PARTNERSHIPS IN PRACTICE

September 18, 2025

To,

BSE Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

BSE Scrip Code: 543413

National Stock Exchange of India Limited
The Listing Department
Exchange Plaza, Plot No. C/1, G Block,
Bandra – Kurla Complex, Bandra (East)
Mumbai – 400 051

NSE Symbol: TEGA

Subject: Notice of Extraordinary General Meeting of Members of the Company

Dear Madam/ Sir,

In terms of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations, 2015"), we wish to inform you that the Extraordinary General Meeting ("EGM") of the Company will be held on Friday, October 10, 2025, at 11:00 a.m. at Mini Auditorium, Science City, Kolkata. The Notice of EGM along with the explanatory statement, is attached herewith.

In accordance with the relevant circulars issued by Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India, ("SEBI") the Notice is being dispatched electronically to those Members whose email addresses are registered with the Company / Depositories.

The Notice of EGM is also being uploaded on the Company's website and can be accessed at https://www.tegaindustries.com/

This is for your information and records please.

Thanking you,

Yours faithfully,

For **Tega Industries Limited**

MANJUREE RAI
Digitally signed by MANJUREE RAI
Date: 2025.09.18 18:54:29 +05'30'

Manjuree Rai
Company Secretary & Compliance Officer
Membership No. A12858

Enclosed: As stated above

NOTICE

NOTICE is hereby given that the Extraordinary General Meeting ("EGM") of the Members of Tega Industries Limited (the "Company") will be held on **Friday, October 10, 2025, at 11:00 A.M. (IST)**, at Science City, Mini Auditorium, JBS Haldane Avenue, Kolkata – 700046, West Bengal, India to transact the following businesses:

SPECIAL BUSINESS

1. Approve increase in the limits of Investments to be made by the Company in other Bodies Corporate under Section 186 of the Companies Act, 2013.

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

   "**RESOLVED THAT** in supersession of the earlier resolutions passed by the shareholders in this regard and pursuant to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) applicable regulations framed by the Securities and Exchange Board of India, if any, enabling provisions of the Memorandum and Articles of Association of the Company and such other applicable laws and regulations including the Foreign Exchange Management Act, 1999 (and regulations framed thereunder), the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include person(s) authorised and/or committee of directors), be and is hereby, unanimously authorised to (a) make investments, (b) give loans (c) provide guarantees, or security or any other financial comfort in connection with loans given to any bodies corporate and/or persons and / or (d) acquire whether by way of subscription, purchase or otherwise, the securities of any other bodies corporate, whether in India or outside, which may or may not be subsidiary(ies) of the Company, from time to time in one or more tranches, and take all decisions and steps as the Board may think fit in its sole discretion, in respect of any such investments, loans, guarantees, financial comforts and security provided including the timing, terms and conditions, not exceeding the amount of Rs. 4,000 Crores (Rupees Four Thousand Crores only), over and above the limits as specified in Section 186 of the Act, read with the applicable rules, circulars or clarifications thereunder.

   RESOLVED FURTHER THAT the Board, be and is hereby, unanimously authorised to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution, settling any questions, difficulties or doubts that may arise, and negotiation and execution of any definitive documents in this regard".

2. Approve increase in the Borrowing Powers of the Company under Section 180(1)(c) of the Companies Act, 2013.

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

"**RESOLVED THAT** in supersession of the earlier resolutions passed by the shareholders of the Company in this regard and pursuant to the provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 (the "Act"), read with the applicable rules framed thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), such other applicable laws and regulations, enabling provisions of the Memorandum and Articles of Association of the Company and subject to the permissions, approvals, consents and sanctions as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever necessary, the consent of the shareholders of the Company, be and is hereby, accorded to the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof) to borrow all such sums of money from time to time, on such security and on such terms and conditions as the Board may deem fit in its sole discretion, whether in Indian or foreign currency, for the purposes of the business of the Company, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), including rupee equivalent of foreign currency loans (such rupee equivalent being calculated at the exchange rate prevailing as on the date of the relevant loan agreement or such other dates as may be agreed with the Company's bankers) may exceed the aggregate of the paid-up share capital of the Company, free reserves and securities premium, provided, however, the total amount so borrowed (other than temporary loans from the Company's bankers) and outstanding at any point of time shall be up to a sum of Rs. 2,000 Crores (Rupees Two Thousand Crores Only).

RESOLVED FURTHER THAT subject to the provisions of the Act, the rules made thereunder and other applicable laws (if any), the borrowings stated above may be secured or unsecured, and shall include, but shall not be limited to, fund based or non-fund based assistance, term loan, guarantees, working capital facilities, overdraft facilities, lines of credit, inter corporate deposits, credit facilities, external commercial borrowings or any other form of financial assistance, from any person including but not limited to any company, individual, body corporate, banks, related parties, financial institutions or any other person, whether Indian or foreign, in any form including but not limited to by way of draw-down or issue of securities, whether in India or outside India, upon such terms & conditions as regards to interest, repayment, tenor, security or otherwise, as the Board may determine and think fit under any law for the time being in force.

RESOLVED FURTHER THAT the Board, be and is hereby, authorized to finalize, settle and execute all such documents / deeds / papers / writings / agreements as may be required and do all such acts, deeds, matters, and things as it may in its absolute discretion think fit to give effect to this Resolution."

3. Approve creation of hypothecation, mortgage, pledge, charges or any other encumbrance on the movable and immovable properties of the Company, both present and future, in respect of borrowings under Section 180 (1)(a) of the Companies Act, 2013.

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

"**RESOLVED THAT** in supersession of the earlier resolutions passed by the shareholders of the Company in this regard and pursuant to the provisions of section 180(1)(a) of the Companies Act, 2013, (the "Act") and other applicable provisions of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and all other enabling provisions of the Memorandum and Articles of Association of the Company, the consent of the shareholders of the Company, be and is hereby, accorded to the Board of Directors (the "Board") to hypothecate/mortgage/ pledge and/or create security interest of every nature or any other encumbrance in such form and manner and with such ranking and at such time(s) and on such terms as the Board may determine, on all or any immovable and movable properties of the Company, wherever situated, both present and future or the whole or substantially the whole of the undertaking(s) of the Company in favour of or for the benefit of the banks/ financial institutions/ alternate investment funds/ other bodies corporate and trustees for the holders of instruments /securities for securing any loans of the Company or obtaining any other facility, together with interest, costs, charges, expenses and any other monies payable by the Company within the overall borrowing powers delegated to the Board of Directors from time to time pursuant to section 180(1)(c) of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (including any Committee of the Board), be and is hereby, authorized to finalise, settle and execute such documents/deeds/writings/papers/agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to resolve any question, difficulty or doubt that may arise in relation thereto or otherwise considered by the Board to be in the best interest of the Company."

4. Approve raising of funds by way of issuance of Equity Shares, debt securities and/ or other Eligible Securities (convertible/ non-convertible) through permissible modes, including but not limited to a private placement, preferential allotment qualified institutions placement or through other permissible mode and/ or combination thereof.

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c), 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations framed thereunder (including any amendments, statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment, modification, variation or re-enactment thereof) ("ICDR Regulations"), the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities)

Regulations, 2021 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, to the extent applicable, and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the listing agreement(s) entered into by the Company with the National Stock Exchange of India Limited and BSE Limited (together the "Stock Exchanges") where the Equity Shares having face value of Rs. 10 (Rupees Ten) each of the Company ("Equity Shares") are listed, the provisions of the Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and/ or re- enactment(s) thereof ("FEMA"), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and Foreign Exchange Management (Debt Instruments) Regulations, 2019, as amended from time to time, the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India ("GOI"), and all other applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable, as amended from time to time, issued by the GOI, the Reserve Bank of India ("RBI"), the Ministry of Corporate Affairs ("MCA"), the Registrar of Companies, the Securities and Exchange Board of India ("SEBI"), Stock Exchanges, and/ or any other regulatory/ statutory authorities, in India or abroad from time to time, to the extent applicable and subject to such approvals, permits, consents and sanctions of any regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee of the Board duly constituted to exercise its powers including powers conferred under this resolution) and subject to any other alterations, modifications, conditions, changes and variations that may be decided by the Board in its absolute discretion, the consent of the shareholders, be and is hereby, accorded to the Board to create, offer, issue and allot (including with provisions for reservations on firm and/ or competitive basis, for such part of issue and for such categories of persons as may be permitted by applicable law) with or without green shoe option, such number of Equity Shares, and/ or other securities convertible into Equity Shares (including warrants, or otherwise), fully convertible debentures, with or without warrants and/or partly convertible debentures, and/ or any security convertible into Equity Shares (hereinafter collectively referred to as "Securities"), or any combination thereof, in one or more tranches, in Rupee denomination, in the course of domestic offerings, in terms of the applicable regulations and as permitted under the applicable laws, in such manner and in consultation with the lead manager(s) / book running lead manager(s) and/or other advisor(s) or otherwise, for an aggregate amount not exceeding Rs. 4,000 Crores (Rupees Four Thousand Crores only) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) at such price or prices as may be permissible under applicable law by way of public issue, preferential allotment, private placement, including one or more Qualified Institutions Placement ("QIP") in accordance with the provisions of Chapter VI of the ICDR Regulations, or through any other permissible mode and/or combination thereof as may be considered appropriate under applicable law, to such investors that may be permitted to invest in such issuance of Securities, including eligible Qualified Institutional Buyers ("QIBs") (as defined in the ICDR Regulations), foreign/resident investors (whether institutions,

incorporated bodies, mutual funds, trusts, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors, qualified foreign investors, Indian and/ or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, stabilizing agents, pension funds and/or any other categories of investors, whether or not such investors are shareholders of the Company, to all or any of them, jointly or severally through an offer/placement document and/or other letter or circular ("Offering Circular") as may be deemed appropriate, at the sole discretion of the Board, in such manner and on such terms and conditions, including the terms of the issuance, security, fixing of record date, and at such price, whether at prevailing market price(s) or at a premium or discount to market price as may be permitted under applicable law and/or as may be permitted by the relevant regulatory/ statutory authority, with authority to retain oversubscription up to such percentage as may be permitted under applicable regulations, in such manner and on such terms as may be deemed appropriate by the Board at its absolute discretion (the "Issue") at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the lead manager(s) / book running lead manager(s) and/ or underwriter(s) and/ or other advisor(s) to be appointed by the Company for such issue and without requiring any further approval or consent from the shareholders.

