



TILAKNAGAR INDUSTRIES LTD.

CIN: L15420PN1933PLC133303

Registered Office: P.O. Tilaknagar, Tal. Shrirampur, Dist. Ahilyanagar, Maharashtra-413 720

Corporate Office: 3rd Floor, Industrial Assurance Building, Churchgate, Mumbai, Maharashtra-400 020

Email: investor@tilind.com, **Website:** www.tilind.com, **Phone:** +91 22 22831716/18,

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NOTICE

NOTICE is hereby given that the Extraordinary General Meeting (**EGM**) of the Members of Tilaknagar Industries Ltd. ("**the Company**") will be held on **Wednesday, August 20, 2025, at 10.30 a.m. IST** through Video Conferencing (**'VC'**) or Other Audio-Visual Means (**'OAVM'**) to transact the following Special Businesses:

1. INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION

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

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the provisions of the Memorandum and Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from Rs. 226,05,00,000 (Rupees Two Hundred and Twenty-Six Crores Five Lacs Only) divided into 22,60,50,000 (Twenty-Two Crores Sixty Lacs Fifty Thousand) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 310,00,00,000/- (Rupees Three Hundred and Ten Crores Only) divided into 31,00,00,000 (Thirty-One Crores) equity shares of Rs. 10/- (Rupee Ten only) each by creation of additional 8,39,50,000 (Eight Crores Thirty-Nine Lacs Fifty Thousand Only) Equity shares of Rs.10/- (Rupees Ten only) each ranking pari-passu with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Memorandum of Association be and is hereby altered by substituting the existing Clause V with the following new Clause V:

"V. The Authorised Share Capital of the Company is Rs. 310,00,00,000/- (Rupees Three Hundred and Ten Crores Only) divided into 31,00,00,000 (Thirty-One Crores) equity shares of Rs. 10/- (Rupees Ten only) each, with such rights, privileges and conditions attached thereto as are provided in the Articles of Association of the Company. The Company shall have the power to increase or reduce or consolidate or sub divide the capital of the Company for the time being and from time to time divide the shares of the new capital into several classes and denomination and to issue any shares of the original or new capital of the Company for the time being, with such privileges or conditions attached thereto respectively including rights to dividends in the distribution of assets of the Company from time to time in accordance with the Articles of Association of the Company and subject to the provisions of the Companies Act, 2013 for the time being in force".

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include the Finance Committee or any Committee duly constituted by the Board to exercise its powers, including powers conferred by this resolution), be and is hereby duly empowered and authorised to take all such steps and actions for the purpose of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Memorandum of Association and further to do all such acts, deeds, matters and things as it

may, in its absolute discretion, deem necessary and with power on behalf of the Company to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company.”

2. ISSUE OF EQUITY SHARES ON PREFERENTIAL ALLOTMENT

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the **“SEBI (ICDR) Regulations”**), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the **“SEBI Listing Regulations”**), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (**“SEBI Takeover Regulations”**), Foreign Exchange Management Act, 1999 (**“FEMA”**) and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Government of India, the Securities and Exchange Board of India (**“SEBI”**) and the Stock Exchanges where the shares of the Company are listed (**“Stock Exchanges”**), or any other authority / body and enabling provisions in the Memorandum and Articles of Association of the Company, and subject to necessary approvals, sanctions, permissions of appropriate statutory / regulatory and / or other authorities and persons, if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals / sanctions / permissions and / or consents, if any, and which may be agreed by the Board of Directors of the Company (hereinafter referred to as **“the Board”** which term shall be deemed to include Finance Committee or any committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), consent of the Members of the Company be and is hereby accorded to the Board, to create, offer, issue and allot at an appropriate time, in one or more tranches on a preferential basis, 1,43,80,000 (One Crore Forty Three Lacs Eighty Thousand) Equity Shares having face value of Rs. 10/- (Rupees Ten Only) each (**“Equity Shares”**) for cash at a price of Rs. 382/- (including a premium of Rs. 372/- per share) for an amount aggregating to Rs. 549,31,60,000 (Rupees Five Hundred and Forty Nine Crores Thirty One Lacs Sixty Thousand only) to Non-Promoter categories, as per the details mentioned below (**“Proposed Allottees”**), provided that the minimum price of Equity Shares so issued shall not be less than the price arrived at, in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations for preferential issue on such terms and conditions, as are stipulated in the explanatory statement attached with this resolution and in accordance with SEBI (ICDR) Regulations and applicable rules, laws and regulations;

Sr. No	Name of the Proposed Allottees	Category	No. of Equity Shares of Face Value Rs. 10/- each	Total Amount including premium (Rs.)
1	SMALLCAP World Fund, Inc.	Non-Promoter	65,50,000	2,50,21,00,000
2	Cohesion MK Best Ideas Sub-Trust	Non-Promoter	25,25,000	96,45,50,000
3	Bandhan Focused Fund	Non-Promoter	13,25,000	50,61,50,000
4	Abakkus Diversified Alpha Fund	Non-Promoter	8,60,000	32,85,20,000
5	Abakkus Growth Fund 2	Non-Promoter	8,60,000	32,85,20,000
6	Abakkus Diversified Alpha Fund 2	Non-Promoter	7,30,000	27,88,60,000

7	Aryabhata Global Assets Funds ICAV- Aryabhata India Fund	Non-Promoter	6,80,000	25,97,60,000
8	FLC InvestCo LLC	Non-Promoter	6,00,000	22,92,00,000
9	Ramesh S Damani Finance Private Limited	Non-Promoter	2,50,000	9,55,00,000
	TOTAL		1,43,80,000	5,49,31,60,000

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations the “Relevant Date” for the purpose of calculating the floor price for the issue of Equity Shares be and is hereby fixed as Monday, July 21, 2025, being the date 30 days prior to the date of the Extraordinary General Meeting i.e. Wednesday, August 20, 2025;

RESOLVED FURTHER THAT all such Equity Shares to be issued and allotted by the Board shall be subject to the provisions of Memorandum and Articles of Association of the Company and shall rank *pari passu* in all respects including dividend with the existing Equity Shares of the Company;

RESOLVED FURTHER THAT Equity Shares to be allotted within a period of 15 days from the later of (i) the date of the members resolution approving the allotment of Equity Shares or (ii) receipt of the last approval/ permission required for such allotment from any regulatory authority;

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, the names of the Proposed Allottees be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer cum application letter in Form No. PAS-4 be issued to the Proposed Allottees;

RESOLVED FURTHER THAT the monies received by the Company from the Proposed Allottees for application of Equity Shares pursuant to this preferential issue be kept by the Company in a separate bank account and the same be utilized after filing the Return of Allotment as per the Companies Act, 2013;

RESOLVED FURTHER THAT the Equity Shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and be issued in dematerialized form only and the said shares shall be subject to lock-in for such period as may be prescribed under Regulation 167 of the SEBI (ICDR) Regulations and subsequently will be listed on Stock Exchanges where the Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby jointly and severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation issuing clarification on the offer, issue and allotment of the Equity Shares, listing of Equity Shares on the Stock Exchanges as per the terms and conditions of SEBI Listing Regulations and other applicable Guidelines, Rules and Regulations, seeking approvals from lenders (where applicable), to execute the necessary documents and enter into contracts, arrangements, agreements (including appointment of agencies, intermediaries and advisor for the Preferential Issue), resolving all questions and doubts that may arise with respect to the offer, issue and allotment of Equity Shares and also to settle any question, difficulty or doubt that may arise in this regard without requiring to secure any further consent or approval of the Members of the Company;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers herein conferred, to Finance Committee or any committee or to one or more Directors or executives of the Company including making necessary filings with the Stock Exchanges, RBI and Regulatory Authorities, to execute any document on behalf of the Company, to represent the Company before any governmental authorities and to appoint any Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution.”

3. ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the **“SEBI (ICDR) Regulations”**), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the **“SEBI Listing Regulations”**), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (**“SEBI Takeover Regulations”**) and any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Government of India, the Securities and Exchange Board of India (**“SEBI”**) and the Stock Exchanges where the shares of the Company are listed (**“Stock Exchanges”**), or any other authority / body and enabling provisions in the Memorandum and Articles of Association of the Company, and subject to necessary approvals, sanctions, permissions of appropriate statutory / regulatory and / or other authorities and persons, if applicable and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals / sanctions / permissions and / or consents, if any, and which may be agreed by the Board of Directors of the Company (hereinafter referred to as **“the Board”** which term shall be deemed to include Finance Committee or any committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), consent of the Members of the Company be and is hereby accorded to the Board, to create, issue, offer and allot, from time to time, in one or more tranches, upto 4,57,15,000 (Four Crores Fifty Seven Lacs Fifteen Thousand) convertible warrants (**“Warrants”**) at a price of Rs. 382/- per Warrant with a right to the Warrant holders to apply for and be allotted 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) each of the Company (**“Equity Shares”**) at a premium of Rs. 372/- per share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, for an amount upto Rs. 17,46,31,30,000/- (Rupees One Thousand Seven Hundred and Forty Six Crores Thirty One Lacs Thirty Thousand only) to, the below mentioned promoter and non-promoter categories (**“Proposed Allottees”**) for cash and in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations and SEBI Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members:

Sr. No.	Name of the Proposed Allottees	Category	No. of Warrants	Investment Amount (in Rs.)
1.	Axana Estates LLP	Non-Promoter	98,15,000	3,74,93,30,000
2.	Amit Arun Dahanukar	Promoter	80,00,000	3,05,60,00,000
3.	TIMF Holdings	Non-Promoter	60,00,000	2,29,20,00,000
4.	Arpit Khandelwal	Non-Promoter	32,70,000	1,24,91,40,000
5.	QRG Investments and Holdings Limited	Non-Promoter	18,50,000	70,67,00,000
6.	Param Capital	Non-Promoter	18,50,000	70,67,00,000
7.	Chartered Finance & Leasing Limited	Non-Promoter	16,00,000	61,12,00,000
8.	Singularity Equity Fund I	Non-Promoter	12,00,000	45,84,00,000

9.	Singularity Growth Opportunities Fund II	Non-Promoter	12,00,000	45,84,00,000
10.	Singularity Large Value Fund I	Non-Promoter	10,00,000	38,20,00,000
11.	Marigold Wealth Trust	Non-Promoter	7,85,000	29,98,70,000
12.	Saraswati Commercial (India) Limited	Non-Promoter	7,00,000	26,74,00,000
13.	Umesh Kumar Agarwal	Non-Promoter	6,30,000	24,06,60,000
14.	Vijay Kumar Agarwal	Non-Promoter	6,30,000	24,06,60,000
15.	Raj Kumar Agarwal	Non-Promoter	6,30,000	24,06,60,000
16.	VM Vinimay Private Limited	Non-Promoter	6,00,000	22,92,00,000
17.	Shakti Finvest Private Limited	Non-Promoter	6,00,000	22,92,00,000
18.	S S Spirits LLP	Non-Promoter	6,00,000	22,92,00,000
19.	Amireddy Sneha Reddy	Non-Promoter	6,00,000	22,92,00,000
20.	Krishnakripa Holdings Pvt. Ltd.	Non-Promoter	5,20,000	19,86,40,000
21.	Geecee Ventures Limited	Non-Promoter	5,00,000	19,10,00,000
22.	Wealthwave Capital Fund	Non-Promoter	4,75,000	18,14,50,000
23.	Shardul Securities Limited	Non-Promoter	4,25,000	16,23,50,000
24.	Dnyaneshwar Trading and Investments Private Limited	Non-Promoter	4,00,000	15,28,00,000
25.	Nirmal Kumar Agrawal	Non-Promoter	2,90,000	11,07,80,000
26.	Astralit Investments Private Limited	Non-Promoter	2,50,000	9,55,00,000
27.	Aniruddh Mundra	Non-Promoter	2,50,000	9,55,00,000
28.	Atul Goel Family Trust	Non-Promoter	2,35,000	8,97,70,000
29.	Abans Finance Private Limited	Non-Promoter	1,75,000	6,68,50,000
30.	Bhavini Shah	Non-Promoter	1,50,000	5,73,00,000
31.	Singularity Equity Fund II	Non-Promoter	1,25,000	4,77,50,000
32.	Pradip Narayan Pai	Non-Promoter	1,20,000	4,58,40,000
33.	Rahul Suresh Jindal	Non-Promoter	90,000	3,43,80,000
34.	Dheeraj Ravella	Non-Promoter	85,000	3,24,70,000
35.	Ramadugu Karteek	Non-Promoter	65,000	2,48,30,000
Total			4,57,15,000	17,46,31,30,000

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations the “Relevant Date” for the purpose of calculating the floor price for the issue of Warrants be and is hereby fixed as Monday, July 21, 2025, being the date 30 days prior to the date of the Extraordinary General Meeting i.e. Wednesday, August 20, 2025.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to the following terms and conditions:

- a) The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each to the Warrant holders;
- b) An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s);
- c) Warrants shall be allotted within a period of 15 days from the later of (i) the date of the members resolution approving the allotment of Warrants or (ii) receipt of the last approval/ permission required for such allotment from any regulatory authority;
- d) In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company
- e) The price determined above and the number of Equity Shares to be allotted in the exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;
- f) Apart from the said right of adjustment mentioned in (e) above, the Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of members of the Company;
- g) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the SEBI Listing Regulations and all other applicable laws, rules and regulations;
- h) The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari passu* in all respects including dividend, with the existing Equity Shares of the Company; and
- i) The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies

(ROC), National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, seeking approvals from lenders (where applicable), to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the proposed allottees, and to delegate all or any of the powers conferred by the aforesaid resolutions on it to Finance Committee or any committee of Directors or any Director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, including without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard.”

