having a common promoter with the Company. Accordingly, Nupur Extrusion is a related party of Nupur Recyclers Limited pursuant to Section 2(76) of the Act and Regulation 2(1) (zb) of the Listing Regulations
	• 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 directly 70% of the paid up equity shares capital in Nupur Extrusion.
	• 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 listed entity/subsidiary (in case of transaction involving the subsidiary).	Not Applicable
	• 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	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	<table border="1"> <thead> <tr> <th>S. No.</th> <th>Nature of Transactions</th> <th>FY 2025 –2026 (INR)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Corporate Guarantee</td> <td>50,00,000</td> </tr> <tr> <td>2</td> <td>Investment</td> <td>2,79,40,000</td> </tr> <tr> <td>3</td> <td>Loan Given</td> <td>63,25,000</td> </tr> <tr> <td></td> <td>Total</td> <td>3,92,65,000</td> </tr> </tbody> </table>	S. No.	Nature of Transactions	FY 2025 –2026 (INR)	1	Corporate Guarantee	50,00,000	2	Investment	2,79,40,000	3	Loan Given	63,25,000		Total	3,92,65,000
S. No.	Nature of Transactions	FY 2025 –2026 (INR)															
1	Corporate Guarantee	50,00,000															
2	Investment	2,79,40,000															
3	Loan Given	63,25,000															
	Total	3,92,65,000															
2.	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.	The aggregate value of transactions undertaken during FY 2026-27 up to date of approval by the audit committee and the Board in their respective meetings held on May 21, 2026 is Rs. 3,00,000.															
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.	No															

- Amount of the proposed transaction(s)

S. No.	Particulars of the Information	Details	Details	Details	Details
		supply/sale of any goods or materials	Purchase of any goods or materials	Inter Corporate Loan	Borrowing
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee / Members	75 Crores	25 Crore	25 Crores	05 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	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	34.74%	11.57%	11.57%	2.31%
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	Not Applicable (Transaction is in between the Company and its Subsidiary)	Not Applicable (Transaction is in between the Company and its Subsidiary)	Not Applicable (Transaction is in between the Company and its Subsidiary)	Not Applicable (Transaction is in between the Company and its Subsidiary)

	transaction involves the subsidiary and not the listed entity)												
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	1525.78%	508.59%	508.59%	101.72%								
6.	Financial performance of the related party for the immediately preceding financial year:	<table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2025–2026 (INR)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>Rs. 491.35 Lacs</td> </tr> <tr> <td>Profit After Tax</td> <td>Rs. (84.50) Lacs</td> </tr> <tr> <td>Net Worth</td> <td>Rs. 314.35 Lacs</td> </tr> </tbody> </table>				Particulars	FY 2025–2026 (INR)	Turnover	Rs. 491.35 Lacs	Profit After Tax	Rs. (84.50) Lacs	Net Worth	Rs. 314.35 Lacs
Particulars	FY 2025–2026 (INR)												
Turnover	Rs. 491.35 Lacs												
Profit After Tax	Rs. (84.50) Lacs												
Net Worth	Rs. 314.35 Lacs												

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

S. No.	Particulars of the Information	Details	Details	Details	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	Purchase of any goods or materials	Inter Corporate Loan	Borrowing

2	Details of each type of the proposed transaction	Supply and/or sale of non-ferrous metal goods and other allied products in the ordinary course of business and on an arm's length basis.	Purchase of non-ferrous metal goods and/or other allied goods required for business operations in the ordinary course of business on arm's length basis.	Providing inter-corporate loan/advance to meet working capital requirements and support business operations	Borrowings or advances of a limited nature for business requirements
3	Tenure of the proposed transaction (tenure in number of years/months to be specified)	For the financial year 2026-2027	For the financial year 2026-2027	For the financial year 2026-2027	For the financial year 2026-2027
4	Whether omnibus approval is being sought?	Yes	Yes	Yes	Yes
5	Value of the proposed transaction during a financial year (<i>If spread across years, provide estimated year-wise break-up</i>)	75 crore	25 crore	25 crore	05 crore
6	Justification as to why the RPT is in the interest of the Company	Explained after the end of the table	Explained after the end of the table	Explained after the end of the table	Explained after the end of the table
7	Details of promoter(s)/director(s)/KMP of the Company having any interest (direct or indirect) in the transaction:				
7a	Name of the director / KMP	Mr. Rajesh Gupta (Director and Promotor of	Mr. Rajesh Gupta (Director and Promotor of	Mr. Rajesh Gupta (Director and Promotor of	Mr. Rajesh Gupta (Director and Promotor of

		Nupur Extrusion)	Nupur Extrusion)	Nupur Extrusion)	Nupur Extrusion)
7b	Shareholding of the director / KMP in the related party (direct or indirect)	Nil	Nil	Nil	Nil
8	Valuation or other external party report, if any, placed before the Audit Committee	Not applicable	Not applicable	Not applicable	Not applicable
9	Other information relevant for decision making.	Detailed disclosures forming part of the Explanatory Statement/Notice may be referred to for additional information relevant to the proposed transaction.			

- **Additional disclosure in case of transactions relating to Sale, purchase or supply of goods or materials:**

S. No.	Particulars of the Information	Details	Details
		supply/sale of any goods or materials	Purchase of any goods or materials
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 selection process was conducted as the transaction is proposed to be entered into with the subsidiary company in the ordinary course of business.	No bidding or other selection process was conducted as the transaction is proposed to be entered into with the subsidiary company in the ordinary course of business.
2	Basis of determination of price	Arm's Length Pricing	Arm's Length Pricing
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 to the related party in relation to the transaction, specify:	Not Applicable	Not Applicable
3a	Amount of Trade Advance	Not Applicable	Not Applicable
3b	Tenure	Not Applicable	Not Applicable
3c	Whether same is self-liquidating?	Not Applicable	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	Shall be charged in compliance with the provisions of Companies Act, 2013
5	Maturity / due date	As may be mutually decided and finalized between the parties and as approved by the Board from time to time
6	Repayment schedule & terms	As may be mutually decided and finalized between the parties and as approved by the Board from time to time
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 the Company or any other person during the last three financial years.
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 “willful defaulter” by any bank and whether that status is currently subsisting	No
14	Whether the related party is undergoing or facing any 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

• **Additional details for proposed transactions relating to Borrowings:**

S. No.	Particulars of the information	Details	Comments of the Audit Committee
1.	Material covenants of the proposed transaction	As may be mutually decided and finalized between the parties and as approved by the Board from time to time, in its absolute discretion, based on commercial negotiations.	Approved as placed
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	To be determined at the time of drawdown, as per prevailing market-linked/arm’s length terms	
3.	Cost of borrowing (This shall include all costs associated with the borrowing)	Includes interest, processing fees, documentation charges, and other incidental costs as applicable	
4.	Maturity / due date	As per the tenure mutually agreed between the parties and as approved by the Board from time to time, in its absolute discretion.	
5.	Repayment schedule & terms	As per the repayment schedule mutually agreed between the parties and as approved by the Board	

		from time to time, in its absolute discretion, based on commercial terms.	
6.	Whether secured or unsecured?	unsecured	
7.	If secured, the nature of security & security coverage ratio	Not Applicable	
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	For operational assistance	
9.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements		
	a. Before transaction	Nil	
	b. After transaction	0.03	
10.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements		
	a. Before transaction	Nil	
	b. After transaction		

Note:

- Since the Listed Entity (NRL) is a party to the transaction, NRL shall be considered as the reference entity for the purpose of the above computation, and the Nupur Extrusion shall be treated as the related party for the purpose of the disclosures.
- The impact on DSCR has been computed assuming a minimum interest rate of 8% per annum. As the final interest rate shall be 8% per annum or higher, the actual DSCR may be equal to or lower than the ratio presented above.