RESOLVED FURTHER THAT in the event the proposed issuance of Securities is undertaken by way of a QIP in terms of Chapter VI of the ICDR Regulations (hereinafter referred to as "Eligible Securities" within the meaning of the ICDR Regulations):

i. the allotment of Eligible Securities (or any combination of Eligible Securities as may be decided by the Board) shall only be to QIBs as defined in the ICDR Regulations;

ii. the Eligible Securities proposed to be offered, issued and allotted shall be fully paid up and in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company, the Act and other applicable laws;

iii. the Equity Shares proposed to be issued/ allotted by the Company shall rank pari-passu with the existing Equity Shares of the Company in all respects, including entitlement to dividend and voting rights, if any, from the date of allotment thereof, and shall be subject to the requirements of all applicable laws;

iv. the allotment of Eligible Securities shall be completed within a period of 365 days from the date of this Special Resolution or such other time as may be allowed under the ICDR Regulations from time to time and the Company shall not undertake any subsequent QIP until the expiry of 2 weeks or such other time as may be prescribed in the ICDR Regulations, from the date of prior QIP made pursuant to one or more special resolutions;

v. the Eligible Securities shall not be eligible to be sold by the allottee for a period of 1 year from the date of allotment, except on a recognized

stock exchange, or such other time, except as may be allowed under the ICDR Regulations from time to time;

vi. no single allottee shall as per Regulation 180(2) of ICDR Regulations shall be allotted more than 50% of the issue size and the minimum number of allottees shall be as per the ICDR Regulations;

vii. the tenure of convertible or exchangeable Eligible Securities issued shall not exceed 60 months from the date of allotment;

viii. the relevant date for the purpose of pricing (a) in case of issue of the Equity Shares ("Relevant Date") shall be the date of the meeting in which the Board or any other Committee duly authorized by the Board decides to open the proposed QIP of Equity Shares as Eligible Securities and/ or (b) in case of convertible Eligible Securities, either the date of the meeting in which the Board or duly authorized Committee decides to open the proposed issue of such convertible securities or the date on which holders of the Eligible Securities become eligible to apply for Equity Shares, as may be determined by the Board or duly authorized Committee or such date as may be permitted under ICDR Regulations, as amended from time to time;

ix. the issue shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the ICDR Regulations ("QIP Floor Price") subject to appropriate adjustments in accordance with the provisions of the ICDR Regulations, as may be applicable and the Board may, at its absolute discretion and in consultation with the lead managers or book running lead managers, also offer a discount of not more than 5% or such other percentage as may be permitted under applicable law to the QIP Floor Price;

x. the number and/or price of the Equity Shares to be issued on conversion of Securities into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, consolidation of outstanding Equity Shares into a smaller number of shares, issue of equity shares by way of capitalization of profits or reserves (other than by way of dividend on shares), or any such capital or corporate re-organisation or restructuring, which in the opinion of the Stock Exchanges require adjustment;

xi. a minimum of 10% of the Eligible Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;

xii. no partly paid-up Equity Shares or other Eligible Securities shall be issued/allotted; and

xiii. no allotment shall be made, either directly or indirectly, to any person who is a promoter or any person related to promoters in terms of the ICDR Regulations.

RESOLVED FURTHER THAT the Board shall have the authority to decide such price or prices in such manner and where necessary, in consultation with the lead managers and/or book running lead managers and/or underwriters and/or other advisors or otherwise on such terms and conditions as the Board may, in its absolute discretion, decide in terms of ICDR Regulations, and all other applicable laws, regulations and guidelines, whether or not any proposed investor(s) are existing shareholders of the Company, which shall not be less than the price as determined in accordance with relevant provisions of the ICDR Regulations and any other applicable law, rule or regulation.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities or Equity Shares on conversion of Securities, the Board, be and is hereby, authorised on behalf of the Company to seek listing of any or all of such Securities or Equity Shares as the case may be, on one or more Stock Exchanges.

RESOLVED FURTHER THAT the Board shall have the authority and power to accept any modification in the proposal as may be required or imposed by SEBI/Stock Exchanges where the shares of the Company are listed or such other appropriate authorities at the time of according/granting their approvals to issue, allotment and listing thereof and as agreed to by the Board.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approvals, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed while granting such approvals or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per applicable law and prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional Equity Shares or variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board, be and is hereby, authorised in its absolute discretion, in such manner as it may deem fit, to dispose of such Securities that are not subscribed in accordance with applicable law.

RESOLVED FURTHER THAT for the purpose of giving effect to the Issue, the Board, be and is hereby, authorized, on behalf of the Company, to take all actions and do all such acts, deeds, actions and sign such documents as may be required in furtherance of, or in relation to, or ancillary to the Issue, including the finalization and approval of the draft as well as final offer document(s), and any addenda or corrigenda thereto, as applicable, with any applicable regulatory authorities or agencies (including applications for listing and trading), as may be required, determining the form and manner of the Issue, identification and class of the

investors to whom the Securities are to be offered, utilization of the issue proceeds and make arrangements for the use of proceeds of the issue to be monitored by a credit rating agency registered with SEBI, in accordance with ICDR Regulations, severally authorising any Director(s) or Officer(s) of the Company to sign offer documents, execute any necessary documents, agreements, forms, deeds, appointment of intermediaries, open and close the period of subscription of the Issue, determine the issue price, premium amount on issue/conversion of the Securities, if any, rate of interest and all other terms and conditions of the Securities, signing of declarations, file any necessary forms with regulatory authorities and allot the Securities and to amend, vary or modify any of the above as the Board may consider necessary, desirable or expedient and to take such steps and to do all such acts, deeds and things as they may deem fit and proper for the purpose of the Issue and resolve and settle or give instructions or directions for settling all questions or difficulties that may arise in regard to such Issue without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution and all actions taken by the Board or any Committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of these resolutions be and are hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint/engage merchant bankers, lead manager(s) or book running lead manager(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, credit rating agencies, debenture trustees, guarantors, stabilizing agents, consultants, professional firms and all such agencies as are or may be required to be appointed, involved or concerned at such fee, commission, brokerage or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies and to seek the listing of such Eligible Securities issued on the Stock Exchanges, as applicable.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board, in consultation with the lead manager(s) or book running lead manager(s), underwriters, advisors and/or other persons as appointed by the Company, be and is hereby, authorized to determine the form and terms of the Issue, including the class of investors to whom the Eligible Securities are to be allotted, number of Eligible Securities to be allotted in each tranche, issue price (including premium, if any), face value, premium amount on issue, number of Eligible Securities, the price, premium or discount on issue, fixing of record date or book closure and related or incidental matters, listing on one or more stock exchanges in India and/or abroad, as the Board in its absolute discretion deems fit.

RESOLVED FURTHER THAT the Board, be and is hereby, authorised to delegate (to the extent permitted by law) all or any of the powers conferred herein by this resolution to any Committee of directors or any Director(s) of the Company, in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds and things as they may deem fit and proper for the purposes of the Issue and settle any questions or difficulties that may arise in this regard to the Issue."

5. Approve preferential issue of securities to certain investors on a Private Placement basis

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

"RESOLVED THAT pursuant to: (i) the provisions of Sections 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules, regulations, notifications and clarifications issued thereunder, including Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, each as amended (collectively, the "Act"); (ii) the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"); (iii) the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") and the listing agreements entered into by the Company with the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (BSE and NSE, collectively the "Stock Exchanges") on which the equity shares of face value of Rs. 10 (Rupees Ten) each of the Company are listed; (iv) the provisions of the Foreign Exchange Management Act, 1999, and the rules and regulations issued thereunder, each as amended, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended; (v) the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Government of India ("GOI"), the Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI") and the Stock Exchanges and subject to the receipt of regulatory, statutory or other approvals, consents, permissions, sanctions or intimations from any other regulatory or statutory authorities under any other applicable law, each as amended from time to time (such law, "Applicable Law") and such conditions and modifications as may be prescribed, stipulated or imposed by any of such statutory, regulatory or other authorities while granting any such approvals, consents, permissions or sanctions, the consent and approval of the Shareholders of the Company, be and is hereby, accorded to the Board of Directors of the Company (the "Board", which term shall be deemed to include any committee(s) duly constituted / to be duly constituted by the Board) to create, issue, offer and allot, such number of Equity Shares (as defined hereinafter), through preferential issue on a private placement basis, for cash consideration, in one or more tranches, aggregating up to INR 2000.60 Crores, comprising of 100,33,090 fully-paid equity shares of face value INR 10/- each of the Company ("Equity Shares"), at an issue price INR 1994/- (including the premium of INR 1984/-) per Equity Share, to the proposed allottees, in the manner as set out below, (each identified investor or proposed allottee hereinafter individually or collectively referred to as "Proposed Allottees") on such other terms and conditions as, may be determined by the Board in its discretion, in accordance with the SEBI ICDR Regulations and other Applicable Law and the expression of interest/ letter of intent/ commitment letters received from each of the Proposed Allottees (the "Issue") in the manner as follows:

Sl. No.	Name of the proposed allottees	Category	Max no. of shares to be issued & allotted	Amount (INR Crores)
1	Nihal Fiscal Services Private Limited	Promoter	2,20,661	44.00
2	Mehul Mohanka	Promoter	1,50,451	30.00
3	Madan Mohan Mohanka	Promoter	1,50,451	30.00
4	Manju Mohanka	Promoter	1,00,300	20.00
5	Arvan Mohanka Family Trust	Promoter Group	25,075	5.00
6	Amayra Mohanka Family Trust	Promoter Group	25,075	5.00
7	Manish Mohanka Benefit Trust	Promoter Group	1,00,300	20.00
8	Tata Mutual Fund	Public	25,07,522	500.00
9	Bandhan Mutual Fund	Public	10,53,159	210.00
10	Tata AIA Life Insurance Company Limited	Public	10,03,009	200.00
11	ICICI Prudential Mutual Fund	Public	7,52,256	150.00
12	Tata AIG General Insurance Co Ltd.	Public	5,01,504	100.00
13	Mukul Mahavir Agrawal	Public	5,01,504	100.00
14	Genesis Advertising Private Limited	Public	5,01,504	100.00
15	Mahindra Manulife Mutual Fund	Public	3,25,977	65.00
16	Aditya Birla Sun Life AMC	Public	3,00,902	60.00
17	Cohesion Mk Best Ideas Sub-Trust	Public	3,00,902	60.00
18	360 One Mutual Fund	Public	2,50,752	50.00
19	ITI Mutual Fund	Public	2,50,752	50.00
20	Anjana Projects Private Limited	Public	2,00,601	40.00
21	Vikash Somani	Public	1,50,451	30.00
22	Ratnabali Equity Private Limited	Public	1,25,376	25.00
23	Sushma Anand Jain	Public	1,00,300	20.00
24	Devansh Trademart LLP	Public	75,225	15.00
25	Suresh Kumar Somani	Public	67,703	13.50
26	Ratnabali Investment Private Limited	Public	62,688	12.50
27	Jaishree Somani	Public	60,180	12.00
28	Eriska Investment Fund Limited	Public	50,150	10.00
29	Nexome Capital Markets Limited	Public	25,075	5.00
30	Divya Somani	Public	22,567	4.50
31	Daljit Singh Sahney	Public	20,060	4.00

Sl. No.	Name of the proposed allottees	Category	Max no. of shares to be issued & allotted	Amount (INR Crores)
32	Namita Somani	Public	12,537	2.50
33	Sakhi Singhi	Public	10,030	2.00
34	Abhinav Chandak	Public	5,015	1.00
35	Nameeta Redhu Mohanka	Public	5,015	1.00
36	Sharad Kumar Khaitan	Public	2,507	0.50
37	Madhu Dubhashi	Public	2,006	0.40
38	Anand Sen	Public	1,504	0.30
39	Ashwani Maheshwari	Public	1,253	0.25
40	Sanjeev Kumar Mishra	Public	1,003	0.20
41	Krishanu Das	Public	1,003	0.20
42	Manjuree Rai	Public	752	0.15
43	Rupam Kumar Das	Public	551	0.11
44	Trisha Jain	Public	501	0.10
45	Shiraj Chakraborty	Public	501	0.10
46	Tapanjyoti Goswami	Public	501	0.10
47	Richa Dhingra	Public	501	0.10
48	Shivam Nigam	Public	451	0.09
49	Himanshu Raijada	Public	401	0.08
50	Malvika Singh	Public	351	0.07
51	Ravindra Kumar Dhing	Public	300	0.06
52	Jayanta Kumar Bajpayee	Public	250	0.05
53	Manish Manwani	Public	250	0.05
54	Ashim Sarkar	Public	250	0.05
55	Sourav Sen	Public	250	0.05
56	Raktim Adhikari	Public	250	0.05
57	Abhishek Tantia	Public	225	0.04
58	Dipankar Bakshi	Public	150	0.03
59	Kartick Saha	Public	150	0.03
60	Saurav Roy	Public	125	0.02
61	Sudha Nautiyal	Public	125	0.02
62	Sathish Babu E	Public	100	0.02
63	Nagaraj G	Public	100	0.02
64	Sandip Mukherjee	Public	100	0.02
65	Rupak Kumar Das	Public	100	0.02
66	Pintu Kumar Halder	Public	100	0.02
67	Santanu Dasmahapatra	Public	100	0.02

