

NOTICE OF 15TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 15th Annual General Meeting (AGM) of the members of **Retina Paints Limited** will be held on Tuesday, the 30th day of September 2025 at 12.30 P.M **through Video Conferencing** or **Other Audio Video Means** to transact the following business:

ORDINARY BUSINESS:

Item No. 1 - Adoption of Audited Financial Statements.

Consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2025, and the reports of the Board of Directors and Auditors thereon.

“RESOLVED THAT the Audited Financial Statements of the Company for the year ended March 31, 2025, together with the Directors’ Report and the Auditor’s Report thereon be and are hereby approved and adopted”.

Item No. 2 - Re-appointment of a Director liable to retire by rotation.

To Appoint a director in place of Shri Rakesh Dommati (**DIN 03214046**) who retires by rotation and being eligible, offers himself for re-appointment.

“RESOLVED THAT Shri Rakesh Dommati (**DIN 03214046**), be and is hereby re-appointed as a Director of the Company, liable to retire by rotation”.

SPECIAL BUSINESS:

Item No. 3: Approval for continuation of remuneration of Shri Rakesh Dommati (DIN: 03214046), Managing Director, for the residual term of his appointment

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

“RESOLVED THAT in partial modification of the resolution passed by the shareholders at their meeting held on 30th November, 2022 and pursuant to the provisions of Sections 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other applicable provisions, including any statutory

modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Nomination & Remuneration Committee, Audit Committee and the Board of Directors, consent of the members be and is hereby accorded to continue payment of the same remuneration to Shri Rakesh Dommati (DIN: 03214046), Managing Director of the Company (appointed at the Extra-Ordinary General Meeting held on 30th November, 2022 for a term of 5 years w.e.f. 01st December, 2022 to 30th November, 2027) of ₹5,00,000/- (Rupees Five Lakhs only) per month with effect from 01st December, 2025, for the balance period of his tenure up to 30th November, 2027.

RESOLVED FURTHER THAT the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, be and is hereby authorized to alter and vary the terms and conditions of the said appointment, including the remuneration, from time to time, within the overall limits laid down under Schedule V to the Companies Act, 2013 or any amendments thereto, as may be agreed to between the Board and Shri Rakesh Dommati.

RESOLVED FURTHER THAT save and except for the aforesaid modification, all other terms and conditions of appointment of Shri Rakesh Dommati as approved earlier shall remain unchanged.

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

Item No. 4: Approval for continuation of remuneration of Smt. Rajitha Koyyada (DIN: 07108068), Whole-Time Director, for the residual term of her appointment

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

“RESOLVED THAT in partial modification of the resolution passed by the shareholders at their meeting held on 30th November, 2022 and pursuant to the provisions of Sections 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Nomination & Remuneration Committee, Audit Committee and the Board of Directors, consent of the

members be and is hereby accorded to continue payment of the same remuneration to Smt. Rajitha Koyyada (DIN: 07108068), Whole-Time Director of the Company (appointed at the Extra-Ordinary General Meeting held on 30th November, 2022 for a term of 5 years w.e.f. 01st December, 2022 to 30th November, 2027) of ₹2,00,000/- (Rupees Two Lakhs only) per month with effect from 01st December, 2025, for the balance period of her tenure up to 30th November, 2027.

RESOLVED FURTHER THAT the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, be and is hereby authorized to alter and vary the terms and conditions of the said appointment, including the remuneration, from time to time, within the overall limits laid down under Schedule V to the Companies Act, 2013 or any amendments thereto, as may be agreed to between the Board and Smt. Rajitha Koyyada.

RESOLVED FURTHER THAT save and except for the aforesaid modification, all other terms and conditions of appointment of Smt. Rajitha Koyyada as approved earlier shall remain unchanged.

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

Place: Hyderabad
Date: 04.09.2025

By order of the Board
For Retina Paints Limited
Sd/-
Madhu Solanki
Company Secretary
M.No. A75333
Address: Block No #2, Floors 2 & 3, Survey No.184 & 185 Opp Ganesh Kaman, Phase V, IDA, Cherlapally, Rangareddi, Hyderabad, Telangana, India, 500051

NOTES:

1. As per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and General Circular No. 09/2024 dated September 19, 2024, the forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and September 19, 2024 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of

the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.retinapaints.com. The Notice can also be accessed from the website of BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. As per various MCA Circulars and SEBI Circulars, the Notice of 15th AGM along with the Annual Report has been sent through electronic mode to only those Members whose email IDs are registered with the Company/ Depository participant. Those Shareholders whose email IDs are not registered are requested to register their email ID with the Registrar & Share Transfer Agent (RTA) by submitting form ISR-1 to the Company's Registrars and Transfer Agents, M/s. BTS Consultancy Services Private Limited, F1, First Floor, "VBN Flats" New No.17 (Old:15), Thirumurthy Street, T. Nagar, Chennai - 600017.
8. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 read with Secretarial Standard-2 on General Meetings, in respect of the Director seeking re-appointment at the AGM is furnished as an annexure to the Notice. The concerned Director has furnished consent/ declaration for his appointment as required under the Companies Act, 2013.
9. Pursuant to section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the **Register of Members and Share Transfer Books of the Company will remain closed from 24th September, 2025 to 30th September, 2025 (both days inclusive) for the purpose of 15th AGM.**
10. The Register of Directors and Key Managerial Personnel and their shareholdings maintained under Section 170 of the Companies Act, 2013 will be available for inspection electronically during the 15th Annual General Meeting. Members seeking to inspect such documents can send an email to secretarial@retinapaints.com.

11. Since the AGM will be held through VC/OAVM in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins on **27th September 2025, at 09.00 A.M and ends on 29th September 2025 at 05.00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date (record date) of 23rd September 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirec

	tReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; secretarial@retinapaints.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their

name, demat account number/folio number, email id, mobile number at secretarial@retinapaints.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at secretarial@retinapaints.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 btschennai@gmail.com with a copy to secretarial@retinapaints.com.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East),

Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

GENERAL INSTRUCTIONS

1. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to the Company or to the Company's Registrar and Share Transfer Agent.
2. M/s. BTS Consultancy Services Private Limited, F1, First Floor, VBN Flats, New No. 17 (Old No. 15), Thirumurthy Street, T.Nagar, Chennai – 600 017 is the Company's Registrar and Share Transfer Agent (RTA) for physical transfer of shares and all correspondence may be addressed directly to them. In respect of shares held in dematerialized form, Members may send requests or correspond through their respective Depository Participants.
3. Members are requested to register/update their email ID's and addresses in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agent (RTA). Members holding shares in physical form, in their own interest, are requested to dematerialize their shares to avail the benefits of electronic trading/holding and to facilitate share transfer.
4. Members who have multiple folios in identical names in the same order are requested to send all the Share Certificates either to the Company addressed to the Registered Office or to the Company's Registrar and Share Transfer Agent for consolidation of such folios into one to facilitate better services.
5. All documents referred to in the Notice calling the 15th AGM is available for inspection at the Registered Office of the Company during business hours between 3.00 PM and 5.00 PM on all working days of the Company up to the date of the AGM.

VOTING THROUGH ELECTRONIC MEANS

In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration)

Amendment, Rules 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the Members to exercise their votes electronically through the electronic voting service provided by the Central Depository Services (India) Limited.

A person who has acquired the shares and has become a Member of the Company after the dispatch of the Notice of the AGM and prior to the Cut Off Date i.e 23rd September 2025 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting.

The Company has appointed M/s. MVK & Associates, Practicing Company Secretaries, Hyderabad to act as Scrutinizer for conducting the electronic voting process in a fair and transparent manner.

The scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Annual General Meeting, thereafter unblock the votes cast through e-voting in the presence of two witnesses not in the employment of the Company and make, not later than two working days from the conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favor or against, if any to the Chairman or a person authorized by him in writing who shall counter-sign the same. Thereafter, the Chairman or the person authorized by him in writing shall declare the result of the voting forthwith.

The results declared along with the scrutinizer's report will be placed on the Company's website www.retinapaints.com and on the website of CDSL immediately after the result is declared by the Chairman/Authorized person and the results will also be communicated to the Stock Exchange where the shares of the Company are listed.