Justification:

The proposed transactions between Nupur Recyclers Limited and Nupur Extrusion Private Limited are driven by the complementary nature of their business operations. Nupur Recyclers Limited is engaged in the processing, recycling, trading and manufacturing of non-ferrous metals, including aluminium, whereas Nupur Extrusion Private Limited is engaged in the manufacture and trading of aluminium and aluminium-based products. The transactions facilitate efficient sourcing and supply of aluminium and related materials, ensure operational efficiency, maintain quality standards and support the business requirements of both entities. All transactions shall be undertaken in the ordinary course of business and on an arm's length basis, in compliance with applicable laws and corporate governance requirements.

The management of the Company provided the detailed disclosures (as required under the Standards) to the Audit Committee and subsequently to the Board about the proposed RPT including but not limited to the basis of pricing, rationale, material terms, justification as to why the proposed RPT is in the best interest of the Company, for their review. Further, the Certificate provided by the Mr. Rajesh Gupta, Managing Director (“MD”), and Mr. Devender Kumar Poter, Chief Financial Officer (“CFO”) of the Company confirming that the terms of RPT proposed to be entered into are in the interest of the Company, as required under the Standards, was placed before the Audit Committee and the Board for their review and noting.

In terms of the applicable provisions Listing Regulations read with SEBI Circular, the Audit Committee at its meeting held on May 21, 2026 had reviewed and approved the RPTs with Nupur Extrusion for a maximum amount of ₹ 130 Crore (Rupees One Hundred Thirty Crore Only), excluding applicable taxes / levies, on such terms and conditions specified herein. The Audit Committee while approving the aforesaid RPTs had reviewed and noted the Certificate provided by the CFO and MD of the Company confirming that the terms of RPT proposed to be entered into are in the interest of the Company

The Board of Directors of the Company on recommendation of the Audit Committee in its meeting held on May 21, 2026, reviewed the relevant details about proposed RPTs and certificate provided by CFO and MD of the Company in this regard, as placed before it. Subsequently, the Board approved and recommended the proposal for entering into aforesaid material RPTs for a period of one year from the date of member’s approval and such RPTs shall be at arms’ length basis.

Further, since the audited Financial statements of Nupur Extrusion of the immediately preceding financial were available was also placed before the Audit Committee and the Board for its review and noting.

Based on the approval and recommendation of the Audit Committee, the Board of Directors, at its meeting held on May 21, 2026, approval of the members for the proposed RPTs as detailed herein is being sought by way of ordinary resolution.

The aforesaid RPT shall also be reviewed/ monitored by the Audit Committee of the Company as per the relevant requirements and shall remain within the limits as approved by the Members.

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.

The Audit Committee and the Board of Directors may approve redaction of commercially sensitive information, including trade secrets, the disclosure of which may affect the competitive position of the Company; provided that the disclosures made available to the members continue to contain all material information necessary for informed decision-making.

As per the requirements of Secretarial Standard-2 (SS-2), it is hereby disclosed that Mr. Rajesh Gupta, Director of the Company, holds 18.94% shareholding in Nupur Extrusion as on March 31, 2026.

Except for Mr. Rajesh Gupta, none of the other Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice. Accordingly, the Board recommends the said resolution for approval of the members by way of an Ordinary Resolution.

Item No . 7

Pursuant to Regulation 23 read with Schedule XII of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), a transaction with a related party shall be considered material if the transaction(s), whether entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the listed entity, as per the last audited consolidated financial statements of the listed entity, where the consolidated turnover threshold of the listed entity is up to Rs. 20,000 Crore.

Further, all material related party transactions and subsequent material modifications thereto, as defined by the Audit Committee under Regulation 23(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, shall require prior approval of the members of Nupur Recyclers Limited (“ hereinafter referred to as NRL”), being the listed holding company, by way of an Ordinary Resolution, irrespective of whether the listed entity is a party to such transaction, where the transaction is entered into between related parties of the listed entity or its subsidiary.

Frank Metals Recyclers Limited (formerly known as Frank Metals Recyclers Private Limited) (“hereinafter referred to as Frank”) and Tycod Autotech Private Limited (“hereinafter referred to as Tycod”) being the Subsidiary Companies of NRL, is its related party in terms of Regulation 2(zb) of the Listing Regulations and accordingly transaction between the Frank and Tycod 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.

It is pertinent to note that Frank is engaged in the business of manufacturing of non-ferrous metal alloys, primarily Zinc Alloy (Zamak grades) and Aluminium Alloy Ingots, as well as Aluminium Extrusions, catering to a wide range of industrial applications.

On the other hand, Tycod is engaged in the manufacturing of auto components and requires a continuous and reliable supply of quality raw materials and allied products for its manufacturing operations.

In view of the complementary nature of their businesses, Frank and Tycod propose to enter into transactions for the purchase, sale and supply of raw materials, metal scrap, recycled metals, alloys, aluminium products, finished goods and related services in the ordinary course of business. Such transactions are expected to facilitate a reliable supply chain, ensure efficient procurement and utilization of resources, optimize operational efficiencies, and create synergistic benefits for both companies. Accordingly, the parties may undertake such transactions from time to time on an arm's length basis and in the ordinary course of business, in compliance with applicable laws and regulations.

Further, in order to support day-to-day business operations, working capital requirements, business expansion plans and fulfil obligations arising out of the aforesaid proposed related party transactions, Frank and Tycod may, from time to time, provide or avail financial assistance from each other, including inter-corporate loans, advances, borrowings, credit facilities or other forms of financial accommodation, on such terms and conditions as may be mutually agreed between the parties. Such arrangements are intended to facilitate efficient fund management, optimize resource utilization, meet temporary liquidity requirements, support business growth and ensure the smooth conduct of business operations of both entities, while remaining in compliance with applicable laws and regulations.

Further SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 read with the SEBI Master Circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 ('SEBI Circular') has issued the Industry Standards on "Minimum information to be provided for review of the Audit Committee and members for approval of a related party transaction" ('Standards') to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of the Listing Regulations. The Standards inter alia requires listed entity to provide minimum information, in specified format, relating to the proposed Related Party Transactions ("RPT"), to the Audit Committee and to the members, while seeking approval.