For and on behalf of the Board of Directors

Place: Mumbai

Date: July 29, 2025

Registered Office:

P.O. Tilaknagar, Tal. Shrirampur,
Dist. Ahilyanagar, Maharashtra-413 720

Sd/-

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Company Secretary & Compliance Officer

NOTES

1. Ministry of Corporate Affairs ("MCA") vide its General Circulars Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being 9/2024 dated September 19, 2024, ('MCA Circulars') Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by SEBI ("the Circulars") has permitted the holding of the Extra Ordinary General Meeting ("**EGM**") through Video Conferencing ("VC") or through Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the **SEBI Listing Regulations**"), the SEBI Circulars and MCA Circulars, the EGM of the Company is being held through VC/OAVM facility. The Deemed Venue for the EGM shall be the Registered Office of the Company, i.e. P.O. Tilaknagar, Tal. Shirampur, Dist. Ahilyanagar, Maharashtra-413 720.
2. The EGM is being held pursuant to the MCA Circulars and the SEBI Circulars, through VC/OAVM facility, therefore physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

Corporate Members intending to authorise their representatives to attend & vote at the EGM through VC/OAVM facility on its behalf are requested to send duly certified copy of the relevant Board Resolution to the Company.

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

3. Members attending the EGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. Further, pursuant to the MCA and SEBI Circulars, the Notice of the EGM along with login details for joining the EGM through VC/OAVM facility including e-voting are being sent in electronic form only to those Members whose e-mail addresses are registered with the Company/Depositories. The Notice calling the EGM has been uploaded on the website of the Company at www.tilind.com. The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited (BSE) and The National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively and the EGM Notice is also available on the website of Central Depository Services (India) Limited (CDSL) (agency for providing the remote e-voting facility) i.e. www.evotingindia.com.
5. In compliance with the provisions of Regulation 44 of the SEBI Listing Regulations and Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has provided a facility of remote e-voting (e-voting from a place other than venue of the Meeting) to its Members to enable them to exercise their right to vote on the businesses proposed to be transacted at the EGM. Necessary arrangements have been made by the Company with CDSL to facilitate remote e-voting. The facility of casting votes by a Member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL. Only those Members who will be present in the EGM through VC/OAVM facility and have not cast 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 during the EGM.
6. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.

Voting Rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on the cut-off date i.e. Wednesday, August 13, 2025.

7. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), as amended, setting out the material facts in respect of the Special Business as per Item Nos. 1, 2 & 3 herein above, is annexed hereto and forms part of this Notice.
8. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of EGM, i.e. Wednesday, August 20, 2025. Members seeking to inspect such documents can send an email to investor@tilind.com.
9. Pursuant to Section 101 of the Act read with relevant Rules made thereunder, companies can serve Notice of EGM and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participants ('DP'). Members who have not registered their e-mail address with the Company can now register the same by sending an e-mail at investor@tilind.com and/or by sending a request to Bigshare Services Pvt. Ltd., Registrar and Share Transfer Agent (RTA) through e-mail at investor@bigshareonline.com or contact at (022) 6263 8200. Members holding Shares in demat form are requested to register their e-mail address with their DP only. The registered e-mail address will be used for sending future communications.
10. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for a long time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
11. The Notice of EGM will be sent to those Members/beneficial owners whose name will appear in the Register of Members/list of beneficiaries received from the Depositories as on Friday, July 25, 2025.
12. As per Regulation 40 of the SEBI Listing Regulations and, SEBI vide its Circular No. SEBI/ MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated listed companies to issue securities in dematerialised form only while processing service requests pertaining to 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.
13. SEBI has mandated the updation of PAN, contact, Bank account, specimen signature and nomination details, against folio / demat account. PAN is also required to be updated for participating in the securities market, deletion of name of deceased holder and transmission / transposition of shares. As per applicable SEBI Circular, PAN details are to be compulsorily linked to Aadhar details by the date specified by Central Board of Direct Taxes. Members are requested to submit PAN, or intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, specimen signature (as applicable) etc., to their Depository Participant ("DP") in case of holding in dematerialised form or to Company's Registrar and Share Transfer Agents through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable).
14. In view of the same and to eliminate all risks associated with physical shares and inherent benefits of dematerialization, Members are advised to dematerialise the shares held by them in physical form. Members can contact Bigshare Services Pvt. Ltd., the Registrar and Share Transfer Agent of the Company for further assistance in this regard.

15. Pursuant to Section 72 of the Act read with the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in single name are entitled to nominate a person to whom their shares in the Company shall vest in the event of their demise by sending a nomination in the prescribed Form No. SH-13 or make changes to their nomination details through Form SH-14 and Form ISR-3 duly filled in to Bigshare Services Pvt. Ltd., the Registrar and Share Transfer Agent of the Company. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.
16. Members holding shares in physical form are requested to approach Bigshare Services Pvt. Ltd., the Registrar and Share Transfer Agent of the Company at Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093 – 400 059, Tel: (022) 6263 8200, Fax: (022) 6263 8299, E-mail: investor@bigshareonline.com, Website: www.bigshareonline.com for:
 - a. intimating any change in their address and/or bank mandate;
 - b. submitting requests for transmission, name deletion, issue of duplicate share certificates, name change, split, consolidation, etc.;
 - c. nominating any person to whom the shares shall vest in the event of death;
 - d. updating/registering their e-mail address for correspondence; and
 - e. any other queries with respect to shares held by them.
17. Members holding shares in electronic form are hereby informed that the Company or its Registrar cannot act on any request received directly from them for any change of address and/or bank mandate or change in e-mail address. Such changes are to be intimated only to the Depository Participants of the Members.
18. Members are requested to quote their Client ID and DP ID in respect of shares held in electronic form and ledger folio number in respect of shares held in physical form in all their correspondence.
19. To support the 'Green Initiative', Members who have not registered their e-mail address for receiving all communications including Annual Report, Notices and Circulars, etc. from the Company electronically, are requested to register the same with their Depository Participants (for shares held in electronic form) and with Bigshare Services Pvt. Ltd., the Registrar and Share Transfer Agents of the Company (for shares held in physical form).
20. This EGM Notice is being sent, by e-mail, only to those eligible Members who have already registered their e-mail address with the Depositories/the depository participant/the Company's Registrar and Share Transfer Agent/the Company or who will register their e-mail address with RTA, on or before Friday, July 25, 2025.

Process for those Members whose email address/mobile number are not registered with the Company/Depositories, for procuring user id and password and registration of e-mail address/ mobile number for e-voting for the resolutions set out in this Notice:

Physical Holding	Send a request to Bigshare Services Pvt. Ltd., Registrar and Share Transfer Agent at info@bigshareonline.com providing your name, folio no., scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card and self-attested scanned copy of Aadhar Card, for registering e-mail address/mobile number.
Demat Holding	Please contact your DP and register your e-mail address/mobile number in your demat account, as per the process advised by your DP.

21. Any person who is not a Member as on the cut-off date should treat this Notice for information purpose only. Also, any person who acquires shares and becomes the Member of the Company after the dispatch of Notice of the Meeting and holding shares on the cut-off date i.e. Friday, July 25, 2025, may obtain login ID and password by sending a request at helpdesk.evoting@cdslindia.com.

22. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

- a. Member will be provided with a facility to attend the EGM through VC/OAVM through the CDSL e- voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. **The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.**
- b. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
- c. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d. 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.
- e. The Members can join the EGM 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 Members will be able to view the proceedings on CDSL's e-voting website i.e. www.evotingindia.com. The facility of participation at the EGM through VC/OAVM will be made available to at least 1,000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
- f. Members 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 seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investor@tilind.com.

Members who do not wish to speak during the EGM but have queries may send their queries in advance seven days prior to Meeting mentioning their name, demat account number/folio number, email id, mobile number at investor@tilind.com. These queries will be replied to by the company suitably by email.

- g. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting.
- h. Only those Members, who are 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 available during the EGM.

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

23. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE EGM ARE AS UNDER:-

- a. The procedure for e-voting on the day of the EGM is same as the instructions mentioned below for remote e-voting.
- b. 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.

24. INFORMATION AND OTHER INSTRUCTIONS RELATING TO REMOTE E-VOTING ARE AS UNDER:

The voting period begins on Sunday, August 17, 2025, at 09.00 a.m. and ends on Tuesday, August 19, 2025, at 05.00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, August 13, 2025, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of the SEBI Listing Regulations, listed entities are required to provide remote e- Voting facility to its Members, in respect of all Members' 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.

In terms of the above SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 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 e-mail Id in their demat accounts in order to access e-voting facility.

Pursuant to the above 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	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 & My Easi New (Token) Tab.

	<p>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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an 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 Shareholders holding securities in demat mode with NSDL	<p>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.</p> <p>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 Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>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</p>

	<p>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.</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider 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.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at 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 022- 23058738 and 022-

	23058542-43.
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: 022 - 4886 7000 and 022 - 2499 7000.

Login method for e-voting and joining virtual meeting for physical shareholders and other shareholders other than individual shareholders holding in Demat form.

- i. The Members should log on to the e-voting website www.evotingindia.com.
- ii. Click on Shareholders Module.
- iii. 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vi. 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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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)	<p>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.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or the Company, please enter the Member ID/Folio Number in the Dividend Bank details field.

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding shares in physical form will then reach directly the Company selection screen. However, Members 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.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - x. Click on the EVSN for “Tilaknagar Industries Ltd.” on which you choose to vote.
 - xi. 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.
 - xii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - xiii. 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.
 - xiv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - xv. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
 - xvi. If 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.
 - xvii. **ADDITIONAL FACILITY FOR NON-INDIVIDUAL SHAREHOLDERS AND CUSTODIANS FOR REMOTE VOTING ONLY**
 - Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves in the Corporates’ Modules.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e- mailed 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutiniser to verify the same.
 - Alternatively Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc., together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the scrutiniser and to the Company at the e-mail address viz investor@tilind.com if they have voted from individual tab & not uploaded same in the CDSL e-

voting system for the scrutiniser to verify the same.

xviii. 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 **Company/RTA email id**.
 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.
- xix. If you have any queries or issues regarding attending EGM & e-voting from the CDSL e-voting System, you can write an e-mail to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542-43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400 013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542-43.

25. The Board of Directors in its Meeting held on Tuesday, July 29, 2025 has appointed Advocate R. T. RajGuroo as scrutiniser to scrutinise the voting process (including remote e-voting) in a fair and transparent manner. He has communicated his willingness to be so appointed and will be available for the purpose of ascertaining the requisite majority. The scrutiniser shall, after the conclusion of voting at the Meeting, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall provide, not later than 48 hours from the conclusion of the Meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman & Managing Director of the Company or any person authorised by him in writing, who shall countersign the same and declare the results of the voting forthwith. The resolutions will be deemed to be passed on the date of the Meeting subject to receipt of requisite number of votes in favour of the resolutions.
26. The results declared along with the report of the scrutiniser shall be placed on the website of the Company i.e. www.tilind.com and on the website of the CDSL immediately after the declaration of the results by the Chairman & Managing Director of the Company or a person authorised by him in writing and also be displayed at the Registered and Corporate Office of the Company. The results shall also be immediately forwarded to the Stock Exchange(s) i.e. BSE Limited and National Stock Exchange of India Ltd.
27. Since the EGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 1

Presently, the Authorised Share Capital of the Company is Rs. 2,26,05,00,000/- (Rupees Two Hundred and Twenty Six Crores Five Lacs Only) divided into 22,60,50,000 (Twenty-Two Crores Sixty lacs and Fifty Thousand) Equity Shares having face value of Rs. 10/- (Rupees Ten Only) each.

Considering the size and the business operations and in order to facilitate the further capital issuances, the Board at its Meeting held on Tuesday, July 29, 2025, had recommended to increase the Authorised Share Capital from Rs. 2,26,05,00,000/- (Rupees Two Hundred and Twenty Six Crores Five Lacs Only) to Rs. 310,00,00,000/- (Rupees Three Hundred and Ten Crores Only) divided into 31,00,00,000 (Thirty-One Crores) equity shares of Rs. 10/- (Rupees Ten only) each by creation of additional 8,39,50,000 (Eight Crores Thirty Nine Lacs Fifty Thousand) Equity shares of Rs.10/- (Rupees Ten only) each.

The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company requires members' approval in terms of Sections 13 and 61 of the Companies Act, 2013.

A draft copy of the modified Memorandum of Association is available for inspection by the Members of the Company electronically during the normal business hours on any working day of the Company, up to the last date of e-voting.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item No. 1 of this EGM Notice.

The Board recommends an ordinary resolution set out at Item No. 1 of this EGM Notice for the approval of the Members.

ITEMS NO. 2 & 3

The Board of Directors of the Company ("**the Board**") at its Meeting held on Tuesday, July 29, 2025, subject to necessary approval(s), has approved the proposal for raising of funds in the following manner:

- a. Issue of 1,43,80,000 (One Crore Forty-Three Lacs Eighty Thousand) Equity Shares of face value Rs. 10/- (Rupees Ten Only) each ("Equity Shares") for cash at a price of Rs. 382/- (including a premium of Rs. 372/- per share) for an aggregate amount of Rs. 5,49,31,60,000 (Rupees Five Hundred and Forty-Nine Crores Thirty-One Lacs Sixty Thousand only) to Non-Promoter categories and
- b. Issue of 4,57,15,000 (Four Crores Fifty-Seven Lacs Fifteen Thousand) convertible warrants ("Warrants") at a price of Rs. 382/- per Warrant with a right to the Warrant holders to apply for and be allotted 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) each of the Company ("Equity Shares") at a premium of Rs. 372/- per share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, for an amount of Rs. 17,46,31,30,000/- (Rupees One Thousand Seven Hundred and Forty-Six Crores Thirty One Lacs Thirty Thousand only) to Promoter and Non-Promoters Categories.

