

TIL Limited

CIN: L74999WB1974PLC041725

Registered Office:

1, Taratolla Road, Garden Reach

Kolkata-700 024

Ph. : 6633-2000, 6633-2845

Fax : 2469-3731/2143

Website : www.tilindia.in20th February, 2026

The Manager,
Listing Department
National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block - G,
Bandra Kurla Complex, Bandra (E),
Mumbai 400 051

The Secretary,
Listing Department
BSE Ltd.,
P.J. Towers,
Dalal Street, Fort,
Mumbai 400001.

Stock Code: TIL

Scrip Code: 505196

Dear Sir/Madam,

Sub: Notice of Extraordinary General Meeting

We would like to inform that, further to our intimation dated 13th February, 2026 regarding Extraordinary General Meeting (EGM) of the Members of TIL Limited ("the Company") scheduled to be held on Saturday, 14th March, 2026 at 11.30 a.m. through Video Conferencing only, the Notice of the EGM dated 13th February, 2026 is enclosed herewith.

The Notice of the EGM has been sent through email today i.e., 20th February, 2026 to those Shareholders whose email addresses are registered with the Company or with the Registrar and Share Transfer Agent viz., Messrs. C B Management Services (P) Ltd. or with the Depository Participants.

The Notice of the EGM of the Company can be accessed from the website of the Company at www.tilindia.in.

Kindly take the above submission on record.

Thanking you,

Yours faithfully,
For TIL LIMITED



**CHANDRANI CHATTERJEE
COMPANY SECRETARY**

Encl. As above

NOTICE

OF THE EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting (EGM) of the Shareholders of **TIL LIMITED** ("the Company") will be held on Saturday, the 14th March, 2026 at 11: 30 A.M. (IST) through Video Conference (VC) to transact the following businesses:

SPECIAL BUSINESS

1. Approval for Acquisition of Equity Share Capital in Tulip Compression Private Limited

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

"RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), as amended, and other applicable laws, rules, and regulations, if any, the Company's policy of related party transactions and subject to such approvals, consents, permissions, and sanctions as may be necessary from any governmental, statutory, or regulatory authorities and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof) to acquire 60% of the equity share capital i.e. 37,90,250 equity shares of face value of ₹ 10/- each held by Gainwell Commosales Private Limited (a related party pursuant to Section 2(76) of the Act and Regulation 2(1)(zb) of SEBI LODR) in Tulip Compression Private Limited (CIN: U29036DL2017PTC313977), on such terms and conditions as set out in the Share Purchase Agreement.

RESOLVED FURTHER THAT the total consideration for the aforesaid acquisition shall be up to an amount of ₹119,01,38,500/- (Rupees One Hundred Nineteen Crores One Lakh Thirty Eight Thousand and Five Hundred Only), subject to such adjustments, escrow arrangements, working capital adjustments, or other conditions as may be agreed in terms of the Share Purchase Agreement(s).

RESOLVED FURTHER THAT the Share Purchase Agreement and all other transaction documents, including any amendments, schedules, certificates, filings, and ancillary documents required in connection with the acquisition, be and are hereby approved, with authority to make such modifications as may be considered necessary or expedient in the best interest of the Company.

RESOLVED FURTHER THAT any two of the following personnels:

- a) the Directors
- b) Chief Financial Officer and
- c) Company Secretary of the Company be and are hereby jointly authorized to:
 - i) negotiate, finalize, and execute the Share Purchase Agreement(s) and all related documents;
 - ii) determine final terms and conditions of the acquisition;
 - iii) make applications, filings, and intimations with regulatory authorities including the Registrar of Companies, Securities and Exchange Board of India, Stock Exchanges, Competition Commission of India, and any other statutory or regulatory authority, as may be required;
 - iv) do all such acts, deeds, matters, and things as may be necessary, desirable, or expedient to give effect to this resolution."

2. Enhancement of the Borrowing Limit of the Company under Section 180(1)(c) of the Companies Act, 2013

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

“RESOLVED THAT pursuant to the Section 180(1)(c) of the Companies Act, 2013 (“Act”) read with all other applicable provisions of the Act and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company and approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow any sum or sums of money from time to time at their discretion from any Banks, Financial Institutions, etc., for the purpose of the business of the Company, wherein the money to be borrowed together with the moneys already borrowed by the Company, (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may exceed at any time, the aggregate of the paid-up capital of the Company and its free reserves (that is to say, reserves, not set apart for any specific purpose) upto a sum not exceeding ₹ 600 crores (Rupees six hundred crores only), that the Board of Directors and/or its Committee be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to the interest, repayment, security or otherwise as it may think fit, proper and expedient.