The aggregate of proposed transaction of the Frank and Tycod when taken together with previous such/other transactions undertaken by the Frank and Tycod, is likely to exceed the applicable materiality thresholds as prescribed under Regulation 23(1) read with Schedule XII of the Listing Regulations. Accordingly, prior approval of the Members is being sought for such related party transaction

In accordance with SEBI Circular read with Regulation 23 of Listing Regulations, the detailed information as provided by the Management of the Company, of the proposed RPT as per the Standards, as placed before the Audit Committee and the Board of Directors of the Company in their respective meetings held on May 21, 2026, for their review and approval, are given below for review of the Members for approval of RPT:

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

S. No.	Particulars of the Information	Details (1st Party)	Details (2nd Party)
1	Name of the related party	Frank Metals Recyclers Limited (formerly known as Frank Metals Recyclers Private Limited)	Tycod Autotech Private Limited
2	Country of incorporation of the related party	India	India
3	Nature of business of the related party	Frank is engaged in the business of manufacturing of non-ferrous metal alloys, primarily Zinc Alloy (Zamak grades) and Aluminium Alloy Ingots, as well as Aluminium Extrusions, catering to a wide range of industrial applications.	Manufacturing of Auto Components.

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

S. No.	Particulars of the Information	Details
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:	Frank Metals Recyclers Limited (formerly known as Frank Metals Recyclers Private Limited) (Frank) and Tycod Autotech Private Limited (Tycod) are Subsidiary Companies of Nupur Recyclers Limited (“NRL”), the listed holding company, and have a common director and promoter.
	• Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	NIL
	• Where the related party is a partnership firm, sole proprietorship concern, or a body corporate without share capital,	Not Applicable

	then capital contribution, if any, made by the 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). 	NIL

• **Details of previous transactions with the related party:**

S. No.	Particulars of the Information	Details												
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	<table border="1"> <thead> <tr> <th>S. No.</th> <th>Nature of Transactions</th> <th>FY 2025 –2026 (INR)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Sale</td> <td>3,34,74,863</td> </tr> <tr> <td>2</td> <td>Purchase</td> <td>22,11,610</td> </tr> <tr> <td></td> <td>Total</td> <td>3,56,86,473</td> </tr> </tbody> </table>	S. No.	Nature of Transactions	FY 2025 –2026 (INR)	1	Sale	3,34,74,863	2	Purchase	22,11,610		Total	3,56,86,473
S. No.	Nature of Transactions	FY 2025 –2026 (INR)												
1	Sale	3,34,74,863												
2	Purchase	22,11,610												
	Total	3,56,86,473												
2.	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.	The aggregate value of transactions undertaken during FY 2026-27 up to date of approval by the audit committee and the Board in their respective meetings held on May 21, 2026 is Rs. 3,12,28,930.												
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.	No												

• **Amount of the proposed transaction(s)**

S. No.	Particulars of the Information	Details	Details	Details	Details
		supply/sale of any goods or materials	Purchase of any goods or materials	Inter Corporate Loan	Borrowing
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit	50 Crores	10 Crore	5 Crores	5 Crores

	Committee / Members				
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	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	23.16%	4.63%	2.32%	2.32%
4	Value of the proposed transactions as a percentage of the subsidiary's annual standalone turnover for the immediately preceding financial year	40.83%	8.16%	4.08%	4.08%

	(only if the transaction involves the subsidiary and not the listed entity) *												
	* Note: Since both the transacting parties are Subsidiary Companies of NRL, for the purpose of the above computation, Frank shall be considered as the reference subsidiary for determining the transaction value percentage, and Tycod shall be treated as the related party.												
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*	156.28%	31.26%	15.63%	15.63%								
	* Note: Since both the transacting parties are Subsidiary Companies of NRL, for the purpose of the above computation, Frank shall be considered as the reference subsidiary for determining the transaction value percentage, and Tycod shall be treated as the related party.												
6.	Financial performance of the related party for the immediately preceding financial year:	<table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2025-2026 (INR)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>Rs. 3199.35 Lacs</td> </tr> <tr> <td>Profit After Tax</td> <td>Rs. 376.87 Lacs</td> </tr> <tr> <td>Net Worth</td> <td>Rs. (366.34) Lacs</td> </tr> </tbody> </table>				Particulars	FY 2025-2026 (INR)	Turnover	Rs. 3199.35 Lacs	Profit After Tax	Rs. 376.87 Lacs	Net Worth	Rs. (366.34) Lacs
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	* Note: Since both the transacting parties are Subsidiary Companies of NRL, for the purpose of the above computation, Frank shall be considered as the reference subsidiary, and Tycod shall be treated as the related party.												

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

S. No.	Particulars of the Information	Details	Details	Details	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	Purchase of any goods or materials	Inter Corporate Loan	Borrowing
2	Details of each type of the proposed transaction	Supply and/or sale of non-ferrous metal goods and other allied products in the ordinary course of business and on an arm's length basis.	Purchase of non-ferrous metal goods and/or other allied goods required for business operations in the ordinary course of business on arm's length basis.	Providing inter-corporate loan/advance to meet working capital requirements and support business operations	Borrowings or advances of a limited nature for business requirements
3	Tenure of the proposed transaction (tenure in number of years/months to be specified)	For the financial year 2026-2027	For the financial year 2026-2027	For the financial year 2026-2027	For the financial year 2026-2027
4	Whether omnibus approval is being sought?	Yes	Yes	Yes	Yes
5	Value of the proposed transaction during a financial year (If spread across years, provide estimated year-wise break-up)	50 crore	10 crore	5 crore	5 crore
6	Justification as to why the RPT is in the interest of the Company	Explained after the end of the table	Explained after the end of the table	Explained after the end of the table	Explained after the end of the table
7	Details of promoter(s)/director(s)/				

	KMP of the Company having any interest (direct or indirect) in the transaction:				
7a	Name of the director / KMP	Mr. Rajesh Gupta (Common Promoter and Director in the transacting companies)	Mr. Rajesh Gupta (Common Promoter and Director in the transacting companies)	Mr. Rajesh Gupta (Common Promoter and Director in the transacting companies)	Mr. Rajesh Gupta (Common Promoter and Director in the transacting companies)
7b	Shareholding of the director / KMP in the related party (direct or indirect) **	Nil	Nil	Nil	Nil
8	Valuation or other external party report, if any, placed before the Audit Committee	Not applicable	Not applicable	Not applicable	Not applicable
9	Other information relevant for decision making.	Detailed disclosures forming part of the Explanatory Statement/Notice may be referred to for additional information relevant to the proposed transaction.			

**Note: Since both the transacting parties are Subsidiary Companies of NRL, So Frank shall be considered as the reference subsidiary, and Tycod shall be treated as the related party.