Necessary information/ details in respect of the proposed Preferential Allotment of Equity Shares in terms of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI (ICDR) Regulations") are as under:

1. Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of securities to be issued and the Issue Price:

The Board of Directors of the Company at its Meeting held on Tuesday, July 29, 2025, had, subject to the approval of the Members of the Company ("Members") and such other approvals as may be required, approved the issue of the following:

- a. Issue of Equity shares having face value of Rs. 10/- (Rupees Ten Only) on a preferential basis, for cash consideration, in the following manner:

Sr. No .	Name of the Proposed Allottees	Category	PAN	No. of equity shares of Rs. 10/-each	Price of Each Security (including premium)	Total Amount (in Rs.)
1.	SMALLCAP World Fund, Inc.	Non-Promoter	AABCS3581L	65,50,000	382	2,50,21,00,000
2.	Cohesion MK Best Ideas Sub-Trust	Non-Promoter	AACTC7026Q	25,25,000	382	96,45,50,000
3.	Bandhan Focused Fund	Non-Promoter	AAETS9556K	13,25,000	382	50,61,50,000
4.	Abakkus Diversified Alpha Fund	Non-Promoter	AAJTA6159R	8,60,000	382	32,85,20,000
5.	Abakkus Growth Fund 2	Non-Promoter	AAITA5308D	8,60,000	382	32,85,20,000
6.	Abakkus Diversified Alpha Fund 2	Non-Promoter	AAKTA2389Q	7,30,000	382	27,88,60,000
7.	Aryabhata Global Assets Funds ICAV-Aryabhata India Fund	Non-Promoter	AAXCA9861B	6,80,000	382	25,97,60,000
8.	FLC InvestCo LLC	Non-Promoter	AAGCF3418C	6,00,000	382	22,92,00,000
9.	Ramesh S Damani Finance Private Limited	Non-Promoter	AABCR2756E	2,50,000	382	9,55,00,000
	TOTAL			1,43,80,000		5,49,31,60,000

b. Issue of convertible Warrants on a preferential basis, for cash consideration, in the following manner:

Sr. No.	Name of the Proposed Allottee	PAN	No. of equity shares of Rs. 10/-each	Price of Each Security (including premium)	Total Amount (in Rs.)
1.	Axana Estates LLP	ACHFA1784A	98,15,000	382	3,74,93,30,000
2.	Amit Arun Dahanukar	AADPD5278N	80,00,000	382	3,05,60,00,000
3.	TIMF Holdings	AAFCT0480M	60,00,000	382	2,29,20,00,000
4.	Arpit Khandelwal	ANXPK6134F	32,70,000	382	1,24,91,40,000
5.	QRG Investments and Holdings Limited	AAACA1955D	18,50,000	382	70,67,00,000
6.	Param Capital	AAPFP7724D	18,50,000	382	70,67,00,000
7.	Chartered Finance & Leasing Limited	AABCC0777C	16,00,000	382	61,12,00,000
8.	Singularity Equity Fund I	ABDTS7326R	12,00,000	382	45,84,00,000
9.	Singularity Growth Opportunities Fund II	ABETS2755B	12,00,000	382	45,84,00,000
10.	Singularity Large Value Fund I	ABKTS9644M	10,00,000	382	38,20,00,000
11.	Marigold Wealth Trust	AAJTM2878D	7,85,000	382	29,98,70,000
12.	Saraswati Commercial (India) Limited	AAECS7943P	7,00,000	382	26,74,00,000
13.	Umesh Kumar Agarwal	ABMPA7420R	6,30,000	382	24,06,60,000
14.	Vijay Kumar Agarwal	ABWPA2938A	6,30,000	382	24,06,60,000
15.	Raj Kumar Agarwal	ABWPA2916L	6,30,000	382	24,06,60,000
16.	VM Vinimay Private Limited	AADCV1363R	6,00,000	382	22,92,00,000
17.	Shakti Finvest Private Limited	AADCS7413D	6,00,000	382	22,92,00,000
18.	S S Spirits LLP	AEGFS5110K	6,00,000	382	22,92,00,000
19.	Amireddy Sneha Reddy	CXVPS8375J	6,00,000	382	22,92,00,000
20.	Krishnakripa Holdings Pvt. Ltd.	AAACK7152N	5,20,000	382	19,86,40,000
21.	Geecee Ventures Limited	AAACG3914A	5,00,000	382	19,10,00,000
22.	Wealthwave Capital Fund	ACBFM8211G	4,75,000	382	18,14,50,000
23.	Shardul Securities Limited	AAACS7141R	4,25,000	382	16,23,50,000
24.	Dnyaneshwar Trading and Investments Private Limited	AACCD6513G	4,00,000	382	15,28,00,000
25.	Nirmal Kumar Agrawal	ABIPA1098B	2,90,000	382	11,07,80,000
26.	Astralit	AAWCA8354N	2,50,000	382	9,55,00,000

	Investments Private Limited				
27.	Aniruddh Mundra	AKFPM7824D	2,50,000	382	9,55,00,000
28.	Atul Goel Family Trust	AAHTA1007A	2,35,000	382	8,97,70,000
29.	Abans Finance Private Limited	AADCS7186D	1,75,000	382	6,68,50,000
30.	Bhavini Shah	AAHPS2001E	1,50,000	382	5,73,00,000
31.	Singularity Equity Fund II	ABKTS5972J	1,25,000	382	4,77,50,000
32.	Pradip Narayan Pai	AABPP6659D	1,20,000	382	4,58,40,000
33.	Rahul Suresh Jindal	AFIPJ6597G	90,000	382	3,43,80,000
34.	Dheeraj Ravella	AVYPR4996D	85,000	382	3,24,70,000
35.	Ramadugu Karteek	BVVPR6879M	65,000	382	2,48,30,000
	TOTAL		4,57,15,000		17,46,31,30,000

- The amount paid against Warrants shall be adjusted/ set-off against the issue price for the resultant Equity Shares. The terms and conditions of the Preferential Allotment of the Equity Shares and Warrants are as stated in the Resolution.
- Each Warrant shall be convertible into 1 (one) Equity Share of the Company;
- An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of allotment of warrants and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the right of conversion of Warrant(s) into equity shares of the Company.

2. Objects of the Preferential Allotment:

The Company intends to utilize the proceeds raised through the Preferential Issue ("Issue Proceeds") towards Acquisition of Imperial Blue Brands and General Corporate Purpose.

Name of the Object	Amount (In INR Crores)	Tentative timeline for utilisation from the date of receipt of funds	Mode in which funds will be kept until fully utilised
Acquisition of Brand	1,300.00	12 months	Till such time the issue proceeds are fully utilized, the issue proceeds will be kept either in the Corporate Bank Account(s) of the Company, or it shall be parked in the form of Fixed Deposit(s)/Investment in Mutual Funds.
Working Capital	500.00	15 months	
General Corporate Purposes*	495.63	15 months	
Total	2295.63		

The Company may have to revise the funding requirements and deployment on account of a variety of factors such as our financial and market condition, business and strategy, competition, and other external factors such as changes in the business environment and interest, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose.

Subject to compliance with applicable laws and approval from the Board of the Directors of the Company, in case of any variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a

particular purpose may be financed from internal accruals, additional equity and/or debt arrangements or by surplus funds available in respect of the other purposes for which funds are being raised in the Issue (except towards general corporate purposes).