Sl. No.	Name of the proposed allottees	Category	Max no. of shares to be issued & allotted	Amount (INR Crores)
68	Chauhan Abhirajsinh	Public	100	0.02
69	Abhishek	Public	100	0.02
70	Krishna Pal Singh	Public	100	0.02
71	Sumit Sourav Pahi	Public	100	0.02
72	Anirban Das	Public	100	0.02
73	Basanta Pravat Saha	Public	100	0.02
74	Pralay Dutta	Public	100	0.02
75	Prantick Swarnakar	Public	100	0.02
76	Aniruddha Chattaraj	Public	75	0.01
77	Bikash Kumar Shaw	Public	75	0.01
78	Biswa Kumar Acharjee	Public	50	0.01
79	Ashok Kumar Mishra	Public	50	0.01
80	Sandip Giri	Public	50	0.01
81	Manojit Sen	Public	50	0.01
82	Debashis Koley	Public	50	0.01
83	Pradeep Kumar Das	Public	50	0.01
84	Mrinal Kanti Roy	Public	50	0.01
85	Koushik Karanjai	Public	50	0.01
	Total		**1,00,33,090**	**2,000.60**

RESOLVED FURTHER THAT the "Relevant Date" in terms of the applicable provisions of Regulation 161 of Chapter V of SEBI ICDR Regulations for determination of the floor price for the issue of Equity Shares is September 10, 2025 (being the working day which is 30 (thirty) calendar days prior to the date of the extraordinary general meeting scheduled to be held for the purpose of seeking approval of the shareholders of the Company for issue of the securities, i.e., October 10, 2025).

RESOLVED FURTHER THAT the Equity Shares to be issued as part of the Issue to the Proposed Allottees pursuant to the Preferential Issue (such Equity Shares, the "New Equity Shares") shall be issued and allotted on the terms and conditions prescribed under applicable law, including:

(a) the New Equity Shares shall be fully paid up and rank *pari passu* with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and shall be subject to the provisions of all applicable laws and shall be subject to the requirements as per the Memorandum of Association and Articles of Association of the Company.

(b) the New Equity Shares shall be allotted in dematerialised form within a period of 15 (Fifteen) days from the date of receipt of shareholders' approval,

provided that, where the issue and allotment of New Equity Securities is pending on account of pendency of approval from any regulatory authority or statutory authority (including but not limited to SEBI, Stock Exchanges and Competition Commission of India ("CCI"), as applicable) or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals;

(c) the price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations, and laws, as applicable from time to time;

(d) The entire pre-preferential equity shareholding of the Proposed Allottees, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations;

(e) the New Equity Shares shall be subject to lock-in for such period as specified in the provisions of Regulation 167 of Chapter V of SEBI ICDR Regulations and any other applicable law for the time being in force ;

(f) the New Equity Shares shall be listed and traded on the stock exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be;

(g) the New Equity Shares shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under the SEBI ICDR Regulations except to the extent and in the manner permitted thereunder;

(h) the Proposed Allottees shall, at the time of allotment of New Equity Shares, pay an amount equivalent to the consideration for the Equity Shares to be allotted in line with the requirements of Regulation 169(1) of the SEBI ICDR Regulations;

(i) The consideration for allotment of New Equity Shares shall be paid to the Company from the bank account of the Proposed Allottees.

RESOLVED FURTHER THAT subject to the SEBI ICDR Regulations and other applicable law, Mr. Mehul Mohanka, Managing Director & Group CEO, Mr. Sharad Kumar Khaitan, Chief Financial Officer and Ms. Manjuree Rai, Company Secretary & Compliance Officer (hereinafter collectively, the "Authorised Persons"), be and are hereby authorised to finalise, approve, vary, modify and alter the terms and conditions of the Issue and/or of the New Equity Shares, as the Board may deem fit in its sole discretion, and may be mutually agreed upon with the Proposed Allottee(s), without requiring any further approval or consent from the shareholders, including the price and discount, and to make a private placement offer to the relevant Proposed Allottee(s) (recorded in form PAS-5 as prescribed under the Act) through the private placement offer letter prescribed in Form PAS-4 under the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Authorised Persons be and are hereby, severally authorized on behalf of the Company to do all such acts, deeds, matters and take all such steps as may be necessary, for the purpose of giving effect to any invitation to offer, offer, issue or allotment of New Equity Shares, including without limitation to negotiate, sign and execute all agreements, deeds, memoranda, undertakings, instruments, papers, writings or other documents, as may be required in this regard including without limitation private placement offer letters (along with the application forms), expressions of interest, letters of intent and/or commitment letters, and to engage, appoint all intermediaries including without limitation consultants, monitoring agencies, lawyers and advisors, and to enter into and execute all such agreements/ arrangements/ memorandum of understanding/ expressions of interest/ letters of intent/ commitment letters with them, as may be considered necessary or appropriate, and to settle all questions, difficulties or doubts that may arise and take all steps which are incidental and ancillary in this connection, in regard to the Issue, offer and allotment of the New Equity Shares including in relation to utilization of issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the shareholders or otherwise to the end and intent that the shareholders shall be deemed to have given their approval hereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to these resolutions the Board be and is hereby authorised to delegate all or any of the powers herein conferred upon it by these resolutions to any other committee(s) of the Board or one or more directors, executives, officers or representatives of the Company or to any other person, as may be necessary to give effect to the above resolutions and all actions taken by such persons in connection with any matters referred to or contemplated in the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Authorised Persons and Committee of the Board of Directors, be and are hereby authorized severally on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation, approval of final price and any rounding off of number of SHARES, circulation of the private placement offer letter in Form PAS-4 as prescribed under the Act, to engage, appoint all intermediaries including, without limitation, consultants, monitoring agencies, lawyers and advisors, and to enter into and execute all such agreements/arrangements/memorandum of understanding with them, to make application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose of resolving and settling any questions and difficulties that may arise in the proposed issue, offer and allotment of the New Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders."

By the Order of the Board of Directors
For Tega Industries Limited
Sd/-
Manjuree Rai
Company Secretary and Compliance Officer
Membership No. A12858

Date: 18 September, 2025
Place: Kolkata

NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") setting out material facts concerning the business with respect to Item No. 1,2,3, 4 and 5 is annexed hereto and forms part of this Notice.

2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS UP TO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY I.E., GODREJ WATERSIDE, TOWER-II, OFFICE NO.807,8TH FLOOR, BLOCK DP-5, SALT LAKE SECTOR V, BIDHANNAGAR, KOLKATA – 700091, NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING. IN THIS NOTICE, THE TERMS MEMBER(S) OR SHAREHOLDER(S) ARE USED INTERCHANGEABLY.

3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.

4. The Company has engaged the services of MUFG Intime India Private Limited ("MUFG") (formerly Link Intime India Private Limited) for providing facility for voting through remote e-voting and e-voting at the EGM.

5. Pursuant to the provisions of the circulars as issued by the Securities and Exchange Board of India (SEBI) and the Ministry of Corporate Affairs (MCA), read with the relevant provisions of the Companies Act 2013 and the Rules made thereunder, the Listed companies may send the notice of EGM by electronic mode. The Company is forwarding soft copies of the Notice to all those members who have registered their e-mail addresses with their respective depository participants / RTA.

   The Company reserves the right to issue a corrigendum for change in mode of the EGM to be conducted through Video Conferencing (VC) or Other Audio Visual Means (OAVM) subsequent to MCA issuing a circular for extension of date for convening EGM through VC or OAVM.

6. Procedure for registration of email address: The Members who have not registered their email may follow the procedure as mentioned hereunder:

   a. For the Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self- attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAAR) supporting the registered address of the Member, by email to the Company's email address at compliance.officer@tegaindustries.com or to the email address of the Company's Registrar and Share Transfer Agent ("RTA"), MUFG Intime India Private Limited ("MUFG") (formerly Link Intime India Private Limited) at rnt.helpdesk@in.mpms.mufg.com

   b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.

   The physical copy of the Notice shall be made available to the Members who request for the same in writing to the Company.

7. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit PAN details to their depository participants, with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to MUFG. Members may register their PAN themselves with the RTA through the link: https://web.in.mpms.mufg.com/helpdesk/Service_Request.html.

8. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024.

9. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/CIR/2022/8 dated January 25, 2022, has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/ folios; and Transposition. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company or MUFG for assistance in this regard.

10. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. For Transmission cases, Members are requested to submit Form ISR-5 as specified vide SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024.

11. In pursuance of Section 113 Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM physically and to vote through remote e-voting or at the EGM venue. The said Resolution/Authorization is required to be sent to the Scrutinizer by email through its registered email address to aklabhcs@gmail.com with a copy marked to compliance.officer@tegaindustries.com.

12. Remote e-voting will commence at 09:00 A.M. (IST) on Monday, October 06, 2025, and will end at 05:00 P.M. (IST) on Thursday, October 09, 2025, when remote e-voting will be blocked by MUFG.

13. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on **Friday, October 03, 2025 (cut-off date)**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or e-voting at the EGM. Those who are not Members on the cut-off date should accordingly treat this Notice as for information purposes only. Any Non-Individual Member or Member holding securities in physical form who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date i.e. Friday, October 03, 2025, may obtain the login details by registering for e-voting facility of MUFG. However, if the Member is already registered with MUFG for e-voting, then the existing User ID and password can be used for remote e-voting. The detailed process is laid down in the Instructions to remote e-voting at Note No. 33.

    Additionally, Individual shareholders holding shares in demat mode, who acquire shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e., **Friday, October 03, 2025** can register directly with the Depository/ their respective Depository Participant/s ("DPs") or through their demat account, to access e-voting page of MUFG, without having to register again with MUFG for participating in the e-voting process. The detailed procedure in this regard has been explained in Note No. 25.

14. In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting.

15. Nomination facility: As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in Form ISR-3 or Form SH-14, as the case may be.

16. All the aforementioned forms, can be downloaded from the Company's website at https://www.tegaindustries.com/investor#agm-tab or the RTA's website at www.in.mpms.mufg.com. Members are requested to submit the said form to their DPs in case the shares are held in electronic form and to MUFG at

rnt.helpdesk@in.mpms.mufg.com in case the shares are held in physical form, quoting their folio no(s).

17. Members/Proxies are requested to bring the attendance slip/proxy form duly filled and signed for attending the Meeting. Proxies are requested to bring their identity proof at the meeting for the purpose of identification.

18. Please note that for security reasons, no article/baggage will be allowed at the venue of the meeting.

19. Route map for directions to the venue of the meeting is attached and forms part of this Notice.

20. Relevant documents referred to in the Notice or explanatory statement, maintained under various relevant sections of the Act read with rules issued thereunder will be available for inspection by the members in physical form at the registered office on all working days, except Saturdays, Sundays and Public Holidays, from 11:00 A.M. (IST) to 01:00 P.M. (IST) up to the date of the EGM. Members seeking to inspect such documents can send an email to compliance.officer@tegaindustries.com.

21. The Board has appointed Mr. Atul Kumar Labh, Practicing Company Secretary (Membership No. FCS 4848, CP No. 3238) as the Scrutinizer to scrutinize the remote e-voting process and e-voting at the EGM in a fair and transparent manner.

22. The Scrutinizer shall, immediately after the conclusion of e-voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and prepare, within two working days of conclusion of EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

23. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.tegaindustries.com and on the website of MUFG immediately after the result is declared by the Chairman; and results shall also be communicated to the Stock Exchanges.