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

Place: Kolkata
Date: 13th February, 2026

Registered Office:

1, Taratolla Road Garden Reach,
Kolkata, WB - 700024
CIN: L74999WB1974PLC041725
Website: www.tilindia.in

**By Order of the Board of Directors
For TIL Limited**

**Chandrani Chatterjee
Company Secretary &
Chief Compliance Officer**

Notes:

1. Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act"), in respect of the Special Business to be transacted at the Extraordinary General Meeting ("EGM") is annexed hereto.
2. The Ministry of Corporate Affairs ("MCA"), vide its General Circular No. 3/2025 dated 22nd September, 2025 has permitted the holding of the "EGM" through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act, the Listing Regulations, MCA Circulars, etc., the EGM of the Company is being held through VC/OAVM.
3. Since the EGM is being held through VC/OAVM, the facility for appointment of proxies is not required. However, in terms of the provisions of Section 113 of the Act, Corporate Members are entitled to appoint their authorized representatives to attend the EGM through VC / OAVM on their behalf and participate thereat and cast votes by electronic means (details of which are provided separately in this Notice). Such Corporate Members are requested to refer the 'General Guidelines for shareholders' provided under point no. 10 herein below, for more information.
4. In compliance with the aforesaid MCA/SEBI Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company or Central Depository Services (India) Limited (CDSL)/ National Securities Depositories Limited (NSDL) ("Depositories"). Members may note that the Notice will also be available on the Company's website at www.tilindia.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and also on the website of National Securities Depository Ltd. (NSDL) i.e., www.evoting.nsdl.com.
5. Shareholders who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically. Further, in case of any change in the e-mail address registered with the Company, a fresh address may kindly be sent to the Company at secretarial.department@tilindia.com or to the Company's Registrar & Share Transfer Agent, Messrs. C B Management Services (P) Limited ("CBMSL") at rta@cbmsl.com. Shareholders holding shares in demat form are requested to register / update their e-mail address with their Depository Participant(s).
6. The Company has engaged the services of NSDL, as the authorized agency for conducting the EGM and providing e-voting facility.
7. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Statutory Registers and relevant documents referred to in the Notice and in the Explanatory Statement will be available for inspection through electronic mode upto the date of EGM. Accordingly, shareholders may write to the Company at secretarial.department@tilindia.com in this regard by mentioning their names, folio nos. / demat account nos., etc. with the caption "Request for Inspection" in the subject line of the e-mail.
- 9. Voting through electronic mode**

In terms of the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44(1) of the SEBI Listing Regulations and the said Circulars, the Company is pleased to provide the facility of "e-Voting" to its shareholders, to enable them to cast their votes on the resolutions proposed to be passed at the EGM, by electronic means.

The Company has engaged the services of NSDL, who will provide with the e-Voting facility of casting votes to the shareholders using remote e-Voting system from a place other than the venue of the EGM ('remote e-Voting') as well as e-Voting during the proceedings of the EGM ('e-Voting at the EGM').

Further, in accordance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has fixed Saturday, 7th March, 2026 as the "cut-off" date to determine the eligibility to vote by remote e-Voting or e-Voting at the EGM. A shareholder whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date, i.e., 7th March, 2026 shall be entitled to avail the facility of remote e-Voting or e-Voting at the EGM.

The Company has appointed M/s. Rupanjana De & Co, Practicing Company Secretaries (Firm Registration No. P2024WB101200), as the Scrutinizer to scrutinize the remote e-Voting and e-Voting at the EGM in a fair and transparent manner and to give the Scrutinizer's Report to the Chairman.