*The Issue Proceeds allocated towards general corporate purposes includes, inter alia, meeting ongoing general corporate exigencies and contingencies, stamp duty, advisory fees, insurance, processing fees, hedging fees as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws (referred to above as **“General Corporate Purposes”**).

3. Relevant Date:

In terms of the provisions of Chapter V of the SEBI (ICDR) Regulations relevant date for determining the floor price for the Preferential Allotment of the Equity Shares is Monday, July 21, 2025, being the date 30 days prior to the date of this Extraordinary General Meeting i.e. Wednesday, August 20, 2025.

4. Basis on which the price has been arrived at and justification for the price (including premium, if any):

The shares of the Company are frequently tradable on BSE Limited and National Stock Exchange of India Limited (NSE) in accordance with the SEBI (ICDR) Regulations.

For the purpose of computation of the price for each Equity Share, trading volumes NSE for the period set out below has been accordingly considered.

The pricing for the shares on preferential allotment is calculated as per Regulation 164 (1) read with Regulation 166A (1) of SEBI (ICDR) Regulations which is higher of or B as detailed below:

A. The price which is higher of the following, as per Regulation 164(1):

- a) 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date - Rs. 330.80 per share or
- b) 10 trading days volume weighted average prices of the related equity shares quoted on the recognised stock exchange preceding the relevant date – Rs. 381.78 per share

B. The price determined by an Independent Registered Valuer, as per Regulation 166A

Fair Value determined by CA Harsh Chandrakant Ruparelia, Independent Registered Valuer (IBBI Reg. No.: IBBI/RV/05/2019/11106) vide the valuation report dated July 29, 2025 is Rs. 366.59/- per Share

In terms of the applicable provisions of the SEBI (ICDR) Regulations, the floor price shall be Rs. 381.78/- (Rupees Three hundred and Eighty-One and Seventy-Eight paise only), being higher of the above A or B.

The pricing of the Equity Shares to be allotted on preferential basis is Rs. 382/- (Rupees Three Hundred and Eighty-Two only) per Equity Share and the pricing of the Warrants convertible into equivalent number of Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each is Rs. 382/- (Rupees Three Hundred and Eighty-Two only) per Convertible Warrant which is not lower than the floor price determined in accordance with the applicable provisions of SEBI (ICDR) Regulations.

Adjustments for Warrants: The price determined above and the number of Equity Shares to be allotted on exercise of the right of conversion of Warrant shall be subject to appropriate adjustments, as permitted under applicable rules, regulations and laws as applicable from time to time.

5. Monitoring Agency

Pursuant to Regulation 162A of the SEBI (ICDR) Regulations, since the proceeds from the Preferential Issue exceed Rs.100 Crores (Rupees One Hundred Crores only), the Company is required to appoint a SEBI registered external credit rating agency to act as the Monitoring Agency.

Accordingly, the Board of Directors of the Company, at its meeting held on Tuesday, July 29, 2025, approved the appointment of CRISIL Ratings Limited, a SEBI-registered external credit rating agency with SEBI Reg No. IN/CRA/001/1999, as the Monitoring Agency to monitor the utilisation of proceeds from the Preferential Issue in compliance with the requirements prescribed under Regulation 162A of the SEBI (ICDR) Regulations.

6. Valuation Report:

Since the allotment to one or more proposed allottees, acting in concert exceeds 5% of post issue fully diluted share capital, CA Harsh Chandrakant Ruparelia, an Independent Registered Valuer with IBBI Reg No. IBBI/RV/05/2019/11106 was appointed under Regulation 166A(1) of SEBI (ICDR) Regulations. The Valuation report dated July 29, 2025 has been obtained from him. The report is accessible on the website of the Company, i.e. www.tilind.com.

7. Amount which the Company intends to raise by way of such securities:

Rs. 22,95,62,90,000/- (Rupees Two Thousand Two Hundred and Ninety-Five Crores Sixty-Two Lakhs Ninety Thousand only).

8. Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Allotment:

The promoters of the Company have expressed their intent to participate in the proposed preferential issue as a reflection of their ongoing commitment and confidence in the Company's growth prospects. Their participation is also aligned with the Company's objective of raising funds to support its strategic initiatives. Specifically, Mr. Amit Dahanukar, Promoter and Chairman & Managing Director of the Company, has conveyed his intention to subscribe to the proposed preferential allotment upto 80,00,000 convertible equity warrants.

Apart from Mr. Amit Dahanukar and his relatives, none of the other Promoters, Directors, or Key Managerial Personnel of the Company have indicated any intention to apply for or subscribe to the proposed preferential issue.

9. Time frame within which the Preferential Allotment shall be completed:

As required under the SEBI (ICDR) Regulations, the Equity Shares and Warrants shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

Upon exercise of the option by the proposed allottees to convert the convertible securities within the tenure specified, the allotment of equity shares pursuant to exercise of the convertible securities shall be completed within 15 days from the date of such exercise by the proposed allottees.

10. Name of the proposed allottees, class and percentage of post Preferential Issue capital that may be held by them:

Name of the Proposed Allottees	Class	Pre-Issue Holding		Post Issue of Equity Shares and Conversion of Warrants in this Issue	
		No. of Shares	% of Share holding	No. of Shares	% of Share holding
SMALLCAP World Fund, Inc.	Equity	-	-	65,50,000	2.58%
Cohesion MK Best Ideas Sub-Trust	Equity	-	-	25,25,000	0.99%
Bandhan Focused Fund	Equity	-	-	13,25,000	0.52%
Abakkus Diversified Alpha Fund	Equity	-	-	8,60,000	0.34%
Abakkus Growth Fund 2	Equity	-	-	8,60,000	0.34%
Abakkus Diversified Alpha Fund 2	Equity	-	-	7,30,000	0.29%
Aryabhata Global Assets Funds ICAV-Aryabhata India Fund	Equity	-	-	6,80,000	0.27%
FLC InvestCo LLC	Equity	-	-	6,00,000	0.24%
Ramesh S Damani Finance Private Limited	Equity	-	-	2,50,000	0.10%
Axana Estates LLP	Warrants	-	-	98,15,000	3.87%
Amit Arun Dahanukar	Warrants	2,68,44,552	13.85%	3,48,44,552	13.72%
TIMF Holdings	Warrants	-	-	60,00,000	2.36%
Arpit Khandelwal	Warrants	-	-	32,70,000	1.29%
QRG Investments and Holdings Limited	Warrants	-	-	18,50,000	0.73%
Param Capital	Warrants	-	-	18,50,000	0.73%
Chartered Finance & Leasing Limited	Warrants	-	-	16,00,000	0.63%
Singularity Equity Fund I	Warrants	3,75,000	0.19%	15,75,000	0.62%
Singularity Growth Opportunities	Warrants	-	-	12,00,000	0.47%