- **Disclosure in case of transactions relating Sale, purchase or supply of goods or materials:**

S. No.	Particulars of the Information	Details	Details
		supply/sale of any goods or materials	Purchase of any goods or materials
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 selection process was conducted as the transaction is proposed to be entered in between the subsidiary companies of the NRL in the ordinary course of business.	No bidding or other selection process was conducted as the transaction is proposed to be entered in between the subsidiary companies of the NRL in the ordinary course of business.
2	Basis of determination of price	Arm's Length Pricing	Arm's Length Pricing

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

• **Disclosure in case of transactions relating to loan proposed to be given by the Frank:**

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	Shall be charged in compliance with the provisions of Companies Act, 2013
5	Maturity / due date	As may be mutually decided and finalized between the parties and as approved by the Board of the transacting parties from time to time
6	Repayment schedule & terms	As may be mutually decided and finalized between the parties and as approved by the Board of the transacting parties from time to time
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 the Company or any other person during the last three financial years.
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 "willful defaulter" by any bank and whether that status is currently subsisting	No
14	Whether the related party is undergoing or facing any 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

• **Additional details for proposed transactions relating to Borrowings:**

S. No.	Particulars of the information	Details	Comments of the Audit Committee
1.	Material covenants of the proposed transaction	As may be mutually decided and finalized between the parties and as approved by the Board of the transacting parties from time to time, in its absolute discretion, based on commercial negotiations.	Approved as placed
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	To be determined at the time of drawdown, as per	

		prevailing market-linked/arm's length terms	
3.	Cost of borrowing (This shall include all costs associated with the borrowing)	Includes interest, processing fees, documentation charges, and other incidental costs as applicable	
4.	Maturity / due date	As per the tenure mutually agreed between the parties and as approved by the Board of the transacting parties from time to time, in its absolute discretion.	
5.	Repayment schedule & terms	As per the repayment schedule mutually agreed between the parties and as approved by the Board of the transacting parties from time to time, in its absolute discretion, based on commercial terms.	
6.	Whether secured or unsecured?	unsecured	
7.	If secured, the nature of security & security coverage ratio	Not Applicable	
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	For operational assistance	
9.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements		
	b. Before transaction	0.07	
	b. After transaction	0.14	
10.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements		
	b. Before transaction	18.22	
	b. After transaction	11.19	

Note:

- Since both the transacting entities are subsidiaries of NRL, Frank shall be considered as the reference subsidiary for the purpose of the above computation, and Tycod shall be treated as the related party for the purpose of the disclosures.
- The impact on DSCR has been computed assuming a minimum interest rate of 8% per annum. As the final interest rate shall be 8% per annum or higher, the actual DSCR may be equal to or lower than the ratio presented above.

Justification:

The proposed transactions between Frank and Tycod are in the ordinary course of business and are necessary to ensure smooth, efficient, and uninterrupted operations during FY 2026–27. Since both entities belong to the same group, such arrangements facilitate seamless sale, purchase, and supply of goods, services, and materials, thereby ensuring timely fulfilment of business requirements and continuity of operations. These transactions are expected to result in operational synergies through optimal utilisation of group resources and improved coordination between the entities.

Further, the proposed financial assistance, including inter-corporate loans, advances, or security, as may be mutually agreed, is intended to support the day-to-day business and working capital requirements of the entities. Such arrangements will enhance liquidity management, strengthen financial flexibility, and enable efficient deployment of resources across the group. Accordingly, the proposed related party transactions are in the interest of the NRL and its stakeholders, as they promote operational efficiency, financial stability, and overall value creation.

The management of the Company provided the detailed disclosures (as required under the Standards) to the Audit Committee and subsequently to the Board about the proposed RPT including but not limited to the basis of pricing, rationale, material terms, justification as to why the proposed RPT is in the best interest of the Company, for their review. Further, the Certificate provided by the Mr. Rajesh Gupta, Managing Director (“MD”), and Mr. Devender Kumar Poter, Chief Financial Officer (“CFO”) of the Company confirming that the terms of RPT proposed to be entered into are in the interest of the Company, as required under the Standards, was placed before the Audit Committee and the Board for their review and noting.

In terms of the applicable provisions Listing Regulations read with SEBI Circular, the Audit Committee at its meeting held on May 21, 2026 had reviewed and approved the RPTs between

Frank and Tycod for a maximum amount of ₹ 70 Crore (Rupees Seventy Crore Only), excluding applicable taxes / levies, on such terms and conditions specified herein. The Audit Committee while approving the aforesaid RPTs had reviewed and noted the Certificate provided by the CFO and MD of the Company confirming that the terms of RPT proposed to be entered into are in the interest of the Company

The Board of Directors of the Company on recommendation of the Audit Committee in its meeting held on May 21, 2026, reviewed the relevant details about proposed RPTs and certificate provided by CFO and MD of the Company in this regard, as placed before it. Subsequently, the Board approved and recommended the proposal for entering into aforesaid material RPTs for a period of one year from the date of member's approval and such RPTs shall be at arms' length basis.

Further, since the audited Financial statements of Frank and Tycod of the immediately preceding financial were available was also placed before the Audit Committee and the Board for its review and noting.

Based on the approval and recommendation of the Audit Committee, the Board of Directors, at its meeting held on May 21, 2026, approval of the members for the proposed RPTs as detailed herein is being sought by way of ordinary resolution.

The aforesaid RPT shall also be reviewed/ monitored by the Audit Committee of the Company as per the relevant requirements and shall remain within the limits as approved by the Members.

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.

The Audit Committee and the Board of Directors may approve redaction of commercially sensitive information, including trade secrets, the disclosure of which may affect the competitive position of the Company; provided that the disclosures made available to the members continue to contain all material information necessary for informed decision-making.

As per the requirements of Secretarial Standard-2 (SS-2), it is hereby disclosed that Mr. Rajesh Gupta, Managing Director of the Company holds 18.94% shareholding in Frank and Ms. Nupur Gupta, Director of the Company, holds 11% shareholding in Tycod as on March 31, 2026.

Except for Mr. Rajesh Gupta, Managing Director, and Ms. Nupur Gupta, Director of the Company, along with their relatives to the extent of their shareholding in the Company, none of the other Directors or Key Managerial Personnel or their relatives are deemed to be concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the accompanying Notice. Accordingly, the Board recommends the said resolution for approval of the members by way of an Ordinary Resolution.

Item No. 8

Pursuant to Regulation 23 read with Schedule XII of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), a transaction with a related party shall be considered material if the transaction(s), whether entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the listed entity, as per the last audited consolidated financial statements

of the listed entity, where the consolidated turnover threshold of the listed entity is up to Rs. 20,000 Crore.

Further, all such material related party transactions require prior approval of the Members of the Company by way of an Ordinary Resolution, even if such transactions are entered into in the ordinary course of business and on an arm's length basis and no related party shall vote to approve such resolution whether the entity is a related party to the particular transaction or not.