24. Members are requested to contact MUFG, contact person Mr. Kuntal Mustafi [Phone: (033) 40049728/40731698, Email ID: rnt.helpdesk@in.mpms.mufg.com]if they have any queries or for redressal of their complaints or Ms. Manjuree Rai, Company Secretary & Compliance Officer of the Company, at the Registered Office of the Company [Phone: (033) 40939000; Email: compliance.officer@tegaindustries.com].

25. **Instructions for remote e-Voting for the Extraordinary General Meeting are as follows:**

The remote voting period begins at **09:00 A.M. (IST) Monday, October 06, 2025 and will end at 05:00 P.M. (IST) on Thursday, October 09, 2025**. During this period, members of the company, holding shares either in physical form or in dematerialised form as of the cut-off date of Friday, October 03, 2025, may cast their vote electronically. The remote e-voting module shall be disabled by MUFG for voting

thereafter. A person who is not a member as of the cut-off date should treat this notice for informational purposes only.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of the Listing Regulations, listed entities are required to provide remote e-voting facilities to their shareholders in respect of all shareholder resolutions.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facilities to listed entities in India. This necessitates registration on various ESPs and the maintenance of multiple user IDs and passwords by the shareholders. To increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting for all the demat account holders, by way of a single login credential through their demat accounts or the websites of depositories or 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 the ease and convenience of participating in the e-voting process.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on “Beneficial Owner” icon under “Login”.
b) Enter User ID and Password. Click on “Login”
c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
d) Click on “MUFG Intime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period

OR

Shareholders who have not registered for NSDL IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select “Register Online for IDeAS Portal” or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
b) Proceed with updating the required fields.
c) Post successful registration, users will be provided with Login ID and password.
d) After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
e) Click on “MUFG Intime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

a) Visit URL: https://www.evoting.nsdl.com
b) Click on the "Login" tab available under 'Shareholder/Member' section.
c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.

a) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
b) Click on "MUFG Intime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com.
b) Click on New System Myeasi Tab
c) Login with existing my easi username and password
d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG Intime, for voting during the remote e-voting period.
e) Click on "MUFG Intime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration / https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration
b) Proceed with updating the required fields.
c) Post registration, user will be provided username and password.
d) After successful login, user able to see e-voting menu.
e) Click on "MUFG Intime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

a) Visit URL: https://www.cdslindia.com
b) Go to e-voting tab.
c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".

d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
e) After successful authentication, click on "MUFG Intime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

a) Login to DP website
b) After Successful login, user shall navigate through "e-voting" option.
c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
d) After successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

a) Visit URL: https://instavote.linkintime.co.in

Shareholders who have not registered for INSTAVOTE facility:

b) Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details:

A. User ID:
NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.
CDSL demat account – User ID is 16 Digit Beneficiary ID.
Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

B. PAN:
Enter your 10-digit Permanent Account Number (PAN)
(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI:
Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*Shareholders holding shares in NSDL form, shall provide 'D' above
**Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

Set the password of your choice:

- (The password should contain minimum 8 characters, at least one special Character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter).
- Enter Image Verification (CAPTCHA) Code
- Click "Submit" (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

c) Click on **"Login"** under 'SHARE HOLDER' tab.

A. User ID: Enter your User ID
B. Password: Enter your Password
C. Enter Image Verification (CAPTCHA) Code
D. Click "Submit"

d) Cast your vote electronically:

A. After successful login, you will be able to see the "Notification for e-voting".
B. Select 'View' icon.
C. E-voting page will appear.
D. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
E. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

a) Visit URL: https://instavote.linkintime.co.in.
b) Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
c) Fill up your entity details and submit the form.

d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b) Click on "Investor Mapping" tab under the Menu Section
c) Map the Investor with the following details:

A. 'Investor ID' –
   i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
   ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
B. 'Investor's Name - Enter Investor's Name as updated with DP.
C. 'Investor PAN' - Enter your 10-digit PAN.
D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

*File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.

E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b) Click on "Votes Entry" tab under the Menu section.
c) Enter the "Event No." for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".
d) Enter "16-digit Demat Account No." for which you want to cast vote.
e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
f) After selecting the desired option i.e. Favour / Against, click on 'Submit'.
A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

OR

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b) After successful login, you will be able to see the "Notification for e-voting".
c) Select "View" icon for "Company's Name / Event number".
d) E-voting page will appear.
e) Download sample vote file from "Download Sample Vote File" tab.
f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
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 : 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

-
- Click on **"Login"** under 'SHARE HOLDER' tab.
- Click **"forgot password?"**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.
CDSL demat account – User ID is 16 Digit Beneficiary ID.
Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click **"forgot password?"**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

vii. In addition to the remote e-voting facility as described herein above, the Company has made voting facility available at the venue of the EGM through electronic voting system and shareholders who will be present in the EGM and have not cast their vote on the resolutions through remote e-voting and otherwise not barred from doing so, shall be eligible to vote through e-voting facility during the meeting. Shareholders who have voted through remote e-voting facility prior to the meeting will be eligible to attend the meeting but not vote again during the meeting.

xi. In case Shareholders/ Members have any queries regarding e-voting, they may send an email to instameet@in.mpms.mufg.com or contact on Tel. No.: 022 – 4918 6000 / 4918 6175

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

The following Explanatory Statement sets out all the material facts relating to Item No. 1,2,3, 4 and 5 of the accompanying Notice.

Item No. 1

In accordance with the provisions of Section 186 of the Companies Act, 2013 (the "Act") read with the rules framed thereunder, the Company is required to obtain the prior approval of the shareholders of the Company by way of a Special Resolution to give any loan to any person or other bodies corporate or give guarantee or provide any financial comfort or provide security in connection with a loan to any other bodies corporate or person or to invest and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more.

On September 10, 2025, the Board of Directors of the Company approved execution of a Term Sheet ("Term Sheet") between (i) the Company, (ii) Apollo Management Singapore Pte. Ltd. ("Apollo") (on behalf of certain of its affiliates' managed investment funds, the "Apollo Funds"), (collectively, referred as "the Consortium"), and (iii) AIP MC Holdings Ltd. ("AIP"), to directly or indirectly through one or more Special Purpose Vehicle(s) to be formed by the Consortium (the "SPV") (where the Company will hold approximately ~77% equity stake and Apollo Funds will hold approximately ~23% equity stake), acquire 100% of the equity interests of AIP MC Holdings LLC, if the parties so agree, and, in all cases, all of the direct or indirect subsidiaries of AIP MC Holdings LLC and their respective investments including Joint Ventures (collectively, "Molycop") ("Molycop Acquisition"). The Molycop Acquisition will be based on an estimated enterprise valuation of USD 1,480 million (determined on the basis of a "locked box" approach, based on the unaudited balance sheet of Molycop as of June 30, 2025). The upfront consideration will be subject to customary adjustment and a contingent payment may be payable, both as per the terms to be agreed in a mutually agreeable Purchase Agreement ("Purchase Agreement"). The Molycop Acquisition is subject to execution of such Purchase Agreement, completion of due diligence and customary closing conditions (including procurement of approvals from regulatory authorities).

In view of the above and increasing business operations and future growth plans of the Company, it is proposed to enhance the limits not exceeding the amount of Rs. 4,000 Crores (Rupees Four Thousand Crores only), over and above the limits as specified in Section 186 of the Act, to make any loan(s) to and/ or to give any guarantee(s)/provide any security or financial comforts, in connection with loan(s) taken by any subsidiaries/ bodies corporate or any person and/or to acquire by way of subscription, purchase or otherwise the securities of subsidiaries/ bodies corporate in India or abroad, including the Molycop Acquisition or any other suitable investment or acquisition opportunity identified by the Board from time to time.

The proposed Special Resolution as set out in this Notice is enabling in nature for any further loan/ investment/guarantee/ security, to be made, given or acquired as the case may be, as per the provisions of the Act.

Accordingly, consent of the shareholders is sought for passing a Special Resolution as set out at Item No. 1 of this Notice, in relation to the details as stated above and thus the Board of

Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.

None of the Directors and/ or Key Managerial Personnel of the Company and/ or their respective relatives is/ are directly or indirectly concerned or interested, financially or otherwise in the Resolution, except to the extent of their directorships and shareholding, if any, in the Company at Item No.1 of the accompanying Notice.

Item No. 2

It is hereby informed that the Board of Directors in their meeting held on August 22, 2014 and pursuant to the Annual General Meeting dated September 29, 2014, approved the borrowing limit of the Company up to Rs. 500 Crores (Rupees Five Hundred Crores only).

Considering the business plan and future business prospects, the Company may require additional funds to support from various persons including but not limited to banks, financial institutions, NBFCs or any other person including related parties.

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, (the "Act") and rules framed thereunder, the Board of Directors of the Company cannot, except with the permission of the shareholders in General Meeting by passing a Special Resolution, borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

Taking into consideration that Company is actively pursuing new opportunities, it is crucial for the Company to have access to means of raising finance. This will enable the Company to pursue finance, and successfully complete transactions in the best interest of its stakeholders. Therefore, it is essential to obtain shareholders' approval for increasing the borrowing limits from Rs. 500 Crores (Rupees Five Hundred Crores only) to Rs. 2,000 Crores (Rupees Two Thousand Crores only) under section 180(1)(c) of the Act. It would be in the interest of the Company to enhance the borrowing limits for the Board and authorise the Board of Directors to borrow monies which may exceed at any time the aggregate of the paid-up share capital of the Company and its free reserves and securities premium upto a total amount of Rs. 2,000 Crores (Rupees Two Thousand Crores Only).

Accordingly, consent of the shareholders is sought for passing a Special Resolution as set out at Item No. 2 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.

None of the Directors and/ or Key Managerial Personnel of the Company and/ or their respective relatives is/ are directly or indirectly concerned or interested, financially or otherwise, except to the extent of their directorships and shareholding, if any, in the resolution set out at Item No.2.

Item No. 3

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, (the "Act") and rules framed thereunder (as amended from time to time), the Board of Directors have the powers to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the

whole or substantially the whole of any of such undertakings; provided a consent by way of Special Resolution by the shareholders of the Company has been obtained.

In order to secure the borrowings/ financial assistance, the Company may be required to create security by way of mortgage/ charge/ hypothecation and/ or any other encumbrance over its assets and properties, both present and future. The terms of such security may include a right in certain events of default, to take over management or control of the whole or substantially the whole of the undertaking(s) of the Company or such other related conditions as the Board of Directors and the lenders may approve mutually from time to time.

Since creation of charge by way of mortgage/ hypothecation/ charge/ encumbrance on the movable and/ or immovable properties and assets of the Company may fall within a sale/ lease/ disposal of the Company's undertaking, depending on the terms thereof, under Section 180(1)(a) of the Companies Act, 2013, it is proposed to seek approval of the shareholders for approving the limits under the said Section.

Keeping in view the future plans of the Company and to fulfil long term strategic and business objectives and as a measure of achieving greater financial flexibility and to enable optimal financing structure, the Board of Directors in its meeting held on September 13, 2025 has, subject to the approval of shareholders of the Company, proposed and approved for seeking the shareholders' approval for the overall borrowing powers delegated to the Board of Directors from time to time pursuant to section 180(1)(c) of the Companies Act, 2013/ setting up limit up to an aggregate limit of Rs. 2,000 Crores under Section 180(1)(a) of the Companies Act, 2013 due to the sanction of additional limits under Section 180(1)(c) of the Companies act, 2013.

Accordingly, consent of the shareholders is sought for passing a Special Resolution as set out at Item No. 3 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.