10. Instructions for attending the EGM and E-voting are as follows:

- a. The remote e-Voting period commences on Tuesday, 10th March, 2026 at 9.00 a.m. (IST) and ends on Friday, 13th March, 2026 at 5.00 p.m. (IST). During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Saturday, 7th March, 2026, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, they shall not be allowed to change it subsequently.
- b. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Listing Regulations, the Company is offering e-voting facility to all Members of the Company. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners (in case of electronic shareholding) maintained by the Depositories as on the cut-off date 7th March, 2026 only shall be entitled to avail the facility of remote e-voting / e-voting at the EGM. NSDL will be facilitating remote e-voting to enable the Members to cast their votes electronically. Members can cast their vote online from 9:00 A.M. (IST) on Tuesday, 10th March, 2026 to 5:00 P.M. (IST) on Friday, 13th March, 2026. At the end of remote e-voting period, the facility shall forthwith be blocked.
- c. Pursuant to SEBI circular No. SEBI/ HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on "e-voting facility provided by Listed Companies", which is effective from June 9, 2021, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- d. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting Service Provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- e. The voting rights of the Members shall be in proportion to the number of share(s) held by them in the equity share capital of the Company as on the cut-off date being Saturday, 7th March, 2026.

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

- f. Any person holding shares in physical form and non-individual shareholders, who become a member of the Company after sending of the Notice and hold shares as of the cut-off date, may obtain the login ID and password by following up the process mentioned herein below.
- g. In case of Individual Members holding securities in demat mode and who become a member of the Company after sending of the Notice and hold share(s) as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
- h. The Members who have cast their vote by remote e-voting prior to the EGM may also attend / participate in the EGM through VC / OAVM but shall not be entitled to cast their vote again.
- i. The details of the process and manner for remote e-Voting and EGM are explained herein below:

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

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

Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated 9th December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding shares in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email address in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/ mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see the e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see the e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp. 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi/Easiest, they can login through their existing User ID and Password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi tab and then use your existing Myeasi username & password 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting features. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode 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.com 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. 1800-21-09911

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

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-services i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company. For example if folio number is 001*** and EVEN is 138617 then user ID is 138617001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will prompt you to change your password.
 - c) How to retrieve your 'initial password'?
 - i) If your email ID is registered with your demat account or with the company, your 'initial password' must have been communicated to you on your email ID. Trace the email sent from NSDL to you from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii) If your email address is not registered, please follow steps mentioned below under the 'process for those shareholders whose email addresses are not registered with the Company/Depository Participants'.
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting are in active status.
2. Select "EVEN" of the company for which you wish to cast your vote during the remote e-Voting period or casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on **"Submit"** and also **"Confirm"** when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take a printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolutions, you will not be allowed to modify your vote.

Process for those shareholders whose e-mail addresses are not registered with the Company / Depository Participants for procuring User ID and Password and registration of e-mail addresses for e-Voting for the resolutions set out in this Notice of EGM:

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to secretarial.department@tilindia.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretarial.department@tilindia.com. Individual shareholders holding shares in demat mode are requested to refer to login method explained in Step 1(A) i.e., Login method for e-Voting and joining virtual meeting for individual shareholders holding shares in demat mode.
3. Alternatively, shareholders may send e-mail requests to evoting@nsdl.com for obtaining User ID and Password by providing the details mentioned in Point (1) or (2), as the case may be.
4. In terms of SEBI Circular dated 9th December 2020 on e-Voting facility provided by Listed Companies, individual shareholders holding shares in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Instructions for shareholders for e-Voting at the time of EGM:

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members / shareholders, who will be present at the EGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting at the EGM.
3. Members / shareholders who have voted through remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to e-vote at the EGM.
4. For any grievances connected with the facility for e-Voting at the EGM, shareholders may contact Ms. Pallavi Mhatre, Senior Manager, NSDL at telephone no. 022-4886 7000 or send an e-mail to 'evoting@nsdl.com'.

General Guidelines for shareholders

1. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail at rupanjana.de@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-Voting user manual for shareholders available at the download section of www.evoting.nsdl.com or call on 022-4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com.

Other Information:

1. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company held as on the cut-off date, which is 7th March, 2026.
2. Every Client ID No. / Folio No. will have one vote, irrespective of number of joint holders.
3. Any person holding shares in physical form and non-individual shareholders who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e, 7th March, 2026, may obtain the login ID and password by sending a request at evoting@nsdl.com or Issuer/ RTA. However, if you are already registered with NSDL for remote e-Voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call at 022 - 4886 7000. In case of Individual shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on the cut-off date i.e., 7th March, 2026 may follow steps mentioned in the Notice of the EGM under Step 1 : "Access to NSDL e-Voting system".
4. A person, whose name is recorded in the Register of Members or Register of Beneficial Owners maintained by the Depositories as on the cut-off date shall be entitled to avail the facility of remote e-Voting or e-Voting at the EGM.
5. Any person who is not a shareholder as on the cut-off date should treat this Notice for information only.
6. The Scrutinizer shall, after the conclusion of e-Voting at the EGM, first count the votes cast vide e-Voting at the EGM and thereafter shall, unblock the votes cast through remote e-Voting, in the presence of at least two witnesses not in the employment of the Company and shall submit a Consolidated Scrutinizer's Report on the total votes cast in favor of or against, not later than 48 (forty eight) hours of the conclusion of the EGM, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
7. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company, www.tilindia.com in and on the website of NSDL, i.e., www.evoting.nsdl.com immediately after the same is declared. The Company shall simultaneously forward the results to BSE, NSE and The Calcutta Stock Exchange Ltd., where the shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
8. Shareholders who would like to seek information with regard to any matter related to these business only, may send their questions in advance mentioning their name, demat account number / folio number, e-mail address, mobile number at secretarial.department@tilindia.com latest by 5.00 p.m. (IST) on Saturday, 7th March, 2026. The same will be replied by or on behalf of the Company suitably.
9. Shareholders who need assistance before or during the EGM, can contact Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com or call at 022 - 4886 7000.

10. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Shareholders holding shares in dematerialized form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Shareholders holding shares in physical form should submit their PAN to the Company / Messrs. CB Management Services (P) Limited.
11. Shareholders are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, PAN, mandates, nominations, bank details (such as name of the bank and branch details, bank account number, MICR code, IFSC, etc.), with necessary documentary evidence to their Depository Participants in case the shares are held by them in dematerialized form and to the Company / Messrs. C B Management Services (P) Limited in case the shares are held by them in physical form.

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

As required under Section 102 of the Companies Act, 2013 ('Act') the following Explanatory Statement sets out all material facts relating to the Special Business set out in Item No. 1 and Item No. 2 of the accompanying Notice dated 13th February, 2026.

Item No. 1: Approval for Acquisition of Equity Share Capital in Tulip Compression Private Limited

Background and Rationale:

The Board of Directors of TIL Limited constituted a committee of directors to evaluate the proposal for acquisition of a 60% equity stake (i.e. 37,90,250 equity shares of face value of Rs. 10 each) in Tulip Compression Private Limited ("TCPL") from Gainwell Commosales Private Limited ("GCPL") (referred to as the "Proposed Transaction").

The Committee undertook a comprehensive review covering strategic fit, business quality, financial performance, growth prospects, valuation, due diligence findings, and on-ground assessment of TCPL's operations, including examination of two independent valuation reports, a comparative analysis of valuations, due diligence reports, audited financial statements, management presentations, and physical site visits.

About Tulip Compression Private Limited:

TCPL is engaged in the design, packaging, servicing, and progressive manufacturing of equipment used in CNG, LNG, and hydrogen refueling infrastructure. Based on the management presentation and on-ground assessment, TCPL operates across key segments including CNG Infrastructure (Core Business) comprising packaged CNG compressor systems, composite CNG dispensing units (station-on-skid solutions), complete CNG station integration, and lifecycle operation and maintenance services.

TCPL also operates in the LNG Solutions (Emerging Segment) consisting of LNG dispensing systems, small-scale LNG and CNG-to-LNG liquefaction solutions, and cryogenic storage vessels and pump skids. Further, TCPL is developing Hydrogen Infrastructure (Future-ready Segment) including hydrogen compressors and dispensers and integrated hydrogen refueling station solutions, supported by global technology tie-ups.

Scale and Track Record:

TCPL has achieved meaningful scale with over 725 compressors sold, more than 580 units delivered and operational, operations across 16+ states in India, a large installed base supporting long-term service and maintenance revenues, and one of the largest service footprints in the CGD sector .

TCPL is positioned as a single-window solution provider for CGD players, covering design, equipment, commissioning, and lifecycle services, which significantly reduces coordination complexity for customers.

Financial Performance:

TCPL has demonstrated strong growth over recent years with revenue growing from ₹73.4 crores in FY 20 to ₹199.4 crores in FY 25, EBITDA improving from negative ₹2.3 crores in FY 20 to ₹16.2 crores in FY 25, and PAT increasing from negative ₹2.8 crores in FY 20 to ₹6.8 crores in FY 25.