Frank Metals Recyclers Limited (formerly known as Frank Metals Recyclers Private Limited) ("hereinafter referred to as 'Frank'") and Nupur Extrusion Private Limited ("hereinafter referred to as 'Nupur Extrusion'"), being Subsidiary Companies of NRL, are related parties in terms of Regulation 2(zb) of the Listing Regulations and accordingly, transactions between Frank and Nupur Extrusion would constitute related party transactions pursuant to Regulation 2(zc) of the Listing Regulations read with the applicable provisions of the Companies Act, 2013 ("Act") and the circulars issued thereunder in this regard. Thus, the provisions of Regulation 23 of the Listing Regulations read with the applicable provisions of the Act and circulars issued thereunder shall be complied with.

It is pertinent to note that Frank is engaged in the business of manufacturing of non-ferrous metal alloys, primarily Zinc Alloy (Zamak grades) and Aluminium Alloy Ingots, as well as Aluminium Extrusions, catering to a wide range of industrial applications, particularly in automotive, die-casting, architectural hardware, construction, electrical, engineering and precision component industries.

On the other hand, Nupur Extrusion is engaged in the business of manufacturing, processing, designing, developing, importing, exporting, trading and dealing in aluminium and aluminium-based products, extrusion, components, accessories and allied materials in all forms and varieties.

In view of the complementary nature of their businesses, Frank and Nupur Extrusion propose to enter into transactions for the purchase, sale and supply of raw materials, metal scrap, recycled metals, alloys, aluminium products, finished goods and related services in the ordinary course of business. Such transactions are expected to facilitate a reliable supply chain, ensure efficient procurement and utilization of resources, optimize operational efficiencies and create synergistic benefits for both companies. Accordingly, the parties may undertake such transactions from time to time on an arm's length basis and in the ordinary course of business, in compliance with applicable laws and regulations.

Further, in order to support day-to-day business operations, working capital requirements, business expansion plans and fulfil obligations arising out of the aforesaid proposed related party transactions, Frank and Nupur Extrusion may, from time to time, provide or avail financial assistance from each other, including inter-corporate loans, advances, borrowings, credit facilities or other forms of financial accommodation, on such terms and conditions as may be mutually agreed between the parties. Such arrangements are intended to facilitate efficient fund

management, optimize resource utilization, meet temporary liquidity requirements, support business growth and ensure the smooth conduct of business operations of both entities, while remaining in compliance with applicable laws and regulations.

Further, SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 read with the SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 ("SEBI Circular"), has issued the Industry Standards on "Minimum information to be provided for review of the Audit Committee and members for approval of a related party transaction" ("Standards") to facilitate a uniform approach and assist listed companies in complying with the provisions of Regulation 23 of the Listing Regulations. The Standards, inter alia, require listed entities to provide minimum information, in the specified format, relating to the proposed Related Party Transactions ("RPTs"), to the Audit Committee and the members while seeking approval.

The aggregate of the proposed transactions between Frank and Nupur Extrusion, when taken together with previous such/other transactions undertaken by Frank and Nupur Extrusion, is likely to exceed the applicable materiality thresholds as prescribed under Regulation 23(1) read with Schedule XII of the Listing Regulations. Accordingly, prior approval of the Members is being sought for such related party transactions.

In accordance with the SEBI Circular read with Regulation 23 of the Listing Regulations, the detailed information as provided by the Management of the Company in respect of the proposed RPTs, as per the Standards, and as placed before the Audit Committee and the Board of Directors of the Company at their respective meetings held on May 21, 2026, for their review and approval, is provided below for consideration and approval of the Members.

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

S. No.	Particulars of the Information	Details (1st Party)	Details (2nd Party)
1	Name of the related party	Frank Metals Recyclers Limited (formerly known as Frank Metals Recyclers Private Limited)	Nupur Extrusion Private Limited
2	Country of incorporation of the related party	India	India
3	Nature of business of the related party	Frank is engaged in the business of manufacturing of non-ferrous metal alloys, primarily Zinc Alloy (Zamak grades) and Aluminium Alloy Ingots, as well as Aluminium Extrusions, catering to a	Nupur Extrusion is engaged in the manufacture, process, design, develop, import, export, trade and deal in aluminium and aluminium-based products, extrusion, components, accessories and

		wide range of industrial applications.	allied materials in all forms and varieties.
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• **Relationship and ownership of the related party:**

S. No.	Particulars of the Information	Details
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:	Frank Metals Recyclers Limited (formerly known as Frank Metals Recyclers Private Limited) (Frank) and Nupur Extrusion Private Limited (Nupur Extrusion) are Subsidiary Companies of Nupur Recyclers Limited (“NRL”), the listed holding company, and have a common director and promoter.
	• Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	NIL
	• 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 listed entity/subsidiary (in case of transaction involving the subsidiary).	Not Applicable
	• Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).	NIL

• **Details of previous transactions with the related party:**

S. No.	Particulars of the Information	Details
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Nil

2.	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.	Nil
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.	No

• **Amount of the proposed transaction(s)**

S. No.	Particulars of the Information	Details	Details	Details	Details
		supply/sale of any goods or materials	Purchase of any goods or materials	Inter Corporate Loan	Borrowing
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee / Members	50 Crores	25 Crore	5 Crores	5 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	Yes	Yes	Yes	Yes

	transaction a material RPT?				
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	23.16%	11.58%	2.32%	2.32%
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) *	40.83%	20.41%	4.08%	4.08%
	* Note: Since both the transacting parties are Subsidiary Companies of NRL, for the purpose of the above computation, Frank shall be considered as the reference subsidiary for determining the transaction value percentage, and Nupur Extrusion shall be treated as the related party.				
5	Value of the proposed transactions as a percentage of the related party's annual consolidated	1017.27%	508.90%	101.78%	101.78%

	turnover (or standalone turnover if consolidated is unavailable) for the immediately preceding financial year*				
* Note: Since both the transacting parties are Subsidiary Companies of NRL, for the purpose of the above computation, Frank shall be considered as the reference subsidiary for determining the transaction value percentage, and Nupur Extrusion shall be treated as the related party.					
6.	Financial performance of the related party for the immediately preceding financial year:	Particulars		FY 2025–2026 (INR)	
		Turnover		Rs. 491.35 Lacs	
		Profit After Tax		Rs. (84.50) Lacs	
		Net Worth		Rs. 314.35 Lacs	
* Note: Since both the transacting parties are Subsidiary Companies of NRL, for the purpose of the above computation, Frank shall be considered as the reference subsidiary, and Nupur Extrusion shall be treated as the related party.					