None of the Directors and/ or Key Managerial Personnel and/ or their respective relative(s) is / are directly or indirectly concerned or interested, financially or otherwise in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company, if any.

Item No. 4

The Company is in expansion phase and foresees opportunities for growth, as it continues to evaluate organic and inorganic options to improve its market share and accelerate its business growth and would require funds for achieving such growth and expansion. Towards this, the Company continues to require capital for achieving such growth and expansion.

Accordingly, as approved by the Board of Directors of the Company (the "Board") at their meeting held on September 13, 2025, it is hereby proposed to have an enabling approval for raising funds by way of public issue or private offerings including preferential issues or one or more Qualified Institutions Placement ("QIP") to eligible investors through issuance of Equity Shares or other Eligible Securities (as defined below), in one or more tranches, and use the proceeds from such Issue, towards one or more of any of the following:

- repayment of debt of the Company

- acquisition of Molycop by the Company (please refer to the stock exchange disclosure and press release made by the Company on September 10, 2025 in respect of this proposed acquisition, for further details)
- inorganic growth objectives of the Company
- general corporate purposes.

The Board (including any duly authorized Committee thereof) may at their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the shareholders of the Company. The Board of Directors of the Company (the "Board"), which term shall be deemed to include any Committee of the Board duly constituted to exercise its powers including powers conferred under the resolution) at their meeting held on September 13, 2025 in order to fulfil the aforesaid objects, have considered and approved seeking approval of the shareholders to create, offer, issue and allot Equity Shares having a Face Value Rs. 10 each ("Equity Shares"), and/ or other securities convertible into Equity Shares (including preference shares, warrants or otherwise), fully convertible debentures, with or without warrants and/ or partly convertible debentures, and/ or any security convertible into Equity Shares (hereinafter collectively referred to as "Eligible Securities") or any combination thereof, in one or more tranches, in Rupee denomination, in the course of domestic offerings, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the lead manager(s) or book running lead manager(s) and/or other advisor(s) or otherwise, for an aggregate amount not exceeding Rs. 4,000 crore (Rupees Four Thousand Crores only) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) at such price or prices as may be permissible under applicable law by way of public issue, preferential allotment, private placement, including one or more QIP in accordance with the provisions of Chapter VI of the Securities and Exchange Board of India (Issue Capital and Disclosure Requirements) Regulations, 2018 (including any amendment, modification, variation or re-enactment thereof) (“ICDR Regulations”).

The issue of Securities may be at such price, whether at prevailing market price(s) or at a premium or discount to the market price as may be determined and permitted under applicable law and to such classes of investors as the Board may in its absolute discretion decide, having due regard to the prevailing market conditions and any other relevant factors and wherever necessary, in consultation with lead manager(s) or book running lead manager(s) and other agencies that may be appointed by the Company, subject to the ICDR Regulations, Companies Act, 2013 (“the Act”) and other applicable guidelines, notifications, rules and regulations.

The Board may at their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the shareholders of the Company. The proposed raising of funds is, inter alia, subject to the applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications, as amended from time to time, issued by the Securities and Exchange Board of India, National Stock Exchange limited and BSE limited ("Stock Exchanges"), Reserve Bank of India, Ministry of Corporate Affairs (“MCA”), Government of India, Registrar of Companies at Kolkata, to the extent applicable, and any other approvals, permits, consents and sanctions of any regulatory/ statutory authorities (including stock exchanges) and guidelines and clarifications issued thereon from time to time, as may be required in this regard domestically or internationally.

In case the Issue is made through a QIP:

i. the allotment of Eligible Securities (or any combination of Securities as maybe decided by the Board) shall only be made to Qualified Institutional Buyers ("QIBs") as defined under ICDR Regulations;
ii. the Eligible Securities shall be offered, issued and allotted on fully paid-up basis in dematerialized form and subject to the provisions of the Memorandum and Articles of Association of the Company, the Act and other applicable laws;
iii. the Eligible Securities proposed to be issued and allotted shall rank pari-passu with the existing Equity Shares of the Company in all respects, including entitlement to dividend and voting rights, if any, from the date of allotment thereof and shall be subject to the requirements of all applicable laws;
iv. the allotment of the Eligible Securities shall be completed within 365 days from the date of passing of the Special Resolution and the Company shall not undertake any subsequent QIP until two weeks after this QIP or such other time in accordance with the ICDR Regulations and applicable laws;
v. the Eligible Securities allotted shall not be eligible for sale by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time;
vi. no single allottee shall be allotted more than 50% of the Issue size and the minimum number of allottees shall be in accordance with the ICDR Regulations. It is clarified that QIBs belonging to the same group (as specified under Regulation 180(2) of the SEBI ICDR Regulations) or who are under same control shall be deemed to be a single allottee;
vii. the tenure of convertible or exchangeable Eligible Securities issued shall not exceed sixty months from the date of allotment;
viii. the "Relevant Date" for the purposes of pricing (a) in case of allotment of Equity Shares in the proposed QIP shall be the date of the meeting in which the Board or a duly authorised committee thereof, decides to open the issue for the proposed QIP of Equity Shares as Eligible Securities, and/ or (b) in case of convertible Eligible Securities, either the date of the meeting in which the Board or a duly authorized committee of the Board decides to open the proposed issue of such convertible securities or the date on which holders of such eligible convertible securities become entitled to apply for Equity Shares as provided under the ICDR Regulations;
ix. the issue shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the ICDR Regulations ('QIP Floor Price')subject to appropriate adjustments in accordance with the provisions of the SEBI ICDR Regulations, as may be applicable and the Board may, at its absolute discretion and in consultation with the lead managers or book running lead managers, offer a discount of not more than 5% or such other percentage as may be permitted under applicable law to the QIP Floor Price;
x. the number and/or price of the Equity Shares to be issued on conversion of Securities into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, consolidation of outstanding Equity Shares into a smaller number of shares, issue of equity shares by way of capitalization of profits or reserves (other than by way of dividend on shares), or any such capital or corporate re-organisation or restructuring, which in the opinion of the Stock Exchanges require adjustment;
xi. a minimum of 10% of the Eligible Securities shall be allotted to Mutual Funds and if Mutual Funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;

xii. no partly paid-up Equity Shares or other Eligible Securities shall be issued/allotted;
xiii. no allotment shall be made, either directly or indirectly, to any person who is a promoter or any person related to promoters in terms of the ICDR Regulations; and
xiv. the Equity Shares of the same class, which are proposed to be allotted through QIP or pursuant to conversion or exchange of eligible securities offered through QIP, have been listed on a stock exchange for a period of at least one year prior to the date of issuance of notice to its shareholders for convening the meeting to pass the special resolution.

Given that the Issue may be undertaken through a Qualified Institutional Placement in accordance with Chapter VI of SEBI ICDR Regulations or other permitted means to eligible investors, the details required under Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment) Rules, 2014, each as amended, have been included in this explanatory statement to the extent applicable. However, details such as number of shares or securities to be issued, valuation, identity of the proposed allottees and pre and post-Issue shareholding pattern are currently not ascertainable and such details as required under SEBI ICDR Regulations will be made available by the Company. Further the Issue will be made at a price in accordance with applicable SEBI ICDR Regulations.

Further, as per Section 62(1)(c) of the Act, a Company proposing to increase its subscribed capital by further issue of shares may offer such shares to any person, who may or may not be the existing shareholders of the Company, either for cash or for a consideration other than cash, subject to prior approval of the shareholders by Special Resolution. As the proposed Special Business of this Notice shall result in such issuance of Equity Shares of the Company to the existing shareholders or to persons other than existing shareholders of the Company, approval of the shareholders of the Company is being sought through Special Resolution pursuant to the said provisions of the Act as well as applicable rules notified by the MCA and in terms of the provisions of ICDR Regulations. The Equity Shares to be allotted pursuant to the issue shall rank pari passu in all respects with the existing Equity Shares of the Company.

In terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Act, only after receipt of prior approval of its shareholders by way of a Special Resolution. Consent of the shareholders would therefore be necessary pursuant to the aforementioned provisions of the Act, read with applicable provisions of the ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), for issuance of securities. The allotment of securities on a preferential basis made pursuant to the special resolution passed shall be completed within a period of 12 months from the date of passing of the special resolution and shall be subject to compliance with applicable laws, including the Act and ICDR Regulations.

The Equity Shares to be allotted would be listed on the Stock Exchanges where the existing Equity Shares of the Company are listed. The offer/issue/allotment would be subject to the availability of regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations, including Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and/ or re- enactment(s) thereof ("FEMA"), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and Foreign Exchange Management (Debt Instruments) Regulations, 2019. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures

will be made to the Stock Exchanges as may be required under the provisions of the Listing Regulations. There would be no change in control pursuant to the said issue.

None of the Promoters, members of the Promoter Group, Directors and Key Managerial Personnel of the Company and/ or their relatives are directly or indirectly concerned or interested, financially or otherwise, in this resolution, except to the extent of their directorships and shareholding in the Company, if any.

The Board recommends passing of the aforesaid resolution as set out in Item No. 4 of the accompanying Notice as a Special Resolution.

Item No. 5

The Special Resolution contained in Item No. 5 of the Extraordinary General Meeting Notice, has been proposed pursuant to the provisions of Section 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules framed thereunder and in accordance with the applicable guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"). The Company proposes to create, issue, offer, and allot, through a preferential issue on a private placement basis, for cash consideration, in one or more tranches, 100,33,090 fully-paid equity shares of face value INR 10 each of the Company ("Equity Shares"), at an issue price of INR 1994/- (including a premium of INR 1984/-) per Equity Share (such price, the "Issue Price" and such Equity Shares "New Equity Shares"), to the proposed allottees, for an aggregate subscription consideration of up to INR 2000.60 Crores, in the manner as set out below, based on the expression of interest/ letter of intent / commitment letter provided to the Company by the proposed allottee (each investor or proposed allottee hereinafter individually or collectively referred to as "Proposed Allottee(s)"), on such other terms and conditions as may be determined by the board of directors of the Company (the "Board", which term shall be deemed to include any committee(s) duly constituted/to be duly constituted by the Board), in accordance with the SEBI ICDR Regulations and other applicable law (the "Issue"):

Sl. No.	Name of the proposed allottees	Category	Max no. of shares to be issued & allotted	Amount (INR Crores)
1	Nihal Fiscal Services Private Limited	Promoter	2,20,661	44.00
2	Mehul Mohanka	Promoter	1,50,451	30.00
3	Madan Mohan Mohanka	Promoter	1,50,451	30.00
4	Manju Mohanka	Promoter	1,00,300	20.00
5	Arvan Mohanka Family Trust	Promoter Group	25,075	5.00
6	Amayra Mohanka Family Trust	Promoter Group	25,075	5.00
7	Manish Mohanka Benefit Trust	Promoter Group	1,00,300	20.00
8	Tata Mutual Fund	Public	25,07,522	500.00
9	Bandhan Mutual Fund	Public	10,53,159	210.00
10	Tata Aia Life Insurance Company Limited	Public	10,03,009	200.00
11	Icici Prudential Mutual Fund	Public	7,52,256	150.00
12	Tata Aig General Insurance Co Ltd.	Public	5,01,504	100.00