Based on the financial projections presented and discussed, the Committee carried out an assessment of the expected payback period, and on a discounted cash flow basis, the estimated payback period for the proposed investment is approximately seven years.

Strategic Synergies and Consolidation of business:

Proposed acquisition will lead to Strong strategic alignment between TIL and TCPL as TCPL operates as a CNG-focused company with expanding capabilities in LNG and cryogenic infrastructure, which aligns well with the broader transition in energy systems towards gas-based and cleaner fuels. This acquisition will lead to consolidation of business operations and create a stronger, more integrated entity in the gas infrastructure sector. TCPL's move into cryogenic vessels, LNG infrastructure, and heavy fabrication aligns closely with TIL's manufacturing capabilities, and TIL's unutilized manufacturing capacity can be effectively deployed to support TCPL's transition from packaging to deeper manufacturing.

TCPL's established customer relationships and extensive service footprint in the CGD ecosystem also complement TIL's execution and fabrication strengths. The proposed transaction to be operationally synergistic in nature, rather than a passive financial investment.

Valuation:

The Committee reviewed two independent DCF-based valuation reports: an Independent Chartered Accountant valuation showing approximately INR 200 crore enterprise value and a SEBI-registered Merchant Banker valuation showing approximately INR 202-208 crore enterprise value. Based on these valuations, the implied consideration for 60% equity stake falls broadly in the range of INR 120-125 crore.

The proposed acquisition involves the purchase of 37,90,250 equity shares representing 60% of the equity share capital at a price of ₹314/- per share for a total consideration of ₹119,01,38,500/-. The consideration took into account the total valuation of the entire issued capital of the Company at ₹198,00,00,000/-.

Terms of the Proposed Transaction:

The acquisition will be governed by Share Purchase Agreement to be executed between the parties, which will contain detailed terms and conditions including:

- Purchase of 60% equity stake currently held by Gainwell Commosales Private Limited
- Total consideration amount as specified in the resolution
- Representations, warranties, and indemnities
- Conditions precedent to closing
- Post-closing obligations and adjustments
- Other customary terms for transactions of this nature
- An option to increase the holding/ stake in TCPL upto 74% of their entire issued and paid-up equity Share Capital

The management has provided the Audit Committee with the relevant details of various proposed Related Party Transactions (RPTs) including material terms and basis of pricing. The Audit Committee has reviewed the certificate provided by CEO & Managing Director and Chief Financial Officer of the Company, as required under the RPT Industry Standards.

Details of the proposed RPTs between the Company and GCPL, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular dated January 30, 2026, read with SEBI circular dated June 26, 2025, are as follows:

A(1) Basic details of the related party

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	Gainwell Commosales Private Limited ("GCPL").
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	specializing in the sale, distribution, and service of heavy construction, mining, and energy equipment

A(2) Relationship and ownership of the related party

S. No.	Particulars of the information	Information provided by the management
1.	<p>Relationship between the listed entity/subsidiary¹ (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:</p> <ul style="list-style-type: none"> · Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. · Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). · Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). 	<p>Enterprises over which Key Management Personnel is able to exercise significant influence</p> <p>No shareholding of related party in the Listed Entity or its subsidiary.</p>

A(3) Details of previous transactions with the related party

S. No.	Particulars of the information	Information provided by the management									
1.	<p>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</p> <table border="1"> <thead> <tr> <th>S.No.</th> <th>Nature of Transactions</th> <th>FY 2024-2025 (INR)</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Sale of goods or services</td> <td>63 lakhs</td> </tr> <tr> <td>2.</td> <td>Purchase of goods or services</td> <td>151.06 lakhs</td> </tr> </tbody> </table>	S.No.	Nature of Transactions	FY 2024-2025 (INR)	1.	Sale of goods or services	63 lakhs	2.	Purchase of goods or services	151.06 lakhs	
S.No.	Nature of Transactions	FY 2024-2025 (INR)									
1.	Sale of goods or services	63 lakhs									
2.	Purchase of goods or services	151.06 lakhs									
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	₹ 417.60 lakhs (as on September, 2025) pertaining to purchase of goods or services									
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No default									

A(4) Amount of proposed transactions

S. No.	Particulars of the information	Information provided by the management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee / shareholders.	₹119,01,38,500/-
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	34.69%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not Applicable
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	3.29%
6.	Financial performance of the related party for the immediately preceding financial year:	
	Particulars	FY 2024-2025 (₹ in Lacs)
	Turnover	3,33,987
	Profit After Tax	2,727
	Net worth	79,515

A(5) Basic details of the proposed transaction

S. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Investment
2.	Details of each type of the proposed transaction	Purchase of equity shares of Tulip Compression Private Limited from Gainwell Commosales Private Limited.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	One time
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	₹119,01,38,500/-
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Board of Directors of TIL Limited constituted a committee of directors to evaluate the proposal for acquisition of a 60% equity stake in Tulip Compression Private Limited ("TCPL") from Gainwell Commosales Private Limited ("GCPL").