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

	Particulars of the Information	Details	Details	Details	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	Purchase of any goods or materials	Inter Corporate loan	Borrowing
2	Details of each type of the proposed transaction	Supply and/or sale of non-ferrous metal goods and other allied products in the ordinary	Purchase of non-ferrous metal goods and/or other allied goods required for business operations in	Providing inter-corporate loan/advance to meet working capital requirements	Borrowings or advances of a limited nature for business requirements

		course of business and on an arm's length basis.	the ordinary course of business on arm's length basis.	and support business operations	
3	Tenure of the proposed transaction (tenure in number of years/months to be specified)	For the financial year 2026-2027	For the financial year 2026-2027	For the financial year 2026-2027	For the financial year 2026-2027
4	Whether omnibus approval is being sought?	Yes	Yes	Yes	Yes
5	Value of the proposed transaction during a financial year (<i>If spread across years, provide estimated year-wise break-up</i>)	50 crore	25 crore	5 crore	5 crore
6	Justification as to why the RPT is in the interest of the Company	Explained after the end of the table	Explained after the end of the table	Explained after the end of the table	Explained after the end of the table
7	Details of promoter(s)/director(s)/KMP of the Company having any interest (direct or indirect) in the transaction:				
7a	Name of the director / KMP	Mr. Rajesh Gupta (Common Promoter and Director in the transacting companies)	Mr. Rajesh Gupta (Common Promoter and Director in the transacting companies)	Mr. Rajesh Gupta (Common Promoter and Director in the transacting companies)	Mr. Rajesh Gupta (Common Promoter and Director in the transacting companies)
7b	Shareholding of the director / KMP in the related party (direct or indirect) **	Nil	Nil	Nil	Nil
8	Valuation or other external party report, if	Not applicable	Not applicable	Not applicable	Not applicable

	any, placed before the Audit Committee				
9	Other information relevant for decision making.	Detailed disclosures forming part of the Explanatory Statement/Notice may be referred to for additional information relevant to the proposed transaction.			

****Note:** Since both the transacting parties are Subsidiary Companies of NRL, So Frank shall be considered as the reference subsidiary, and Nupur Extrusion shall be treated as the related party.

- **Disclosure in case of transactions relating Sale, purchase or supply of goods or materials:**

S. No.	Particulars of the Information	Details	Details
		supply/sale of any goods or materials	Purchase of any goods or materials
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 selection process was conducted as the transaction is proposed to be entered in between the subsidiary companies of the NRL in the ordinary course of business.	No bidding or other selection process was conducted as the transaction is proposed to be entered in between the subsidiary companies of the NRL in the ordinary course of business.
2	Basis of determination of price	Arm's Length Pricing	Arm's Length Pricing
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 to the related party in relation to the transaction, specify:	Not Applicable	Not Applicable
3a	Amount of Trade Advance	Not Applicable	Not Applicable
3b	Tenure	Not Applicable	Not Applicable
3c	Whether same is self-liquidating?	Not Applicable	Not Applicable

- **Disclosure in case of transactions relating to loan proposed to be given by the Frank:**

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	Shall be charged in compliance with the provisions of Companies Act, 2013
5	Maturity / due date	As may be mutually decided and finalized between the parties and as approved by the Board of the transacting parties from time to time
6	Repayment schedule & terms	As may be mutually decided and finalized between the parties and as approved by the Board of the transacting parties from time to time
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 the Company or any other person during the last three financial years.
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 "willful defaulter" by any bank and whether that status is currently subsisting	No
14	Whether the related party is undergoing or facing any application for commencement	No

	of an insolvency resolution process or liquidation proceedings	
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

• **Additional details for proposed transactions relating to Borrowings:**

S. No.	Particulars of the information	Details	Comments of the Audit Committee
1.	Material covenants of the proposed transaction	As may be mutually decided and finalized between the parties and as approved by the Board of the transacting parties from time to time, in its absolute discretion, based on commercial negotiations.	Approved as placed
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	To be determined at the time of drawdown, as per prevailing market-linked/arm's length terms	
3.	Cost of borrowing (This shall include all costs associated with the borrowing)	Includes interest, processing fees, documentation charges, and other incidental costs as applicable	
4.	Maturity / due date	As per the tenure mutually agreed between the parties and as approved by the Board of the transacting parties from time to time, in its absolute discretion.	
5.	Repayment schedule & terms	As per the repayment schedule mutually agreed between the parties and as approved by the Board of the transacting parties from time to time, in its	

		absolute discretion, based on commercial terms.	
6.	Whether secured or unsecured?	unsecured	
7.	If secured, the nature of security & security coverage ratio	Not Applicable	
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	For operational assistance	
9.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements		
	c. Before transaction	0.07	
	b. After transaction	0.14	
	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements		
	c. Before transaction	18.22	
	b. After transaction	11.19	

Note:

- Since both the transacting entities are subsidiaries of NRL, Frank shall be considered as the reference subsidiary for the purpose of the above computation, and Nupur Extrusion shall be treated as the related party for the purpose of the disclosures.
- The impact on DSCR has been computed assuming a minimum interest rate of 8% per annum. As the final interest rate shall be 8% per annum or higher, the actual DSCR may be equal to or lower than the ratio presented above.

Justification:

The proposed transactions between Frank and Nupur Extrusion are in the ordinary course of business and are necessary to ensure smooth, efficient, and uninterrupted operations during FY 2026–27. Since both entities belong to the same group, such arrangements facilitate seamless sale, purchase, and supply of goods, services, and materials, thereby ensuring timely fulfilment of business requirements and continuity of operations. These transactions are expected to result in operational synergies through optimal utilisation of group resources and improved coordination between the entities.

Further, the proposed financial assistance, including inter-corporate loans, advances, or security, as may be mutually agreed, is intended to support the day-to-day business and working capital requirements of the entities. Such arrangements will enhance liquidity management, strengthen financial flexibility, and enable efficient deployment of resources across the group. Accordingly, the proposed related party transactions are in the interest of the NRL and its stakeholders, as they promote operational efficiency, financial stability, and overall value creation.

The management of the Company provided the detailed disclosures (as required under the Standards) to the Audit Committee and subsequently to the Board about the proposed RPT including but not limited to the basis of pricing, rationale, material terms, justification as to why the proposed RPT is in the best interest of the Company, for their review. Further, the Certificate provided by the Mr. Rajesh Gupta, Managing Director (“MD”), and Mr. Devender Kumar Poter, Chief Financial Officer (“CFO”) of the Company confirming that the terms of RPT proposed to be entered into are in the interest of the Company, as required under the Standards, was placed before the Audit Committee and the Board for their review and noting.

In terms of the applicable provisions Listing Regulations read with SEBI Circular, the Audit Committee at its meeting held on May 21, 2026 had reviewed and approved the RPTs between Frank and Nupur Extrusion for a maximum amount of ₹ 85 Crore (Rupees Eighty Five Crore Only), excluding applicable taxes / levies, on such terms and conditions specified herein. The Audit Committee while approving the aforesaid RPTs had reviewed and noted the Certificate provided by the CFO and MD of the Company confirming that the terms of RPT proposed to be entered into are in the interest of the Company

The Board of Directors of the Company on recommendation of the Audit Committee in its meeting held on May 21, 2026, reviewed the relevant details about proposed RPTs and certificate provided by CFO and MD of the Company in this regard, as placed before it. Subsequently, the Board approved and recommended the proposal for entering into aforesaid material RPTs for a period of one year from the date of member’s approval and such RPTs shall be at arms’ length basis.

Further, since the audited Financial statements of Frank and Nupur Extrusion of the immediately preceding financial were available was also placed before the Audit Committee and the Board for its review and noting.