Place: Hyderabad
Date: 04.09.2025

By order of the Board
For Retina Paints Limited
Sd/-

Madhu Solanki
Company Secretary
M.No. A75333

Address: Block No #2, Floors 2 & 3, Survey No.184 & 185 Opp Ganesh Kaman, Phase V, IDA, Cherlapa, Ily, Rangareddi, Hyderabad, Telangana, India, 500051

THE EXPLANATORY STATEMENT, PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (THE ACT, 2013) IN RESPECT OF THE SPECIAL BUSINESS TO BE TRANSACTED AT THE ANNUAL GENERAL MEETING:

Item No.:03

Members are informed that at the Extra-Ordinary General Meeting of the Company held on 30th November, 2022, Shri Rakesh Dommati was appointed as Managing Director of the Company w.e.f. 01st December, 2022 for a period of 5 (Five) years at remuneration of 5,00,000/- per month, such remuneration being fixed for an initial period of 3 (three) years with an authority being given to the Board of Directors to vary such remuneration based on the recommendation of the Nomination and Remuneration Committee. The Company had entered into an agreement with Shri Rakesh Dommati on 25th November, 2022 setting out the powers and responsibilities for his role covering other terms and conditions of such appointment.

Pursuant to Sections 196, 197, 198 & 203 read with Schedule V of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, given that the initial three years of his appointment would conclude on 30th November, 2025, the Company would need to affix remuneration for the balance period of his tenure of two years with the approval of the members. The Company proposes to continue the remuneration of 5,00,000/- per month with an authority to the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, to revise such remuneration and also that the said remuneration be considered as minimum remuneration to be paid in the event of inadequacy of profits or loss. As per requirement of the Schedule V of the Companies Act 2013 and its applicable provisions and rules made thereunder members approval by way of special resolution is required for payment of minimum remuneration to a Managing Director in case the same is in excess of limits prescribed under the Companies Act, 2013 in case of inadequate profits/ absence of profits.

The Nomination & Remuneration Committee, Audit Committee and Board of Directors of the Company at their respective meetings held on 04th September, 2025 have approved remuneration payable to Shri Rakesh Dommati for the remaning tenure of his appointment. The remuneration being paid to him is proposed to be continued as it is, details whereof are given below and the said remuneration be treated as the minimum remuneration payable to them going ahead.

Additional disclosure as mandated under Schedule V of the Companies Act, 2013 for payment of remuneration in the event of inadequate profits/ absence of profits for Item No. 3 are included in the Notice as Annexure hereto.

The Board recommends the resolution for the remuneration payable Shri Rakesh Dommati, Managing Director of the Company for approval of the members as a Special Resolution.

Except Shri Rakesh Dommati and Smt. Rajitha Koyyada (Spouse), none of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution(s), set out at Item No. 3 of this Notice.

Item No.:04

Members are informed that at the Extra-Ordinary General Meeting of the Company held on 30th November, 2022, Smt. Rajitha Koyyada was appointed as Whole-Time Director of the Company w.e.f. 01st December, 2022 for a period of 5 (Five) years at remuneration of 2,00,000/- per month, such remuneration being fixed for an initial period of 3 (three) years with an authority being given to the Board of Directors to vary such remuneration based on the recommendation of the Nomination and Remuneration Committee. The Company had entered into an agreement with Smt. Rajitha Koyyada on 25th November, 2022 setting out the powers and responsibilities for her role covering other terms and conditions of such appointment.

Pursuant to Sections 196, 197, 198 & 203 read with Schedule V of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, given that the initial three years of her appointment would conclude on 30th November, 2025, the Company would need to affix remuneration for the balance period of her tenure of two years with the approval of the members. The Company proposes to continue the remuneration of 2,00,000/- per month with an authority to the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, to revise such remuneration and also that the said remuneration be considered as minimum remuneration to be paid in the event of inadequacy of profits or loss. As per requirement of the Schedule V of the Companies Act 2013 and its applicable provisions and rules made thereunder members approval by way of special resolution is required for payment of minimum remuneration to a Whole-Time Director in case the same is in excess of limits prescribed under the Companies Act, 2013 in case of inadequate profits/ absence of profits.

The Nomination & Remuneration Committee, Audit Committee and Board of Directors of the Company at their respective meetings held on 04th September, 2025 have approved remuneration payable to Smt. Rajitha Koyyada for the remaining tenure of her appointment. The remuneration being paid to her is proposed to be continued as it is, details whereof are given below and the said remuneration be treated as the minimum remuneration payable to them going ahead.

Additional disclosure as mandated under Schedule V of the Companies Act, 2013 for payment of remuneration in the event of inadequate profits/absence of profits for Item No. 4 are included in the Notice as Annexure hereto.

The Board recommends the resolution for the remuneration payable Smt. Rajitha Koyyada, Whole-Time Director of the Company for approval of the members as a Special Resolution.

Except Smt. Rajitha Koyyada and Shri Rakesh Dommati (Spouse), none of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution(s), set out at Item No. 4 of this Notice.

