

TRANSCRIPT OF THE PROCEEDINGS OF THE 2ND (POST CIRP) ANNUAL GENERAL MEETING OF RATHI GRAPHIC TECHNOLOGIES LIMITED HELD ON SEPTEMBER 30, 2026

MAS HOST

Yes, now you can start. Okay.

SAMEEKSHA

Ladies and gentlemen, I extend a warm welcome to all the members to the 2nd (Post Completion of the Corporate Insolvency Resolution Process) Annual General Meeting of Rathi Graphic Technologies Limited. This meeting is being held through Video Conferencing (“VC”) and Other Audio-Visual Means (“OAVM”) on the platform provided by NSDL, in compliance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

I am pleased to inform you that the requisite quorum for the meeting is present.

Before commencing the proceedings of the meeting, I would like to brief the members on certain important instructions for participation.

The facility to participate in the AGM through VC/OAVM has been provided to the members. The facility is available on a first-come-first-served basis, except for large shareholders, promoters, directors, key managerial personnel, auditors and other persons as required under applicable laws.

Members participating in the meeting may submit their questions or comments through the question box facility. These questions shall be taken up towards the end of the meeting. Participation of members through VC/OAVM shall be reckoned for the purpose of quorum in accordance with Section 103 of the Companies Act, 2013 and the MCA Circulars.

The facility for appointment of proxies is not applicable for this meeting. The proceedings of this AGM shall be deemed to be conducted at the registered office of the Company. The Company has provided remote e-voting facility as well as e-voting during the AGM through NSDL to enable members to exercise their voting rights.

Mr. Sameer Kishore Bhatnagar, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the e-voting conducted during the AGM. The transcript of the meeting shall be uploaded on the website of the Company.

Before proceeding further, I would like to introduce the Board members and other key officials present at this meeting through VC/OAVM.

- Mr. Nikunj Daga, Chairman and Managing Director of the Company;
- Mr. Gagninder Kumar Gandhi, Independent Director and Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders’ Relationship Committee;
- Ms. Jyoti Jha, Non-Executive Non-Independent Director;
- Mr. Himanshu Garg, representing M/s H.G. & Co., Chartered Accountants, Statutory Auditors of the Company; and
- Mr. Sameer Kishore Bhatnagar, Practicing Company Secretary, Secretarial Auditor and Scrutinizer for the Meeting.

The Statutory Registers and documents required to be made available for inspection at the AGM have been kept open for inspection in electronic mode during the continuance of the Meeting. Members desirous of inspecting the same may send their request to the email address mentioned in the AGM Notice.

I now request Mr. Nikunj Daga, Chairman, to address the Members.

CHAIRMAN'S ADDRESS

NIKUNJ DAGA

Am I audible?

SAMEEKSHA

Yes, Sir, you are audible.

NIKUNJ DAGA

So, good afternoon, ladies and gentlemen.

I am pleased to welcome you all to the 2nd Annual General Meeting of Rathi Graphic Technologies Limited following the implementation of the Resolution Plan under the Insolvency and Bankruptcy Code, 2016. The Company has made all feasible efforts to facilitate the participation of members in this Annual General Meeting through Video Conferencing/Other Audio-Visual Means and to enable them to exercise their voting rights on the items of business placed before the meeting.

The requisite quorum being present, I call the meeting to order.

It is an honour to address you as the Chairman of the Company. This Annual General Meeting provides an opportunity to take note of the Company's position following the implementation of the Resolution Plan and the transfer of management and control of the Company to the reconstituted Board with effect from February 7, 2025.

The financial year under review was largely a period of transition for the Company. During the year, the Company did not undertake any business operations. Following the assumption of management and control, the Board and management have been reviewing the Company's existing position, available resources and various possible avenues for the future of the Company. At this stage, the Company is evaluating the available options and possibilities in relation to its future operations.

The Board will consider the appropriate course of action based on the circumstances and interests of the Company and its stakeholders. Any decision in this regard will be taken after due consideration of the relevant commercial, operational and other factors.

I would like to place on record my appreciation for the cooperation extended by the members and other stakeholders during the resolution and implementation process. The Company continues to remain focused on maintaining appropriate governance standards and statutory compliances during this period.

The Board will continue to assess the position of the Company from time to time and take such steps as may be considered appropriate in the circumstances.

I thank all our members for their continued support and cooperation and look forward to their continued association with Rathi Graphic Technologies Limited.

Thank you. I now request the Company Secretary to continue with the proceedings of the meeting.

PROCEEDINGS BY THE COMPANY SECRETARY

SAMEEKSHA

Thank you so much.