Fund II					
Singularity Large Value Fund I	Warrants	-	-	10,00,000	0.39%
Marigold Wealth Trust	Warrants	-	-	7,85,000	0.31%
Saraswati Commercial (India) Limited	Warrants	-	-	7,00,000	0.28%
Umesh Kumar Agarwal	Warrants	-	-	6,30,000	0.25%
Vijay Kumar Agarwal	Warrants	-	-	6,30,000	0.25%
Raj Kumar Agarwal	Warrants	-	-	6,30,000	0.25%
VM Vinimay Private Limited	Warrants	-	-	6,00,000	0.24%
Shakti Finvest Private Limited	Warrants	-	-	6,00,000	0.24%
S S Spirits LLP	Warrants	51,58,333	2.66%	57,58,333	2.27%
Amireddy Sneha Reddy	Warrants	-	-	6,00,000	0.24%
Krishnakripa Holdings Pvt. Ltd.	Warrants	-	-	5,20,000	0.20%
Geecee Ventures Limited	Warrants	-	-	5,00,000	0.20%
Wealthwave Capital Fund	Warrants	-	-	4,75,000	0.19%
Shardul Securities Limited	Warrants	25,000	0.01%	4,50,000	0.18%
Dnyaneshwar Trading and Investments Private Limited	Warrants	-	-	4,00,000	0.16%
Nirmal Kumar Agrawal	Warrants	-	-	2,90,000	0.11%
Astralit Investments Private Limited	Warrants	-	-	2,50,000	0.10%
Aniruddh Mundra	Warrants	-	-	2,50,000	0.10%
Atul Goel Family Trust	Warrants	-	-	2,35,000	0.09%
Abans Finance Private Limited	Warrants	-	-	1,75,000	0.07%
Bhavini Shah	Warrants	-	-	1,50,000	0.06%
Singularity Equity Fund	Warrants	-	-	1,25,000	0.05%

II					
Pradip Narayan Pai	Warrants	-	-	1,20,000	0.05%
Rahul Suresh Jindal	Warrants	-	-	90,000	0.04%
Dheeraj Ravella	Warrants	-	-	85,000	0.03%
Ramadugu Karteek	Warrants	-	-	65,000	0.03%
Total		3,24,02,885	16.72%	9,24,97,885	36.43%

11. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter

The proposed allottees comprise individuals from both the promoter group and the non-promoter category. The proposed allotment, if approved, will not lead to any change in the control or management of the Company. The detailed pre- and post-issue shareholding pattern, along with the categorization of allottees, has been provided separately in the explanatory statement to this notice.

12. Shareholding pattern of the Company before and after the Preferential Allotment:

The shareholding pattern of the Company giving the position as on the latest available BENPOS dated Friday, July 25, 2025, being the latest practicable date prior to the approval of Board of Directors of the Company and issuance of notice to the Members of the Company and after assuming conversion of all Warrants into Equity Shares is provided as **Annexure "A"** to the Notice.

13. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Allotment:

Name of the Proposed Allottee	Category of Investors	Pre-issue equity holding (As on 25/07/2025)		Post Issue of Equity shares and Conversion of Warrants in this Issue		Identity of Natural Persons who are the Ultimate Beneficial Owners
		No. of Shares	% of Share holding	No. of Shares	% of Share holding	
SMALLCAP World Fund, Inc.	Equity	-	-	65,50,000	2.58%	Hong T. Lee*
Cohesion MK Best Ideas Sub-Trust	Equity	-	-	25,25,000	0.99%	i. Spike Hughes (Director) ii. Gireesh Nadge, (CIO)
Bandhan Focused Fund	Equity	-	-	13,25,000	0.52%	Exempt as it's a Mutual Fund
Abakkus Diversified Alpha Fund	Equity	-	-	8,60,000	0.34%	Sunil Singhania
Abakkus Growth Fund 2	Equity	-	-	8,60,000	0.34%	Sunil Singhania
Abakkus Diversified Alpha Fund 2	Equity	-	-	7,30,000	0.29%	Sunil Singhania
Aryabhata Global Assets Funds ICAV-Aryabhata India Fund	Equity	-	-	6,80,000	0.27%	Sunil Singhania
FLC InvestCo LLC	Equity	-	-	6,00,000	0.24%	i. Dhruv Goyal ii. Pravesh Kochar iii. Nitin Nohria

Ramesh S Damani Finance Private Limited	Equity	-	-	2,50,000	0.10%	Ramesh S Damani
Axana Estates LLP	Warrants	-	-	98,15,000	3.87%	i. Mithun Padam Sacheti ii. Siddhartha Sacheti iii. Arpit Khandelwal
Amit Arun Dahanukar	Warrants	2,68,44,552	13.85%	3,48,44,552	13.72%	NA
TIMF Holdings	Warrants	-	-	60,00,000	2.36%	Shashin Shah
Arpit Khandelwal	Warrants	-	-	32,70,000	1.29%	NA
QRG Investments and Holdings Limited	Warrants	-	-	18,50,000	0.73%	i. Anil Rai Gupta ii. Vinod Gupta iii. Sangeeta Rai Gupta iv. Surjit Kumar Gupta v. Ameet Kumar Gupta
Param Capital	Warrants	-	-	18,50,000	0.73%	Mukul Mahavir Agrawal
Chartered Finance & Leasing Limited	Warrants	-	-	16,00,000	0.63%	i. Sanjay Kothari ii. Meenakshi Kothari iii. Madhusudan Kela iv. Madhuri Kela
Singularity Equity Fund I	Warrants	3,75,000	0.19%	15,75,000	0.62%	Dr. Shikha Bagai**
Singularity Growth Opportunities Fund II	Warrants	-	-	12,00,000	0.47%	Dr. Shikha Bagai**
Singularity Large Value Fund I	Warrants	-	-	10,00,000	0.39%	Dr. Shikha Bagai**
Marigold Wealth Trust	Warrants	-	-	7,85,000	0.31%	Nishant Kailash Agarwal
Saraswati Commercial (India) Limited	Warrants	-	-	7,00,000	0.28%	Exempt as it's a Listed Entity
Umesh Kumar Agarwal	Warrants	-	-	6,30,000	0.25%	NA
Vijay Kumar Agarwal	Warrants	-	-	6,30,000	0.25%	NA
Raj Kumar Agarwal	Warrants	-	-	6,30,000	0.25%	NA
VM Vinimay Private Limited	Warrants	-	-	6,00,000	0.24%	Vivek Saraogi
Shakti Finvest Private Limited	Warrants	-	-	6,00,000	0.24%	Dilip Kumar Atha
S S Spirits LLP	Warrants	51,58,333	2.66%	57,58,333	2.27%	i. Muthyam Reddy Kukunoor ii. Narasimha Reddy Tumu iii. Alwal Reddy Nallavelly iv. N Anish Reddy
Amireddy Sneha Reddy	Warrants	-	-	6,00,000	0.24%	NA
Krishnakripa Holdings Pvt. Ltd.	Warrants	-	-	5,20,000	0.20%	i. Mr. Arvind Ashok Maheshwari ii. Ashutosh Maheshwari
Geecee Ventures Limited	Warrants	-	-	5,00,000	0.20%	Exempt as it's a Listed Entity
Wealthwave Capital Fund	Warrants	-	-	4,75,000	0.19%	Siddharth Rajgaria.
Shardul Securities Limited	Warrants	25,000	0.01%	4,50,000	0.18%	Exempt as it's a Listed Entity
Dnyaneshwar Trading and Investments Private Limited	Warrants	-	-	4,00,000	0.16%	Rajesh Sharma
Nirmal Kumar Agrawal	Warrants	-	-	2,90,000	0.11%	NA