Place: Hyderabad
Date: 04.09.2025

By order of the Board
For Retina Paints Limited
Sd/-
Madhu Solanki
Company Secretary
M.No. A75333
Address: Block No #2, Floors 2 & 3, Survey No.184 & 185 Opp Ganesh Kaman, Phase V, IDA, Cherlapa, lly, Rangareddi, Hyderabad, Telangana, India, 500051

ANNEXURE TO THE NOTICE

ADDITIONAL INFORMATION ON THE DIRECTOR RECOMMENDED FOR RE-APPOINTMENT OR VARIATION IN REMUNERATION TERMS AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND AS PER SECRETARIAL STANDARDS - 2

Name of the Director	Shri Rakesh Dommati
DIN	03214046
Date of Birth	04.04.1984
Age	41
Date of Appointment	01.12.2022
Nationality	Indian
Terms & Conditions of the appointment / re-appointment	As per the Agreement
Proposed Remuneration	60,00,000
Last Drawn Remuneration	60,00,000
Qualification	Master of Business Administration (M.B.A)
Profile, experience and Expertise in specific functional areas	Shri Rakesh Dommati, Promoter and Managing Director of the Company, holds a Master of Business Administration degree from Kakatiya University (2008). As the Founder and one of the first Directors, he has been closely associated with the Company's growth journey since inception and was appointed as Managing Director with effect from December 01, 2022, for a term of five years up to November 30, 2027. With over 12 years of experience across diverse sectors, he brings expertise in business development, execution of orders, operations management, and strategic planning. Known for his integrity, energy, and ability to deliver results in complex situations, he has consistently provided vision and leadership that drive innovation, execution excellence, and sustainable value creation for stakeholders.
No of Board Meetings attended during the	Eight (8)

year	
Inter-se relationship with other Directors and KMP of the Company	Spouse- Smt. Rajitha Koyyada
Chairmanship / Directorship of other Companies (excluding Foreign Companies and Section 8 Companies)	Retina Retail Limited- Director
Committee position held in other Companies	Nil
Shareholding in the Company	56,30,492 Equity Shares of Rs.10/- each.
Names of listed entities from which the person has resigned in the past three years	Nil
In case of an Independent Director, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA
Information as required pursuant to Bombay Stock Exchange Circular no. LIST/COMP/14/2018-19 and Circular of National Stock Exchange of India Limited having Ref No. NSE/CML/2018/24 dated June 20, 2018.	Shri Rakesh Dommati is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

Place: Hyderabad
Date: 04.09.2025

By order of the Board
For Retina Paints Limited
Sd/-

Madhu Solanki
Company Secretary
M.No. A75333

Address: Block No #2, Floors 2 & 3, Survey No.184 & 185 Opp Ganesh Kaman, Phase V, IDA, Cherlapa, Ily, Rangareddi, Hyderabad, Telangana, India, 500051

ANNEXURE TO THE NOTICE

ADDITIONAL INFORMATION IN TERMS OF SECTION 197 READ WITH SCHEDULE V OF THE COMPANIES ACT 2013, THE RELEVANT DETAILS FOR ITEM NO 6,7 AND 8 ARE AS UNDER:

I. General Information:

- a. **Nature of industry:** Manufacturing of Paints
- b. **Date or expected date of commencement of commercial production:** The Company was incorporated on 01st November, 2011 and its operating activities commenced thereafter.
- c. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not applicable.
- d. **Financial performance based on given indicators:** The financial and operating performance of the Company during last three financial years is as under:

(Rs. in thousands)

Particulars	2022-23	2023-24	2024-25
Revenue from operations	1,09,446.11	1,16,564.43	2,06,242.23
Total Income	1,12,449.87	1,73,235.17	2,10,093.83
Earnings before interest, tax, depreciation and amortization (EBITDA) before exceptional items	7,220.14	13,323.64	22,567.41
Profit/ (Loss) before tax	4,082.66	10,370.84	18,510.19
Profit/ (Loss) for the year after tax	3,007.08	7,423.74	13,039.42

- e. **Foreign investments or collaborations, if any:** Not Applicable

II. Information about the Directors:

- a. **Background Details, Recognition and awards, Job Profile and his/her Suitability**

i. Shri. Rakesh Dommati, Managing Director (DIN:03214046)

Shri Rakesh Dommati, Promoter and Managing Director of the Company, holds a Master of Business Administration degree from Kakatiya University (2008). As the Founder and one of the first Directors, he has been closely associated with the Company's

growth journey since inception and was appointed as Managing Director with effect from December 01, 2022, for a term of five years up to November 30, 2027.