The Notice convening this Annual General Meeting, together with the audited financial statements of the Company for the financial year ended March 31, 2026, and the Reports of the Board of Directors and the Auditors thereon, have already been circulated to the Members within the prescribed timelines. Physical communication containing the web link and navigation path for accessing the Annual Report and AGM Notice has also been sent to those Members whose email addresses were not registered with the Company.

The Statutory Auditors' Report, read together with the notes forming part of the financial statements, is self-explanatory and does not contain any qualification, reservation or adverse remark. Accordingly, with the consent of the Members, the same is taken as read.

The Secretarial Audit Report for the financial year under review contains an observation relating to the appointment of certain Additional Directors by the Monitoring Committee on February 7, 2025, and the subsequent approval by the Members. The said observation is self-explanatory and does not have any material adverse effect on the functioning of the Company and, accordingly, is not required to be read at this Meeting.

With the consent of the Members, the Report of the Board of Directors and the Notice convening this Annual General Meeting are taken as read.

The following resolutions are proposed to be passed at the meeting:

First: Adoption of the audited financial statements of the Company for the financial year ended March 31, 2026, together with the reports of the Board of Directors and Auditors thereon

Second: To appoint a director in place of Ms. Jyoti Jha (DIN: 10930742), who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment.

We now move on to our discussion with the members who have registered themselves as speakers with the Company for raising their queries.

I will quickly share a few guidelines for the question-and-answer session.

We will request the pre-registered shareholders to ask their questions one by one. Members are requested to unmute their microphone on their names being called before speaking, and they may also enable their webcam if they wish to appear on the video.

Members are requested to mention their name and location. Each shareholder shall have two minutes for their queries in order to give opportunity to all other pre-registered shareholders.

Once you have asked the question, you can mute yourself and continue to watch the proceedings.

Members may also note that the Company reserves the right to limit the number of members asking questions depending on the availability of time and all those members who are unable to speak due to connectivity issues would be allowed to speak once the other members have been given a chance to speak.

Those members who have not registered themselves as speakers can communicate and share their comments or queries, if any, through the communication box appearing on the screen.

The Company would reply to all those queries within 15 days. Members are requested to also quote their email ID along with the query in the communication box.

Thank you. Now I request the operator to invite the speaker shareholders for the question and answer session.

QUESTION-AND-ANSWER SESSION

MAS HOST

We have received a list of speaker shareholders.

First is Mr. Gagan Kumar. However, Mr. Gagan Kumar has not joined the meeting, ma'am.

SAMEEKSHA

Okay.

MAS HOST

Next is Ms. Charu Juneja.

Ms. Charu Juneja has not joined the meeting, ma'am.

SAMEEKSHA

Okay.

MAS HOST

Next is Mr. Rakesh Kumar.

Mr. Rakesh Kumar has not joined the meeting, ma'am.

SAMEEKSHA

Okay.

MAS HOST

Now, fourth is Mr. Manjeet Singh.

Mr. Manjeet Singh has also not joined the meeting, ma'am.

SAMEEKSHA

Okay.

MAS HOST

Fifth is Mr. Deepak Joshi.

Mr. Deepak Joshi has also not joined the meeting.

SAMEEKSHA

Okay.

MAS HOST

And the last is Mr. Manoj Bagadia.

Mr. Manoj Bagadia has not joined the meeting, ma'am.

SAMEEKSHA

Okay. So, as none of the speaker shareholders are available, we will proceed further.

The remote e-voting facility for the AGM commenced on Sunday, September 27, 2026, at 9:00 a.m. and concluded on Tuesday, September 29, 2026, at 5:00 p.m.

Members holding shares as on the cut-off date, i.e., Wednesday, September 23, 2026, were eligible to cast their votes through remote e-voting.

Members present at the AGM who have not exercised their voting rights through remote e-voting may now vote through the e-voting facility available during the meeting. The e-voting window shall remain open for the next 15 minutes.

All the resolutions set out in the Notice of AGM shall be deemed to be passed on September 30, 2026, subject to receipt of the requisite majority of votes.

The Scrutinizer shall, after the conclusion of the voting process, submit a consolidated Scrutinizer's Report. The results of the voting shall be declared within the prescribed time and shall be placed on the website of the Company, NSDL, and BSE Limited.

I thank all the Members for their participation and support. There being no other business to transact, with the permission of the Chairman, I hereby conclude the proceedings of the 2nd Post-CIRP Annual General Meeting of the Company.

Members are requested to cast their votes, if not already done, within the remaining voting period.

Thank you, everyone.

CS SAMEER

Thank you.