Sl. No.	Name of the proposed allottees	Category	Max no. of shares to be issued & allotted	Amount (INR Crores)
13	Mukul Mahavir Agrawal	Public	5,01,504	100.00
14	Genesis Advertising Private Limited	Public	5,01,504	100.00
15	Mahindra Manulife Mutual Fund	Public	3,25,977	65.00
16	Aditya Birla Sun Life Amc	Public	3,00,902	60.00
17	Cohesion Mk Best Ideas Sub-Trust	Public	3,00,902	60.00
18	360 One Mutual Fund	Public	2,50,752	50.00
19	Iti Mutual Fund	Public	2,50,752	50.00
20	Anjana Projects Private Limited	Public	2,00,601	40.00
21	Vikash Somani	Public	1,50,451	30.00
22	Ratnabali Equity Private Limited	Public	1,25,376	25.00
23	Sushma Anand Jain	Public	1,00,300	20.00
24	Devansh Trademart Llp	Public	75,225	15.00
25	Suresh Kumar Somani	Public	67,703	13.50
26	Ratnabali Investment Private Limited	Public	62,688	12.50
27	Jaishree Somani	Public	60,180	12.00
28	Eriska Investment Fund Limited	Public	50,150	10.00
29	Nexome Capital Markets Limited	Public	25,075	5.00
30	Divya Somani	Public	22,567	4.50
31	Daljit Singh Sahney	Public	20,060	4.00
32	Namita Somani	Public	12,537	2.50
33	Sakhi Singhi	Public	10,030	2.00
34	Abhinav Chandak	Public	5,015	1.00
35	Nameeta Redhu Mohanka	Public	5,015	1.00
36	Sharad Kumar Khaitan	Public	2,507	0.50
37	Madhu Dubhashi	Public	2,006	0.40
38	Anand Sen	Public	1,504	0.30
39	Ashwani Maheshwari	Public	1,253	0.25
40	Sanjeev Kumar Mishra	Public	1,003	0.20
41	Krishanu Das	Public	1,003	0.20
42	Manjuree Rai	Public	752	0.15
43	Rupam Kumar Das	Public	551	0.11
44	Trisha Jain	Public	501	0.10
45	Shiraj Chakraborty	Public	501	0.10
46	Tapanjyoti Goswami	Public	501	0.10
47	Richa Dhingra	Public	501	0.10
48	Shivam Nigam	Public	451	0.09

Sl. No.	Name of the proposed allottees	Category	Max no. of shares to be issued & allotted	Amount (INR Crores)
49	Himanshu Raijada	Public	401	0.08
50	Malvika Singh	Public	351	0.07
51	Ravindra Kumar Dhing	Public	300	0.06
52	Jayanta Kumar Bajpayee	Public	250	0.05
53	Manish Manwani	Public	250	0.05
54	Ashim Sarkar	Public	250	0.05
55	Sourav Sen	Public	250	0.05
56	Raktim Adhikari	Public	250	0.05
57	Abhishek Tantia	Public	225	0.04
58	Dipankar Bakshi	Public	150	0.03
59	Kartick Saha	Public	150	0.03
60	Saurav Roy	Public	125	0.02
61	Sudha Nautiyal	Public	125	0.02
62	Sathish Babu E	Public	100	0.02
63	Nagaraj G	Public	100	0.02
64	Sandip Mukherjee	Public	100	0.02
65	Rupak Kumar Das	Public	100	0.02
66	Pintu Kumar Halder	Public	100	0.02
67	Santanu Dasmahapatra	Public	100	0.02
68	Chauhan Abhirajsinh	Public	100	0.02
69	Abhishek	Public	100	0.02
70	Krishna Pal Singh	Public	100	0.02
71	Sumit Sourav Pahi	Public	100	0.02
72	Anirban Das	Public	100	0.02
73	Basanta Pravat Saha	Public	100	0.02
74	Pralay Dutta	Public	100	0.02
75	Prantick Swarnakar	Public	100	0.02
76	Aniruddha Chattaraj	Public	75	0.01
77	Bikash Kumar Shaw	Public	75	0.01
78	Biswa Kumar Acharjee	Public	50	0.01
79	Ashok Kumar Mishra	Public	50	0.01
80	Sandip Giri	Public	50	0.01
81	Manojit Sen	Public	50	0.01
82	Debashis Koley	Public	50	0.01
83	Pradeep Kumar Das	Public	50	0.01
84	Mrinal Kanti Roy	Public	50	0.01

Sl. No.	Name of the proposed allottees	Category	Max no. of shares to be issued & allotted	Amount (INR Crores)
85	Koushik Karanjai	Public	50	0.01
	Total		**1,00,33,090**	**2,000.60**

The information as required in terms of Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and SEBI ICDR, Regulations, in relation to the Issue is set out below:

I. Particulars of the Issue (including the date of the Board Resolution):

Pursuant to a resolution dated September 18, 2025, the Board approved the Issue, as a preferential issue of the Equity Shares on a private placement basis, subject to the approval of the shareholders of the Company, at a price of INR 1994/- per Equity Share. Please refer to the paragraph above for more details on the Issue, including the list of Proposed Allottees.

II. Objects of the Preferential Issue

For the purpose of Item No. 5, the Company intends to utilize the proceeds raised through the issue of New Equity Shares ("**Issue Proceeds**") towards the following object (the "**Object**"):

- **Acquisitions and Inorganic growth opportunities ("Inorganic Growth")**:

  The Company is evaluating opportunities for inorganic growth, such as through mergers and acquisitions, business transfer or strategic investments (in India and outside India), to acquire new customers, enter new markets, strengthen our position in our existing products and current markets, diversify our product portfolio, improve operational efficiency, and enhance our expertise and knowledge. Potential acquisitions and/or investments will be undertaken with a view to augment our growth by acquiring companies or investing in companies (a) with expertise in the industry that we operate in, (b) that can expand our product offerings, (c) that can strengthen our platform to improve the customer experience, or (d) companies that can scale our business. We believe that acquisitions and investments made by our Company in furtherance of these factors will fit in with our strategic business objectives and growth strategies. The actual deployment of funds will depend on a number of factors, including the timing, nature, size and number of acquisitions undertaken, as well as general factors affecting our results of operation, financial condition and access to capital. These factors will also determine the form of investment for these potential acquisitions, i.e., whether they will be directly done by our Company or through investments in our Subsidiaries in the form of equity, debt or any other instrument or combination thereof, or whether these will be in the nature of business or technology acquisitions or joint ventures.

In this connection, on September 10, 2025, the Board of Directors of the Company approved execution of a term sheet ("Term Sheet") between (i) the Company, (ii) Apollo Management Singapore Pte. Ltd. ("Apollo") (on behalf of certain of its affiliates' managed investment funds, the "Apollo Funds"), (the Company and Apollo Funds being collectively, referred as "the Consortium"), and (iii) AIP MC Holdings Ltd. ("AIP"). Pursuant to the Term Sheet, the Consortium proposes to acquire, directly or indirectly, 100% of the equity interests of AIP MC Holdings LLC, if the parties so agree, and, in all cases, all of the direct or indirect subsidiaries of AIP MC Holdings LLC and their respective investments including joint ventures (collectively, referred to as "Molycop" and the proposed acquisition is referred to as "Molycop Acquisition"). The Molycop Acquisition is proposed to be undertaken by the Consortium, directly or indirectly through one or more special purpose vehicle(s) to be formed by the Consortium (the "SPV") (where the Company will hold ~77% equity stake and Apollo Funds will hold a ~23% equity stake). The terms of investment by the Consortium in the SPV and the rights and obligations of the Consortium in relation thereto shall be included in a shareholders' agreement, as appropriate.

Molycop is a leading global supplier of grinding media to the mining industry, with a focus on the manufacture and sale of forged grinding media for use in both semi autogenous grinding (SAG) mills and ball mills. These products are critical to mineral extraction/ processing of multiple minerals, but most specifically Copper and Gold. Molycop has a global manufacturing and sales network with 13 grinding ball manufacturing facilities and 2 potential Joint Ventures currently in progress. These facilities are strategically located close to customers' operations and have a local presence in over 40 countries, including key territories such as USA, Canada, Mexico, Chile, Peru, Spain, Australia, and Indonesia. Further details regarding Molycop, including turnover details, are contained in the stock exchange disclosure made by the Company on September 10, 2025.

Following the acquisition and incorporation of Molycop's complementary products into the Company's portfolio, the Company believes that it shall be amongst the world's leading designers and manufacturers of 'critical-to-operate' consumables for certain production steps in the mining, mineral processing and material handling industries with an innovative and differentiated product portfolio. The Company would be able to offer a complete basket of products and solutions to the mining industry in the areas of crushing, grinding, concentrating and refining, providing customers with the entire value chain in the areas of the primary beneficiation, concentration and extractive metallurgy. Please refer to the stock exchange disclosure made by the Company on September 10, 2025 for more details.

The Molycop Acquisition will be based on an estimated enterprise valuation of USD 1,480 million (determined on the basis of a "locked box" approach, based on the unaudited balance sheet of Molycop as of June 30, 2025) and is subject to finalization of a definitive purchase agreements, customary adjustment, due diligence and customary conditions precedent and closing conditions (including procurement of approvals from regulatory authorities). Subject to execution of definitive agreements and completion of applicable conditions, the Molycop

Acquisition is expected to close by December 31, 2025. Please refer to the stock exchange disclosure made by the Company on September 10, 2025 for more details.

Subject to the foregoing, the Issue Proceeds are proposed to be used for funding the Molycop Acquisition or any other suitable acquisition and/or Inorganic Growth opportunities, in a manner and terms to be determined by the Board in accordance with applicable law. Further, in accordance with the SEBI Listing Regulations, with respect to such acquisitions proposed to be made from the Issue Proceeds, our Company will disclose to the Stock Exchanges, the required details of the acquisition, including name of the target entity, cost of acquisition and nature of acquisition, at the relevant stages as prescribed therein.

The Company will have flexibility to deploy the Issue Proceeds, in accordance with applicable laws and regulations, policies formulated by the Board and as stated in this Notice.

III. Utilization of Issue Proceeds:

The entire Issue Proceeds are proposed to be utilized towards the Molycop Acquisition or other opportunities for Inorganic Growth. The Molycop Acquisition is expected to close by December 31, 2025. However, this would be subject to execution of the purchase agreement, completion of due diligence and satisfaction of customary closing conditions (including procurement of approvals from regulatory authorities). Therefore, there may be delays in the closing of the Molycop Acquisition. If the entire Issue Proceeds or any part thereof are not utilized for the Molycop Acquisition, the Company may utilize the Issue Proceeds or part thereof towards other Inorganic Growth opportunities in the current financial year and/or financial year 2026-27.

If the Company is unable to effectively utilize all of the Issue Proceeds towards Inorganic Growth, the Company may utilize the Issue Proceeds towards the other Object, subject to applicable laws. If the Issue Proceeds are not utilised (in full or in part) for the Object during the period stated above due to any such factors as aforementioned, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board and in compliance with applicable laws.

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the above Object may deviate upto +/- 10% (such deviation, a “Permitted Deviation”), depending upon the future circumstances, given that the proposed schedule for utilization of the Issue Proceeds mentioned above is based on management estimates and other factors, including financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue proceeds at the discretion of the Board, subject to compliance with applicable law.

Interim use of Issue proceeds:

Pending the utilization of the proceeds of the Issue for the Object stated above, the Company may invest the Issue proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by government of India or any other investments as permitted under applicable law.

IV. Monitoring of the utilization of Issue proceeds:

Given that the size of the Issue exceeds INR 100,00,00,000 (Indian Rupees One Hundred Crores), the Company has appointed Crisil Ratings Limited, a SEBI-registered credit rating agency, as the monitoring agency for the Issue ("Monitoring Agency"), pursuant to Regulation 162A of the SEBI ICDR Regulations. The Monitoring Agency will submit its report on a quarterly basis in the format specified under the SEBI ICDR Regulations until 100% of the Issue proceeds have been utilized. The Company will, within 45 days from the end of each quarter, or such other timeline as may be specified under applicable law, upload the report of the Monitoring Agency on its website and submit the report to the Stock Exchanges.