A(5) Basic details of the proposed transaction (Contd.)

S. No.	Particulars of the information	Information provided by the management
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Committee undertook a comprehensive review covering strategic fit, business quality, financial performance, growth prospects, valuation, due diligence findings, and on-ground assessment of TCPL's operations, including examination of two independent valuation reports, a comparative analysis of valuations, due diligence reports, audited financial statements, management presentations, and physical site visits.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. <i>Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</i>	
	a. Name of the director / KMP	Mr. Sunil Kumar Chaturvedi, Chairman & Managing Director
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party, i.e. GCPL	Beneficial ownership through promoter company (56.467%)
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Yes

B(3) Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction.	Term Loan
2.	Where any financial indebtedness is incurred to make investment, specify the following:	
	a. Nature of indebtedness	Secured
	b. Total cost of borrowing	12% P.A.P.M.
	c. Tenure	84 months
3.	Purpose for which funds shall be utilized by the investee company.	To undertake working capital expenditure and general corporate purpose.
4.	Material terms of the proposed transaction	Not Applicable

C(2) Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	Latest credit rating of the related party	A
2.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	N A.

Pursuant to Section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI LODR, the Company is required to obtain approval of the Members by way of a Special Resolution for making investments exceeding certain limits. Since the proposed acquisition involves a significant investment by the Company, approval of the Members is being sought through this resolution.

None of the Directors, key managerial personnel and their relatives, except Mr. Sunil Kumar Chaturvedi, Chairman & Managing Director, are concerned or interested in the proposed resolution, either financially or otherwise.

Item No. 2: To increase the limits of borrowing by the Board of Directors of the Company under Section 180(1)(c) of the Companies Act, 2013

In terms of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a Company shall exercise the power to borrow money, where money to be borrowed together with the money already borrowed by the Company will exceed aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, only on the consent of the Members by passing a Special Resolution.

At the Extra-Ordinary General Meeting of the Company held on July 28, 2014, the Members of the Company had accorded their consent to the Board of Directors of the Company ("Board") for borrowing (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) upto ₹ 400 crores under Section 180(1)(c) of the Companies Act, 2013.

However, almost the entire amount of ₹ 400 crores, is in a position of utilization keeping a very short window for any type of emergency.

As per our business plan in the coming future, approved by the Board, TIL is in the state of expanding its business. Right now, we have very good potential of procuring high value orders.

Moreover, with the approval of the Board and Shareholders for acquisition of equity shareholding in Tulip Compression Private Limited (TCPL), the Company definitely need substantial amount of liquid money at its disposal for timely and efficient implementation of all it's project including that will be now synergise with TCPL.

In this circumstance, the Company proposes to increase it's borrowing power upto a maximum level of ₹ 600 crores, to be utilized in future, as and when required, for the purpose of easement of Business operation.

Accordingly, the Board of Directors at its meeting held on 13th February 2026 had thought fit and approved the increase in the borrowing limit from ₹ 400 crores to ₹ 600 crores pursuant to Section 180(1)(c) of the Companies Act, 2013, subject to the approval of the members of the Company.

The present approval being sought from the Members is an only enabling in nature to maintain financing flexibility. However, any actual or additional borrowings of the Company shall be on the basis of approval that may be accorded by the Board or Committee of Directors from time to time.

None of the Directors, Key Managerial Personnel, or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolutions set out in Item No. 1 and 2 for approval of the Members.

TIL Limited

CIN: L74999WB1974PLC041725

Registered & Corporate Office:

1, Taratolla Road, Garden Reach, Kolkata - 700024

Phone: + 91 33 2469 3732-6 / 6497 | 6633 2000 / 2845

Fax: + 91 33 2469 2143 / 3731

Website: www.tilindia.in