Based on the approval and recommendation of the Audit Committee, the Board of Directors, at its meeting held on May 21, 2026, approval of the members for the proposed RPTs as detailed herein is being sought by way of ordinary resolution.

The aforesaid RPT shall also be reviewed/ monitored by the Audit Committee of the Company as per the relevant requirements and shall remain within the limits as approved by the Members.

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.

The Audit Committee and the Board of Directors may approve redaction of commercially sensitive information, including trade secrets, the disclosure of which may affect the competitive position of the Company; provided that the disclosures made available to the members continue to contain all material information necessary for informed decision-making.

As per the requirements of Secretarial Standard-2 (SS-2), it is hereby disclosed that Mr. Rajesh Gupta, Managing Director of the Company, holds 18.94% shareholding in Frank as on March 31, 2026.

Except for Mr. Rajesh Gupta, Managing Director, along with their relatives to the extent of their shareholding in the Company, none of the other Directors or Key Managerial Personnel or their relatives are deemed to be concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the accompanying Notice. Accordingly, the Board recommends the said resolution for approval of the members by way of an Ordinary Resolution.

Annexure A

INFORMATION REGARDING DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT IN EXTRA ORDINARY GENERAL MEETING PURSUANT TO REGULATION 36 (3) OF THE LISTING REGULATIONS, 2015 AND PARA 1.2.5 OF SECRETARIAL STANDARDS-2 INCLUDING THE INFORMATION OF DIRECTORS, WHOSE REMUNERATION IS BEING FIXED/VARIED

Name of Director	Mr. Rajesh Gupta (DIN: 01941985)
Date of birth, Age	03.10.1970, About 55 as on 31.03.2026
Designation	Managing Director
It is proposed to approve revision in the remuneration of Mr. Rajesh Gupta, Managing Director within the range from Rs. 3,00,000/- (Rupees Three Lakhs Only) per month to Rs. 8,00,000/- (Rupees Eight Lakhs Only) per month w.e.f. 01.04.2026 and other terms and conditions, as set out in the Special Resolution at Item no. 2 of the Notice and as explained in the Explanatory Statement to the said item.	
Date of first (Original) Appointment on the Board	25.01.2020
Qualification	Commerce Graduate from Delhi University
Nature of Expertise in Specific Functional Area and experience	He is a Commerce Graduate from Delhi University with over 35 years of business expertise, and he has been leading our company since its inception.
Terms and condition of appointment	His appointment as Managing Director of the Company is for a period of 5 year effective 31 st August, 2022, as approved by the Members in their AGM held on 27th September, 2022. His revised remuneration is proposed to be approved from 01 st April, 2026 till 30 th August, 2027. His office is liable to retirement by rotation.
Remuneration last drawn, if applicable	Rs. 3,00,000/- per month
Remuneration sought to be paid	Rs. 8,00,000/- per month
List of Other Directorships	
<ol style="list-style-type: none"> 1. S.D.M. Metalloys Limited 2. Nupur Recyclers Limited 3. Vertex Buildwell Private Limited 4. BR Hands Investments Private Limited 5. Continent Buildwel Private Limited 6. Uninav Developers Private Limited 7. Nupur Infratech Private Limited 8. Pragati Landcon Private Limited 9. Tycod Autotech Private Limited 	

<p>10. Uninav Buildcon Private Limited 11. Black Tiger Advisory Private Limited 12. Nupur Hospitality Private Limited 13. Eligo Business & Advisory Private Limited 14. Nupur Business & Consulting Private Limited (Formerly Known as Nupur Polymers Private Limited) 15. Nupur Extrusion Private Limited 16. Budget Hotels India Private Limited 17. Frank Metals Recyclers Limited (Formerly Known as Frank Metals Recyclers Private Limited) 18. Nupur Nature Resorts Private Limited 19. Usha Financial Service Limited 20. Vittran Trade Solutions Private Limited</p>	
Names of Listed Entities in which the person also holds the directorship	Usha Financial Services Limited
Chairmanship/Membership of the Committees of the Board of Directors of Nupur Recyclers Limited	<ol style="list-style-type: none"> 1. Member of Audit Committee 2. Member of Stakeholder Relationship Committee
Chairmanship/Membership of the Committees of the Board of Directors of other Companies	<ol style="list-style-type: none"> 1. Member of Audit Committee of Usha Financial Services Limited 2. Member of Risk Management Committee of Usha Financial Services Limited 3. Member of Stakeholder Relationship Committee of Usha Financial Services Limited 4. Member of Audit Committee of Frank Metals Recyclers Limited (Formerly Known as Frank Metals Recyclers Private Limited) 5. Member of Nomination and Remuneration Committee of Frank Metals Recyclers Limited (Formerly Known as Frank Metals Recyclers Private Limited) 6. Chairman of Stakeholders Relationship Committee of Frank Metals Recyclers Limited (Formerly Known as Frank Metals Recyclers Private Limited)
Names of listed entities from which the person has resigned in the past three years	Nil
Membership/Chairmanship of the Committees of listed entities from which the person has resigned in the past three years	Nil

Shareholding in the Company as on 31.03.2026	2,51,15,000 (36.36%) Equity Shares in the Company
Shareholding in the Company as a Beneficial Owner	Nil
No. of Board Meetings attended during FY 2025-26	10 (Ten)
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	Ms. Nupur Gupta is the Daughter of Mr. Rajesh Gupta, Managing Director of the Company.
Justification for Appointment and Remuneration	
<p>The proposed remuneration is justified considering the experience, expertise and significant contribution towards the growth and performance of the Company. Through effective leadership and strategic guidance, the Company has strengthened its position in the non-ferrous metal recycling and trading business while maintaining operational efficiency and business growth. Having regard to the nature of responsibilities, performance evaluation and prevailing industry practices, the proposed remuneration as set out in the Resolution is considered fair, reasonable and commensurate with the duties entrusted. The Nomination and Remuneration Committee has also recommended the proposed revision in remuneration.</p>	
Summary of performance evaluation report	
<p>The performance evaluation was carried out by the Nomination and Remuneration Committee and the Board of Directors in accordance with the parameters prescribed under the Nomination and Remuneration Policy of the Company. Considering factors such as experience, leadership qualities, strategic guidance, participation in the decision-making process, contribution towards business growth, corporate governance and overall performance, the performance was found to be satisfactory. Accordingly, the Nomination and Remuneration Committee and the Board of Directors were of the view that the proposed revision in remuneration is fair, reasonable and justified.</p>	

Statement as per Section II of Part II of Schedule V to the Companies Act, 2013: -