V. Relevant Date:

The Relevant Date in terms of the applicable provisions of Chapter V of the SEBI ICDR Regulations for determination of the floor price for the issue of the Equity Shares is September 10, 2025 (being the last working day 30 (thirty) days prior to the date of the shareholder meeting, i.e., October 10, 2025).

VI. Kinds of securities offered and the price at which security is being offered, and the total/maximum number of securities to be issued:

The Resolution set out in the accompanying notice authorizes the Board for issuance of upto 100,33,090 Equity Shares at an issue price of INR 1994/- (including the face value of INR 10/- and the premium of INR 1984/-) per Equity Share ("Issue Price"), such price being not less than the minimum price as on the Relevant Date (as set out above) and determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

VII. The price or price band within which the allotment is proposed:

The New Equity Shares are proposed to be issued to the Proposed Allottees at the Issue Price, such price being not less than the minimum price as on the 'Relevant Date', as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

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

The Equity Shares of the Company are listed on National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") (together referred to as the "Stock Exchanges"). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and NSE, being the Stock Exchange with higher trading volumes for the preceding 90 (ninety) trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

The price has been determined in accordance with Regulation 164 (1) of SEBI (ICDR) Regulations 2018, which provides that the minimum price for preferential issue of shares shall be the higher of:

(a) the 90 trading days volume weighted average price of the Equity Shares quoted on NSE preceding the Relevant Date i.e.INR1840.82/- each; or

(b) the 10 trading days volume weighted average price of the equity shares quoted on NSE preceding the Relevant Date i.e. INR 1993.46/- each.

Further:

(a) The Issue Price per New Equity Share is higher than the floor price calculated in accordance with Regulation 164(1) of the SEBI ICDR Regulations.

(b) The Articles of Association of the Company do not provide for any method of determination for valuation of shares which results in floor price higher than the determined price pursuant to SEBI ICDR Regulations.

(c) Since the Issue is expected to result in the allotment of less than 5% of the fully diluted equity share capital of the Company on a post-Issue basis, the Company is not required to obtain a valuation report from the registered valuer.

Accordingly, the New Equity Shares, having a face value of INR 10, are being issued at the Issue Price and at a premium of INR 1984/-.

IX. The intention of the promoters, directors, or key management personnel of the issuer to subscribe to the offer.

Certain Directors, key managerial personnel (KMP), and persons being a part of the promoter group, intend to subscribe to the offer as follows:

Sr. No.	Name	Category	Designation	Type of Security	Amount (INR Crores)	Price per share	Number of Securities
1	Nihal Fiscal Services Private Limited	Promoter	N.A.	Equity	44.00	1994	2,20,661
2	Mehul Mohanka	Promoter	Chairman & Non-Executive Director	Equity	30.00	1994	1,50,451
3	Madan Mohan Mohanka	Promoter	N.A.	Equity	30.00	1994	1,50,451
4	Manju Mohanka	Promoter	Managing Director & Group Ceo	Equity	20.00	1994	1,00,300

Sr. No.	Name	Category	Designation	Type of Security	Amount (INR Crores)	Price per share	Number of Securities
5	Arvan Mohanka Family Trust	Promoter Group	N.A.	Equity	5.00	1994	25,075
6	Amayra Mohanka Family Trust	Promoter Group	N.A.	Equity	5.00	1994	25,075
7	Manish Mohanka Benefit Trust	Promoter Group	N.A.	Equity	20.00	1994	1,00,300
7	Madhu Dubhashi	Director	Independent Director	Equity	0.40	1994	2,006
8	Anand Sen	Director	Independent Director	Equity	0.30	1994	1,504
9	Ashwani Maheshwari	Director	Independent Director	Equity	0.25	1994	1,253
10	Sharad Kumar Khaitan	Key Managerial Personnel	Chief Financial Officer	Equity	0.50	1994	2,507
11	Manjuree Rai	Key Managerial Personnel	Company Secretary & Compliance Officer	Equity	0.15	1994	752

X. The Shareholding Pattern of the Issuer before and after the Preferential Issue:

The shareholding pattern of the Company before and after the proposed preferential Issue is expected to be as follows:

S. No.	Categories of Shareholders	Pre-Issue (as on Relevant Date)		Post Issue Holding	
		No. of Shares	% of shareholding	No. of shares	% of shareholding
(A) Promoter Shareholding					
1.	Indian				
	(a)Individuals	1,26,40,742	19	1,30,41,944	17.03
	(b) Bodies Corporate	3,71,28,203	55.8	3,74,99,314	48.97
	Sub Total (A1)	4,97,68,945	74.8	5,05,41,258	**66.01**
2	Foreign promoters (**A2**)	-	-		
	Total Promoter shareholding A=A1 +A2	4,97,68,945	74.8	5,05,41,258	66.01
(B) Public Shareholding					
1	Institutional Investors	1,33,90,856	20.13	2,06,37,591	26.95
2.	Non Institution:				
	Private Corporate Bodies	0	-	1040619	1.36
	Directors and Relatives	29,510	0.04	34,273	0.04
	Key Managerial Personnel	0	-	3259	0.00
	Indian Public	25,03,049	3.76	34,66,020	4.53
	Others (including NRIs)	8,43,132	1.27	8,45,562	1.10
	Sub Total (B)	1,67,66,547	25.2	2,60,27,324	**33.99**
	Grand Total	6,65,35,492	100	7,65,68,582	**100**

Note:

The pre-issue shareholding pattern is on a fully diluted basis and as on the latest BENPOS date i.e. September 15, 2025.

XI. Proposed time frame within which the Preferential Issue shall be completed

As required under the SEBI ICDR Regulations, the Company will complete the allotment of the New Equity Shares pursuant to the Issue within a period of 15 (Fifteen) days from the date of passing of special resolutions under Item No. 5, provided that, where the issue and allotment of New Equity Shares is pending on account of pendency of approval from any regulatory authority or statutory authority (including but not limited to SEBI, Stock Exchanges and CCI, as applicable) or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals. The Company shall accordingly, without any further approval from the shareholders of the Company,

allot the corresponding number of Equity Shares in dematerialized form.

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

Not Applicable, since the Company has not made the preferential issue of any security during the calendar year i.e. from January 01, 2025 till date.

XIII. The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s):

Identity of the ultimate beneficial owners of the securities proposed to be allotted to Proposed Allottees that are not natural persons:

Sr. No.	Name of the Proposed Allotee	Category	Name of the Ultimate BeneficialOwner
1.	Anjana Projects Private Limited	Public	Karan G Mehta
2.	Nexome Capital Markets Limited	Public	Utsav Parekh
3.	Genesis Advertising Pvt Ltd	Public	Ujjal Sinha
4.	Ratnabali Investment Private Limited	Public	Vikash Somani Suresh Kumar Somani Jaishree Somani Namita Somani Kalpesh Suresh Somani Divya Somani
5.	Ratnabali Equity Private Limited	Public	Vikash Somani Suresh Kumar Somani Jaishree Somani Namita Somani Vinod Somani Divya Somani
6.	Devansh Trademart LLP	Public	Vivek Kumar Jain Nandita Jain Devansh Jain
7.	Nihal Fiscal Services Private Ltd	Promoter	Manju Mohanka
8.	Amayra Mohanka Family Trust	Promoter Group	Madan Mohan Mohanka
9.	Arvan Mohanka Family Trust	Promoter Group	Madan Mohan Mohanka
10.	Manish Mohanka Benefit Trust	Promoter Group	Madan Mohan Mohanka
11.	Eriska Investment Fund Limited	Public	Markus Beat Dangel

Note: Not Applicable with respect to the Proposed Allottee who are natural persons.

XIV. The percentage of post-preferential issue capital that may be held by the allottee(s) pursuant to the preferential issue.

Name of the proposed allottees	Pre Issue Shareholding	Pre Issue shareholding %	Shares Allotted in the Issue	Post Issue shareholding %
NIHAL FISCAL SERVICES PRIVATE LIMITED	3,71,28,203	55.80%	2,20,661	48.78%
MEHUL MOHANKA	13,315	0.02%	1,50,451	0.21%
MADAN MOHAN MOHANKA	53,48,502	8.04%	1,50,451	7.18%
MANJU MOHANKA		0.00%	1,00,300	0.13%
ARVAN MOHANKA FAMILY TRUST		0.00%	25,075	0.03%
AMAYRA MOHANKA FAMILY TRUST		0.00%	25,075	0.03%
MANISH MOHANKA BENEFIT TRUST		0.00%	1,00,300	0.13%
TATA MUTUAL FUND	1,56,462	0.24%	25,07,522	3.48%
BANDHAN MUTUAL FUND	1,92,016	0.29%	10,53,159	1.63%
TATA AIA LIFE INSURANCE COMPANY LIMITED	10,04,589	1.51%	10,03,009	2.62%
ICICI PRUDENTIAL MUTUAL FUND	-	0.00%	7,52,256	0.98%
TATA AIG GENERAL INSURANCE CO LTD.	-	0.00%	5,01,504	0.65%
MUKUL MAHAVIR AGRAWAL		0.00%	5,01,504	0.65%
GENESIS ADVERTISING PRIVATE LIMITED	22,000	0.03%	5,01,504	0.68%
MAHINDRA MANULIFE MUTUAL FUND	4,84,330	0.73%	3,25,977	1.06%
ADITYA BIRLA SUN LIFE AMC	11,25,744	1.69%	3,00,902	1.86%
COHESION MK BEST IDEAS SUB-TRUST	-	0.00%	3,00,902	0.39%
360 ONE MUTUAL FUND	-	0.00%	2,50,752	0.33%
ITI MUTUAL FUND	70,671	0.11%	2,50,752	0.42%
ANJANA PROJECTS PRIVATE LIMITED	-	0.00%	2,00,601	0.26%
VIKASH SOMANI	-	0.00%	1,50,451	0.20%
RATNABALI EQUITY PRIVATE LIMITED	-	0.00%	1,25,376	0.16%
SUSHMA ANAND JAIN	-	0.00%	1,00,300	0.13%
DEVANSH TRADEMART LLP	-	0.00%	75,225	0.10%
SURESH KUMAR SOMANI		0.00%	67,703	0.09%
RATNABALI INVESTMENT PRIVATE LIMITED	-	0.00%	62,688	0.08%
JAISHREE SOMANI		0.00%	60,180	0.08%

Name of the proposed allottees	Pre Issue Shareholding	Pre Issue shareholding %	Shares Allotted in the Issue	Post Issue shareholding %
ERISKA INVESTMENT FUND LIMITED	-	0.00%	50,150	0.07%
NEXOME CAPITAL MARKETS LIMITED	-	0.00%	25,075	0.03%
DIVYA SOMANI	-	0.00%	22,567	0.03%
DALJIT SINGH SAHNEY	-	0.00%	20,060	0.03%
NAMITA SOMANI		0.00%	12,537	0.02%
SAKHI SINGHI	2,375	0.00%	10,030	0.02%
ABHINAV CHANDAK		0.00%	5,015	0.01%
NAMEETA REDHU MOHANKA	860	0.00%	5,015	0.01%
SHARAD KUMAR KHAITAN		0.00%	2,507	0.00%
MADHU DUBHASHI		0.00%	2,006	0.00%
ANAND SEN		0.00%	1,504	0.00%
ASHWANI MAHESHWARI		0.00%	1,253	0.00%
SANJEEV KUMAR MISHRA	5,447	0.01%	1,003	0.01%
KRISHANU DAS		0.00%	1,003	0.00%
MANJUREE RAI		0.00%	752	0.00%
RUPAM KUMAR DAS		0.00%	551	0.00%
TRISHA JAIN		0.00%	501	0.00%
SHIRAJ CHAKRABORTY		0.00%	501	0.00%
TAPANJYOTI GOSWAMI	4,342	0.01%	501	0.01%
RICHA DHINGRA	-	0.00%	501	0.00%
SHIVAM NIGAM	-	0.00%	451	0.00%
HIMANSHU RAIJADA	-	0.00%	401	0.00%
MALVIKA SINGH	-	0.00%	351	0.00%
RAVINDRA KUMAR DHING	-	0.00%	300	0.00%
JAYANTA KUMAR BAJPAYEE	-	0.00%	250	0.00%
MANISH MANWANI	105	0.00%	250	0.00%
ASHIM SARKAR	-	0.00%	250	0.00%
SOURAV SEN	-	0.00%	250	0.00%
RAKTIM ADHIKARI	-	0.00%	250	0.00%
ABHISHEK TANTIA		0.00%		0.00%

