

TIL Limited

CIN : L74999WB1974PLC041725

Registered Office:

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Kolkata-700 024

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Website: www.tilindia.in

23rd 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,

Re: Outcome of Board Meeting of TIL Limited ("the Company") Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR)

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that the Board of Directors of the Company at its meeting held on Monday, 23rd February, 2026 have considered and approved the following:

1. Fund Raising by way of issue of Equity shares on Rights basis

Raising of funds of up to Rs. 200 crores (Rupees Two Hundred Crores Only) through **issuance of equity shares on rights basis** to eligible equity shareholders of the Company as on the record date (to be determined and notified subsequently), in accordance with applicable law, including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, along with the relevant circulars issued by the SEBI subject to such regulatory and statutory approvals as may be required.

For the purposes of giving effect to the rights issue, the detailed terms in relation to the rights issue, including but not limited to the issue price, rights entitlement ratio, record date, timing and terms of payment will be determined and disclosed to the exchange in due course by the Board of Directors and/or a duly constituted committee of the Board of Directors authorised in this regard.

The Board has constituted a Right Issue Committee and delegated the authority inter alia to approve all further matters relating to the above-mentioned Rights Issue and to exercise such powers as may be necessary in this regard.



The details, as required to be disclosed under Regulation 30 read with SEBI Master Circular HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 updated as on January 30, 2026, are set out in **Annexure I**.

This intimation is also being uploaded on the Company's website and can be accessed at the weblink: <https://www.tilindia.in/investor-relations/corporate-action>

2. Signing of Share Purchase Agreement with Gainwell Commosales Private Limited

In continuation of the approval of Board regarding acquisition of 60% of the equity share capital of M/s. Tulip Compression Private Limited from Gainwell Commosales Private Limited (GCPL), as intimated to the Exchanges on 13th February 2026, Board further approved signing of a Share Purchase Agreement with GCPL. The acquisition and the related agreements are, however, subject to approval by the shareholders of the Company in the ensuing Extra-ordinary General Meeting scheduled to be held on 14th March 2026.

The details regarding the acquisition as required pursuant to paragraph 1 of the Part A, Schedule III of Listing Regulations read with the SEBI Master Circular HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 updated as on January 30, 2026, are set out in **Annexure II**.

The meeting of the Board of Directors commenced at 9.00 a.m. and concluded at 11.45 a.m.

You are requested to kindly take the above information on record.

Thanking you,

Yours faithfully,

For TIL LIMITED



CHANDRANI CHATTERJEE
COMPANY SECRETARY

Encl: As above

Annexure I

**The details as required to be disclosed under Regulation 30 read with SEBI Master Circular
HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 updated as on January 30, 2026**

Sr. No.	Particulars	Description
1.	Type of securities proposed to be issued (viz., equity shares, convertibles, etc.)	Equity shares
2.	Type of Issuance (further public offering, rights issue, depository receipts (ADR / GDR), qualified institutions placement, preferential allotment etc.)	Rights basis
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Issue of such number of securities at such a price as may be decided by the Board or the Committee thereof, for an aggregate amount not exceeding Rs. 200.00 crores (Rupees Two Hundred Crores only) on Right issue basis, to the eligible equity shareholders.
4.	In case of preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s): a) Name of the Investor b) Post allotment of securities- outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors c) in case of convertibles- intimation on conversion of securities or on lapse of the tenure of the instrument	Not Applicable
5.	In case of bonus issue the listed entity shall disclose the following additional details to the stock exchange(s)	Not Applicable
6.	In case of issuance of depository receipts (ADR/GDR) or FCCB the listed entity shall disclose following additional details to the stock exchange(s)	Not Applicable
7.	In case of issuance of debt securities or other non-convertible securities the listed entity shall disclose following additional details to the stock exchange(s)	Not Applicable
8.	Any cancellation or termination of proposal for issuance of securities including reasons thereof	Not Applicable



Annexure II

Disclosure under sub-para (1) [i.e. Acquisition(s) (including agreement to acquire)] of Para (A) of Part (A) of Schedule III of the Listing Regulations read with SEBI Master Circular HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 updated as on January 30, 2026:

Sr. No.	Details of event that needs to be provided	Information of such event
1.	Name of the target entity, details in brief such as size, turnover etc.	<p>Name of the Target Entity: Tulip Compression Private Limited ("TCPL"), subsidiary of Gainwell Commosales Private Limited ("GCPL").</p> <p>Details of Target Entity: TCPL, a company under the Companies Act, 2013, in India on December 06, 2017 and having registered office at Delhi. 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.</p> <p>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.</p> <p>Period: FY 2024-2025</p> <p>Turnover: Rs 199.4 crores</p>
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length"	<p>Yes, the acquisition of stake held by GCPL in TCPL by the Company is a related party transaction, which is on an arm's length basis.</p> <p>The Promoter/Promoter Group of the Company do not have any interest in the transaction.</p>



3.	Industry to which the entity being acquired belongs	Oil and Gas Equipment and Services Industry
4.	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	<p>Proposed acquisition will lead to strong strategic alignment between the Company 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.</p> <p>TCPL's established customer relationships and extensive service footprint in the CGD ecosystem also complement TIL's execution and fabrication strengths. The proposed transaction will be operationally synergistic in nature, rather than a passive financial investment.</p>
5.	Brief details of any governmental or regulatory approvals required for the acquisition	Not Applicable
6.	Indicative time period for completion of the acquisition	Acquisition of 60% of the share capital held by GCPL in TCPL (" Proposed Acquisition ") will be completed on or before [date], subject to the satisfaction of terms and conditions of the share purchase agreement.
7.	Consideration - whether cash consideration or share swap or any other form and details of the same	Cash



8.	Cost of acquisition and/or the price at which the shares are acquired	Total consideration of the Proposed Acquisition is INR 119,01,38,500.
9.	Percentage of shareholding / control acquired and / or number of shares acquired	Acquisition of 60% of share capital held by GCPL in TCPL.
10.	Brief background about the entity acquired in terms of products/line of business acquired, and any other significant information (in brief).	Please refer to response provided under the head of 'Details of Target Entity' under paragraph 1 above. Country in which the acquired entity has presence - India Any other significant information- N/A