I. General information:				
Nature of Industry	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.			
Date or expected date of commencement of commercial production	The Company is already in existence, doing commercial operations since the year 2019.			
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
Financial performance based on given indicators	Standalone Basis: - Amount in Lakhs (Rs.)			
	PARTICULARS	FY 2025-26	FY 2024-25	FY 2023-24
	Revenue from Operations	13,575.71	13,404.08	18,081.81
	Profit Before Tax	1,098.82	958.86	1,444.84
	Profit after Tax	813.51	702.16	1,055.04
	Consolidated Basis: - Amount in Lakhs (Rs.)			
	PARTICULARS	FY 2025-26	FY 2024-25	FY 2023-24
	Revenue from Operations	21,593.97	15,831.27	24,008.32
	Profit Before Tax	2,161.37	2,133.30	1,257.58
	Profit after Tax	1,648.46	1,627.04	862.08
Foreign investments or collaborations, if any	The share capital of the Company is entirely held by domestic Indian Bodies Corporate and Individuals, barring a fractional shareholding (0.33%) by NRI members.			
II. Information about the appointee:				

Background details	He is a Commerce Graduate from Delhi University with over 35 years of business expertise, and he has been leading our company since its inception.
Past remuneration	Rs. 3,00,000/- per month
Recognition or awards	Nil
Job profile and his suitability	<p>Mr. Rajesh Gupta has been associated with the Company since its inception and is presently serving as the Managing Director of the Company. He has extensive experience in the non-ferrous metal recycling and trading industry and has played a significant role in the growth and development of the Company's business.</p> <p>Under his leadership and strategic guidance, the Company has strengthened its business operations, enhanced operational efficiencies, developed and maintained strong relationships with customers and suppliers, and successfully navigated changing market conditions. His experience, industry knowledge and contribution towards the Company's operational and financial performance have been instrumental in achieving the Company's business objectives.</p> <p>Considering his valuable experience, leadership qualities, responsibilities and continued contribution to the growth of the Company, and based on the recommendations of the Nomination and Remuneration Committee and the approval of the Board of Directors, the proposed revision in remuneration for the balance period of his existing tenure is considered fair, reasonable and justified.</p> <p>The Board is of the view that the continued association and leadership of Mr. Rajesh Gupta will further contribute towards the sustainable growth and long-term success of the Company.</p>
Remuneration proposed	Rs. 8,00,000/- per month
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any.	The appointee does not have any pecuniary relationship, directly or indirectly, with the Company, other than the remuneration proposed to be paid to him. It is further noted that the appointee has extended a personal guarantee in favour of the lending bank in connection with the credit facilities availed by a subsidiary of the Company. No commission, fee or other monetary consideration is payable by the Company to the appointee in respect of such guarantee. Further, Ms. Nupur Gupta, Director of the Company, is the daughter of Mr. Rajesh

	<p>Gupta. Save as aforesaid, the appointee does not have any other relationship with the management within the meaning of Schedule V to the Companies Act, 2013.</p>
<p>Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person</p>	<p>There are no set standards for remuneration in the industry. The executive remuneration in the industry has been increasing significantly in last few years.</p> <p>Keeping in view the type /trends in the industry, size of the Company, the profile and responsibilities shouldered by Mr. Rajesh Gupta, the Board believes that the revised remuneration as Managing Director is appropriate and commensurate with the industry standards.</p> <p>Further the revised remuneration is in accordance with the Nomination and Remuneration Policy of the Company and as per the approval and recommendation of Nomination and Remuneration Committee of the Board.</p>
<p>III. Other information:</p>	
<p>Reasons of loss or inadequate profits</p>	<p>Although the Company has demonstrated consistent business performance over the years, the profit margins may remain inadequate, particularly for the purpose of payment of managerial remuneration, due to factors such as fluctuations in commodity prices, volatility in raw material costs, foreign exchange movements, changes in demand and supply conditions, regulatory developments and other business-related uncertainties. While the Company continues to focus on maintaining profitability through prudent financial management, operational efficiencies and strategic business initiatives, there may be circumstances where the profits of the Company are inadequate for the purpose of payment of managerial remuneration in accordance with the provisions of the Companies Act, 2013.</p>
<p>Steps taken or proposed to be taken for improvement</p>	<p>The Company continues to focus on improving operational efficiencies, optimising procurement and inventory management, strengthening its customer and supplier network, expanding its product offerings and enhancing its market presence. The management is also undertaking measures for effective cost control, prudent financial management and better utilisation of resources. In addition, the Company remains committed to identifying new business opportunities, improving productivity and implementing strategic initiatives aimed</p>

	at sustaining growth and enhancing profitability over the long term.
Expected increase in productivity and profits in measurable terms	The Company has undertaken and continues to undertake various measures to improve operational efficiency, optimise costs, strengthen business relationships, expand market reach and enhance resource utilisation. The management remains focused on strategic growth initiatives and prudent financial management with a view to sustaining and improving the profitability of the Company.
IV. Disclosures:	Not Applicable

Annexure C

INFORMATION REGARDING DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT IN EXTRA ORDINARY GENERAL MEETING PURSUANT TO REGULATION 36 (3) OF THE LISTING REGULATIONS, 2015 AND PARA 1.2.5 OF SECRETARIAL STANDARDS-2

Name of Director	Ms. Nupur Gupta (DIN: 09305281)
Date of birth, Age	17.08.1998, About 27 as on 31.03.2026
Designation	Non-Executive Director
Date of first (Original) Appointment on the Board	04.09.2021
Qualification	Graduation in Business Administration
Nature of Expertise in Specific Functional Area and experience	Ms. Nupur Gupta has around seven years of experience and contributes to the Company's strategic, operational and governance matters.
Terms and condition of appointment	Ms. Nupur Gupta shall continue as a Non-Executive Non-Independent Director of the Company, not liable to retire by rotation, on the existing terms and conditions of her appointment.
Remuneration last drawn, if applicable	Nil
Remuneration sought to be paid	Nil
List of Other Directorships	Usha Financial Services Limited
Names of Listed Entities in which the person also holds the directorship	Usha Financial Services Limited
Chairmanship/Membership of the Committees of the Board of Directors of Nupur Recyclers Limited	Member of Nomination and Remuneration Committee
Chairmanship/Membership of the Committees of the Board of Directors of other Companies	Member of Nomination and Remuneration Committee of Usha Financial Services Limited. Membership in Finance Committee of Usha Financial Services Limited.
Names of listed entities from which the person has resigned in the past three years	Nil
Membership/Chairmanship of the Committees of listed entities from which the person has resigned in the past three years	Nil

Shareholding in the Company as on 31.03.2026	2,23,080 (0.32%) Equity Shares in the Company
Shareholding in the Company as a Beneficial Owner	Nil
No. of Board Meetings attended during FY 2025-26	10 (Ten)
Inter-se relationship with other Directors and Key Managerial Personnel of the Company	Ms. Nupur Gupta is the Daughter of Mr. Rajesh Gupta, Managing Director of the Company.
Justification for Appointment and Remuneration	
Considering Ms. Nupur Gupta's experience, understanding of the Company's business and her valuable contribution towards the strategic and governance matters of the Company, the Board considers her continued association to be beneficial to the Company.	
Summary of performance evaluation report	
The Board evaluated Ms. Nupur Gupta's performance and found her contribution to the Board's discussions, governance oversight and strategic matters to be effective and satisfactory.	