Name of the proposed allottees	Pre Issue Shareholding	Pre Issue shareholding %	Shares Allotted in the Issue	Post Issue shareholding %
	219		225	
DIPANKAR BAKSHI	-	0.00%	150	0.00%
KARTICK SAHA	-	0.00%	150	0.00%
SAURAV ROY	-	0.00%	125	0.00%
SUDHA NAUTIYAL	-	0.00%	125	0.00%
SATHISH BABU E	-	0.00%	100	0.00%
NAGARAJ G	-	0.00%	100	0.00%
SANDIP MUKHERJEE	-	0.00%	100	0.00%
RUPAK KUMAR DAS	1,313	0.00%	100	0.00%
PINTU KUMAR HALDER	96	0.00%	100	0.00%
SANTANU DASMAHAPATRA	-	0.00%	100	0.00%
CHAUHAN ABHIRAJSINH	40	0.00%	100	0.00%
ABHISHEK	-	0.00%	100	0.00%
KRISHNA PAL SINGH	-	0.00%	100	0.00%
SUMIT SOURAV PAHI	-	0.00%	100	0.00%
ANIRBAN DAS	-	0.00%	100	0.00%
BASANTA PRAVAT SAHA	-	0.00%	100	0.00%
PRALAY DUTTA	-	0.00%	100	0.00%
PRANTICK SWARNAKAR	-	0.00%	100	0.00%
ANIRUDDHA CHATTARAJ	-	0.00%	75	0.00%
BIKASH KUMAR SHAW	-	0.00%	75	0.00%
BISWA KUMAR ACHARJEE	-	0.00%	50	0.00%
ASHOK KUMAR MISHRA	10	0.00%	50	0.00%
SANDIP GIRI	-	0.00%	50	0.00%
MANOJIT SEN	-	0.00%	50	0.00%
DEBASHIS KOLEY		0.00%		0.00%

Name of the proposed allottees	Pre Issue Shareholding	Pre Issue shareholding %	Shares Allotted in the Issue	Post Issue shareholding %
	-		50	
PRADEEP KUMAR DAS	2	0.00%	50	0.00%
MRINAL KANTI ROY	-	0.00%	50	0.00%
KOUSHIK KARANJAI	-	0.00%	50	0.00%

Notes:

(*) The pre-issue shareholding pattern is on a fully diluted basis and as on the latest BENPOS date i.e. September 15, 2025.

**These percentages have been calculated on the basis of post-preferential paid up share capital of the Company i.e. Rs. 76,56,85,820 (Rupees Seventy Six Crores Fifty Six Lakhs Eighty Five Thousand Eight Hundred Twenty Only) divided into 7,65,68,582 EquityShares of face value of Rs. 10/ (Rupees Ten Only) each.

XV. Change in control, if any, in the issuer consequent to the preferential Issue:

As a result of the proposed preferential Issue of the New Equity Shares, there will be no change in the control or management of the Company.

The voting rights of the Shareholders will be in accordance with their post-preferential Issue shareholding.

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

There will be no change in the status of the allottees upon the completion of the Issue, for details refer to Page No.s 33 - 35.

XVII. Size of the Issue/amount intended to be raised:

Amount aggregating up to INR 2000.60 Crores.

XVIII. Class or classes of persons to whom the allotment is proposed to be made:

Please refer to the disclosure in Page Nos. 33-35 in relation to classification of the Proposed Allottees under the promoter, promoter group, and public shareholders.

XIX. The Justification for allotment for consideration other than cash together with valuation report of the registered valuer:

This is not applicable, as the proposed preferential allotment is to be made for cash consideration.

XX. Holding of shares in demat form, non-disposal of shares by the Proposed Allottee, Lock-in period:

The entire pre-preferential shareholding of the Proposed Allottee(s) in the Company, is held by them in dematerialized form. The entire pre-preferential allotment shareholding of such allottee(s) is locked-in as per the requirement of SEBI ICDR Regulations.

The Equity Shares to be allotted to Proposed Allottees shall be locked-in for such period as specified under Chapter V of the SEBI ICDR Regulations.

XXI. Material terms of raising such securities:

The Equity Shares to be issued as part of the Issue to the Proposed Allottee(s) pursuant to the Preferential Issue (such Equity Shares, the "**New Equity Shares**") shall be issued and allotted on the terms and conditions prescribed under applicable law, including:

(a) The New Equity Shares shall be fully paid up and rank pari passu with existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and shall be subject to to the provisions of all applicable laws and shall be subject to the requirements as per the Memorandum of Association and Articles of Association of the Company.

(b) The New Equity Shares shall be allotted in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of shareholder's approval, provided that, where the issue and allotment of the New Equity Shares is pending on account of pendency of approvals from any regulatory authority or statutory authority (including, but not limited to SEBI, Stock Exchanges and CCI, as applicable) or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.

(c) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations, and laws, as applicable from time to time.

(d) The entire pre-preferential equity shareholding of the Proposed Allottees, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations.

(e) The New Equity Shares shall be subject to lock-in for such period as specified in the provisions of Regulation 167 of Chapter V of SEBI ICDR Regulations and any other applicable law for the time being in force.

(f) The New Equity Shares shall be listed and traded on the stock exchange where the existing equity shares of the Company are listed, subject to receipt of necessary regulatory permissions and approvals.

(g) The New Equity Shares shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under the SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.

(h) The Proposed Allottees shall, at the time of allotment of New Equity Shares, pay an amount equivalent to the consideration for the Equity Shares to be allotted in line with the requirements of Regulation 169(1) of the SEBI (ICDR) Regulations.

(i) The consideration for allotment of New Equity Shares shall be paid to the Company from the bank account of the Proposed Allottees.

XXII. Certificate from a practicing Company Secretary:

The certificate dated September 18, 2025, issued by M/s. Manisha Saraf & Associates, Practicing Company Secretaries, certifying that the Issue is being made in accordance with the requirements under the SEBI ICDR Regulation, as required under Regulation 163 (2) the SEBI ICDR Regulations, will be available for inspection by the shareholders of the Company at the meeting. The certificate is also available on the Company's website at the link: https://www.tegaindustries.com/investor/.

XXIII. Undertakings and other matters

(a) Each of the Proposed Allottee(s) has severally confirmed that it has not sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date. Further, the Proposed Allottees have confirmed that they are eligible under SEBI ICDR Regulations to undertake the Issue.

(b) The Company is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.

(c) 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 SEBI Listing Regulations and the circulars, clarifications, guidelines and notifications issued thereunder, each as amended.

(d) None of the Directors or the Company are categorized as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.

(e) None of the Company's Directors are fugitive economic offenders as defined under the SEBI ICDR Regulations.

(f) The Company will recompute the price of the relevant Equity Shares to be allotted under the preferential issue in terms of the provisions of the SEBI ICDR Regulations, if and to the extent required under the applicable provisions of the SEBI ICDR Regulations.

(g) If the amount payable on account of the re-computation of price (if required) is not paid within the time stipulated in SEBI ICDR Regulations, the relevant Equity Shares to be allotted under the Issue will continue to be locked-in till the time such amount is paid by the Proposed Allottee.

In accordance with the provisions of Sections 23, 42 and 62(1)(c) of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the shareholders for the invitation, offer, issue and allotment of the Equity Shares to the proposed allottees in the Issue is being sought by way of a Special Resolution as set out in Item no. 5 of the Notice.

Details of allottees who intend to participate in the preferential Issue to the extent mentioned above, and accordingly are interested in this Issue to the extent of their pre-preferential shareholding in the Company or as directors (as applicable) – Kindly refer Page No.s – 40-41.

Apart from the above, none of the directors, promoters/promoter group, or key managerial persons of the Company or any of their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item no. 5 of this Notice.

The Board believes that the proposed Issue is in the best interests of the Company and its shareholders and recommends the resolution set forth in Item No. 5 as a Special Resolution for the approval of the shareholders.

ROUTE MAP TO VENUE OF THE MEETING:

Science City, Mini Auditorium, JBS Haldane Avenue, Kolkata – 700046

PROXY FORM

Form No. MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN :

Name of the Company :

Registered office :

Name of the member (s):

Registered address:

E-mail ID:

Folio No./Client ID/DP ID:

I / We, being the member (s) of _____shares of the above-named company, hereby appoint:

1. Name:
   Address:
   E-mail Id:
   Signature:

   Or failing him;

2. Name:
   Address:
   E-mail Id:
   Signature:

as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the ____ Extraordinary General Meeting of the Company, to be held on _____day, 00 Month 2025 at 00:00 a.m./p.m. at the Registered Office of the Company at Godrej Waterside, Tower-II, Office No.807,8th Floor, Block DP-5, Salt Lake Sector V, Bidhannagar, Kolkata – 700091 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Description	For	Against
1.	Approve increase in the Limits of Investments to be made by the Company in other Bodies Corporate under section 186 of the Companies Act, 2013.		
2.	Approve increase in borrowing powers of the company under section 180(1)(c) of the Companies Act, 2013.		
3.	Approve creation of hypothecation, mortgage, pledge, charges or any other encumbrance on the movable and immovable properties of the Company, both present and		

Item No.	Description	For	Against
	future, in respect of borrowings under Section 180 (1)(a) of the Companies Act, 2013.		
4.	Approve raising of funds by way of issuance of equity shares, debt securities and/ or other eligible securities (convertible/ non-convertible) through permissible modes, including but not limited to a Private Placement, Preferential Allotment Qualified Institutions Placement or through other permissible mode and/ or combination thereof		
5.	Approve preferential issue of securities to certain investors on a Private Placement basis		

Signed this _____ day of _____ 2025

Signature of Member(s)

Affix Revenue stamp of Rs.1/-

Signature of Proxy holder(s)

Note:

This form of proxy in order to be effective should be duly completed, signed, stamped and deposited at the Registered Office of the Company i.e., Godrej Waterside, Tower-II, Office No.807,8th Floor, Block Dp-5, Salt Lake Sector V, Bidhannagar, Kolkata – 700091 not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

Reg. Folio No./DP Id No./ Client Id No.:

Name and Address :

Name(s) of Joint Member(s), if any:

No. of Shares held:

I/We certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I/We hereby record my/our presence at the _____ Extraordinary General Meeting of the Company on _____day, Month 00, 2025 at 00:00 p.m./ a.m. at the Registered Office of the Company at Godrej Waterside, Tower-II, Office No.807,8th Floor, Block Dp-5, Salt Lake Sector V, Bidhannagar, Kolkata – 700091.

_____

Signature of First holder/Proxy/Authorised Representative

_____

Signature of Joint holder(s)

Place:

Date:

Notes:

1. Please sign this attendance slip and hand it over at the meeting venue.
2. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.

E-VOTING

Users who wish to opt for e-voting may use the following login credentials:

E-voting Event No.	User ID	Password

Notes:

1. Please follow the steps for e-voting procedure as given in the Notice of EGM
2. Instructions for e-voting procedure are available in the Notice of EGM.