With over 12 years of experience across diverse sectors, he brings expertise in business development, execution of orders, operations management, and strategic planning. Known for his integrity, energy, and ability to deliver results in complex situations, he has consistently provided vision and leadership that drive innovation, execution excellence, and sustainable value creation for stakeholders.

ii. Smt. Rajitha Koyyada, Whole-Time Director (DIN: 07108068)

Smt. Rajitha Koyyada, Promoter and Whole Time Director of the Company, holds a Master of Science degree from Osmania University (2008). She has been associated with the Company since its incorporation and was appointed as Whole Time Director with effect from December 01, 2022, for a tenure of five years up to November 30, 2027.

She actively oversees the production activities and overall management of the Company. With her continuous involvement and commitment, she plays a vital role in strengthening operational efficiency and supporting the Company's long-term growth.

b. Past Remuneration:

(Rs. in thousands)

Particulars	2022-23	2023-24	2024-25
Shri Rakesh Dommati, Managing Director, DIN: 03214046	4,000	6,000	6,000
Smt. Rajitha Koyyada, Whole-Time Director, DIN: 07108068	1,600	2,400	2,400

Other Disclosures:

- All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the directors-**
Remuneration is as per above table

- ii. **Details of fixed component and performance linked incentives along with the performance criteria-** No other incentives except the remuneration
- iii. **Service contracts, notice periods, severance fees-** As per agreement between Company and Directors.
- iv. **Stock option details, if any-** Not Applicable

c. Remuneration proposed: The Company proposes to continue with the above-mentioned remuneration for the proposed new term of the Directors.

Name and Designation of Director			Proposed Remuneration (Rs. in thousands) (per annum)
Shri Rakesh Dommati,	Managing Director,	DIN: 03214046	6,000
Smt. Rajitha Koyyada,	Whole-Time Director,	DIN: 07108068	2,400

d. Comparative remuneration profile with respect to industry size of the Company, profile of the position and person:

Name of the Director			Remuneration paid for the FY 2024-25 (Amount in Thousands)
Shri Rakesh Dommati,	Managing Director,	DIN: 03214046	6,000
Smt. Rajitha Koyyada,	Whole-Time Director,	DIN: 07108068	2,400

The remuneration paid by peer companies in the same industry as the Company to its Managerial Personnel are similar/ higher than the proposed overall managerial remuneration payable by the Company. Thus, the proposed remuneration of Managerial Personnel commensurate with the size of the Company, their profile & responsibilities, and the managerial remuneration paid in the same industry.

- e. Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel (or other director), if any.:** Shri Rakesh Dommati and Smt. Rajitha Koyyas are Husband and Wife.

III. Other Information:

a. Reasons for Loss or Inadequate Profits:

- i. The company acknowledges that rising raw material costs and global uncertainties may continue to challenge profitability through FY 2025-26.
- ii. However, management is confident that proactive measures will mitigate these external pressures in the long run.

b. Steps Taken / Proposed for Improvement:

- i. Cost Optimization for Efficiency: The Company is realigning its cost structure by streamlining operations, adopting technology-driven solutions, and implementing targeted efficiency measures, thereby ensuring a more agile and resilient organization.
- ii. Expansion Driving Profitability: The Company's expansion strategy, with an optimal mix of owned outlets and franchisee-driven growth, is enhancing market penetration and improving profitability through a balanced and scalable model.
- iii. Sustainable and Adaptive Business Model: A restructured business approach is being implemented to adapt to evolving market dynamics, enabling the Company to capture new opportunities, strengthen competitiveness, and drive long-term value creation.

c. Expected Increase in Productivity and Profits:

- i. Over the next few years, the company anticipates a significant improvement in productivity and profitability through its ongoing restructuring and expansion initiative
- ii. The cost optimization measures are expected to enhance operational efficiency and create a leaner, more agile organization.
- iii. The strategic integration of franchisee outlets with the company's own retail outlets will broaden market reach, strengthen revenue streams, and improve overall margins.

iv. With the adoption of a restructured business model aligned to global market dynamics, the company is well-positioned to seize emerging opportunities, thereby driving sustainable growth in both productivity and profits.

Place: Hyderabad
Date: 04.09.2025

By order of the Board
For Retina Paints Limited
Sd/-

Madhu Solanki
Company Secretary
M.No. A75333

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