Astralit Investments Private Limited	Warrants	-	-	2,50,000	0.10%	i. Rajyavardhan Sonthalia ii. Riya Vijay Jindal iii. Shaurya Vardhan Sonthalia
Aniruddh Mundra	Warrants	-	-	2,50,000	0.10%	NA
Atul Goel Family Trust	Warrants	-	-	2,35,000	0.09%	Anju Goel
Abans Finance Private Limited	Warrants	-	-	1,75,000	0.07%	Exempt as its Wholly Owned Subsidiary of Listed Entity
Bhavini Shah	Warrants	-	-	1,50,000	0.06%	NA
Singularity Equity Fund II	Warrants	-	-	1,25,000	0.05%	Dr. Shikha Bagai**
Pradip Narayan Pai	Warrants	-	-	1,20,000	0.05%	NA
Rahul Suresh Jindal	Warrants	-	-	90,000	0.04%	NA
Dheeraj Ravella	Warrants	-	-	85,000	0.03%	NA
Ramadugu Karteek	Warrants	-	-	65,000	0.03%	NA
Total		3,24,02,885	16.72%	9,24,97,885	36.43%	

*In absence of Natural Person, Hong T. Lee has been identified as relevant natural person/beneficial owner.

**In absence of Natural Person, Dr. Shikha Bagai has been identified as relevant natural person/beneficial owner.

14. Change in Control or Management, if any, that would occur in the Company consequent to the Preferential Issue:

There shall be no change in management or control of the Company pursuant to the aforesaid issue of Equity Shares (including those arising from exercise of the right of conversion of Warrants) and the issue of the Warrants. However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

15. Justification for offer being made for consideration other than cash together with the valuation report of the Registered Valuer:

Not applicable.

16. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

The Company has not made any preferential allotment during the current financial year FY 2025-26.

17. Lock-in Period:

The Equity Shares and Warrants shall be locked in for such period as may be specified under the SEBI (ICDR) Regulations.

18. Practicing Company Secretary's Certificate

The certificate Dipti Nagori & Associates, Practicing Company Secretary, having its office at 1001, 10th Floor, H2 Cypress, Highland Gardens, Dhokali, Thane west 400608, certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations shall be available for inspection by the Members at the EGM and is also available on the website of the Company on www.tilind.com.

19. Material terms of the proposed Preferential Issue of the Equity Shares:

The material terms of the proposed preferential issue of the Equity Shares are stipulated in the special as set out at Item No. 2 & 3 of this Notice.

20. Other disclosures:

- a) The allotment to one or more of the proposed allottees, acting in concert in the present preferential issue is more than 5% of the post issue fully diluted share capital of the issuer. CA Harsh Chandrakant Ruparelia, an Independent Registered Valuer with IBBI Reg No. IBBI/RV/05/2019/11106 was appointed under Regulation 166A(1) of SEBI (ICDR) Regulations. The Valuation report dated July 29, 2025 has been obtained from him.
- b) Neither the Company nor its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoters is a fugitive economic offender as defined under the SEBI (ICDR) Regulations;.
- c) The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI (ICDR) Regulations;
 - The equity shares shall be allotted in dematerialized form to the proposed allottee;
 - The Company has no outstanding dues to SEBI, the stock exchanges or the depositories;
 - As the Equity Shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI (ICDR) Regulations governing re-computation of the price of shares shall not be applicable;
 - The proposed allottees have not sold or transferred any Equity Shares of the Company during the 90 trading days preceding the relevant date;
 - The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by SEBI thereunder;
 - Issue of the said Equity Shares (including those arising from exercise of Warrants) would be well within increased Authorised Share Capital of the Company.
 - Since the promoters are not pledging any shares that are either subject to lock-in or already locked-in under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the provisions of Regulation 167A shall not be applicable.

Accordingly, the approval of the Members of the Company is hereby sought by way of special resolution for authorizing the Board of Directors of the Company to create, offer, issue and allot Equity Shares of the Company as specifically described in the resolutions set out at Item Nos. 2 and 3 of this Notice.

The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the Item Nos. 2 & 3 in the accompanying notice for approval by the Members.

Apart from Mr. Amit Dahanukar, Promoter and Chairman & Managing Director and his relatives, none of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise in the said resolution, except to the extent of their shareholding, if any, in the Company.

For and on behalf of the Board of Directors

Place: Mumbai
Date: July 29, 2025

Sd/-
Minuzeer Bamboat
Company Secretary & Compliance Officer

Registered Office:
P.O. Tilaknagar, Tal. Shrirampur,
Dist. Ahilyanagar, Maharashtra-413 720

Pre-issue and Post Issue Shareholding pattern:

Sl. No.	Category	Pre - Preferential issue Shareholding (as on July 25, 2025)		Post - Issue of Preferential Shareholding (Proposed - Post Issue of Equity Shares and Conversion of Warrants)	
		Number of equity shares	%	Number of equity shares	%
A	Promoter Share Holding				
	(a) Individuals / HUF	6,08,16,499	31.38%	6,88,16,499	27.10%
	(b) Bodies Corporate	1,66,41,961	8.59%	1,66,41,961	6.55%
	Total Promoters' Shareholding (A)	7,74,58,460	39.97%	8,54,58,460	33.66%
B	Public Share Holding				
	1 Government of India (B)(1)	Nil	0.00%	Nil	0.00%
	2 Institutions (B) (2)				
	(a) Foreign Portfolio Investors	3,18,90,662	16.45%	4,22,45,662	16.64%
	(b) Mutual Funds / Financial Institutions/ Banks / AIF	24,89,920	1.28%	1,02,64,920	4.04%
	(c) Foreign Investors Others	Nil	0.00%	60,00,000	2.36%
	Sub-Total Institutions(B) (2)	3,43,80,582	17.74%	5,85,10,582	23.04%
	3 Non-Institutions				
	(a) Individual	4,56,03,248	23.53%	5,21,63,248	20.54%
	(b) Bodies Corporate	1,51,51,564	7.82%	3,34,36,564	13.17%
	(c) Non-Resident Indian (NRI)	23,82,970	1.23%	26,32,970	1.04%
	(d) Trust & Others	1,88,36,926	9.72%	2,17,06,926	8.55%
	Sub-Total Non-Institutions (B) (3)	8,19,74,708	42.30%	10,99,39,708	43.30%
	Total Public Shareholding(B)= (B)(1)+(B)(2)+(B)(3)	11,63,55,290	60.03%	16,84,50,290	66.34%
	TOTAL (A) + (B)	19,38,13,750	100.00%	25,39,08,750	100.00%

a. The pre-issue shareholding pattern is as on July 25, 2025.

b. The post-issue shareholding is arrived after considering all the preferential allotments proposed to be made under this notice and on fully diluted basis.

c. 16,70,599 ESOPs outstanding as on date, have not been considered in the above pre and post-issue shareholding pattern