



**Date:** 09/01/2026

To,

**National Stock Exchange of India Limited**

Exchange Plaza, 5th Floor,  
Plot No. C/1, G Block,  
Bandra – Kurla Complex,  
Bandra (E),  
Mumbai – 400 051

**Ref: TSC India Limited (SYMBOL/ISIN: TSC/INE16VK01010)**

Dear Sir/Madam,

**Sub: Intimation and Submission of Notice of Extra Ordinary General Meeting (“EGM”) of the Company as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)**

Pursuant to Regulation 30 read with Para A, Part A of Schedule III of Listing Regulations, enclosed herewith is the Notice of Extra-Ordinary General Meeting of the Company to be held on Monday, February 02, 2026 at 12:00 P.M. (IST) through Video Conference (VC) / Other Audio Visual (OAVM), in accordance with relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The said Notice of EGM is being sent through electronic mode to those Members whose email addresses are registered with the Company/Registrar and Transfer Agent/ Depositories.

Further, the Notice of Extra-Ordinary General Meeting as mentioned above, has also been made available on website of the company at [www.tscindialimited.com](http://www.tscindialimited.com) .

The e-voting details are mentioned below:

Cut-off date (for determining Members eligible for e-voting)	Friday, 23 <sup>rd</sup> January, 2026
Remote e-voting period	From: Friday, 30 <sup>th</sup> January 2026 (9:00 am IST) Upto: Sunday, 01st February 2026 (5:00 pm IST)

Kindly take the same on record and acknowledge.

**TSC INDIA Limited**

(Formerly known as TSC Travel Services Private Limited)

Regd. Office: Midland Financial Centre, Office no. 3, 2<sup>nd</sup> Floor, 21-22 G.T Road, Jalandhar-144001 | Tel: 0181 4288888 Email: [info@tscpl.biz](mailto:info@tscpl.biz)  
GSTIN: 03AABCT8603L1ZC | CIN: U63040PB2003PTC026209 | [www.tscindialimited.com](http://www.tscindialimited.com)



Thanking you,  
Yours Sincerely,

**For TSC India Limited**

**Ashish Kumar Mittal  
Managing Director  
DIN: 00027712**

**Place: Jalandhar**

## **TSC INDIA Limited**

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT EXTRAORDINARY GENERAL MEETING OF THE MEMBERS FOR FINANCIAL YEAR 2025-26 OF TSC INDIA LIMITED (“COMPANY”) WILL BE HELD THROUGH VIDEO CONFERENCING OR OTHER AUDIO VISUAL MEANS (“VC/OAVM”) ON MONDAY, FEBRUARY 02, 2026, AT 12:00 NOON TO TRANSACT THE FOLLOWING BUSINESS:**

### **SPECIAL BUSINESS:**

#### **TO APPROVE THE ISSUANCE OF 4,70,933 EQUITY SHARES TO NON-PROMOTER ON A PREFERENTIAL BASIS**

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 provisions of Section 23 and Section 62 read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations, 2018”), Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “Listing Regulations”), the applicable rules, notifications, guidelines issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (“SEBI”), and other competent authorities including relevant Stock Exchanges and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities, as applicable, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Shareholders of the Company be and is hereby accorded, to create, offer, issue and allot **4,70,933 fully paid-up equity shares** of face value of Rs.10/- each at a price of Rs. 63.50 /- (Rupees Sixty three and fifty paisa only) per equity share which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations to the **shareholders of GITHM Private Limited** (Target Company), who is not a promoter and who does not belong to the promoter(s) and the promoter group of the Company, as per the particulars set out below by way of preferential issue for consideration other than cash, being the acquisition of 40,000 fully paid-up equity shares (“Sale Shares”) and voting rights constituting 100% of the shareholding of Target Company (for an aggregate consideration of Rs. 2,99,04,245 /- (Rupees Two crore ninety-nine lakh four thousand two hundred forty-five only), in accordance with applicable law:

<b>Sr. No</b>	<b>Name of the Proposed Allotees</b>	<b>Category</b>	<b>No. of Equity Shares to be allotted</b>
1.	Syed Qaim Abbas Rizvi	Non-Promoter	4,12,056
2.	Divya Rizvi	Non-Promoter	11
3.	Sanjeev Mahajan	Non-Promoter	58,866

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	<b>Total</b>	<b>4,70,933</b>
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**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for the Preferential Issue of the Equity Shares is January 02, 2026, being the date 30 days prior to the date of the Extra-Ordinary General Meeting (“Relevant Date”).

**RESOLVED FURTHER THAT** the equity shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank *pari-passu* with the existing equity shares of the Company in all respects and be listed on NSE where the equity share of the Company are currently listed and the same shall be subject to lock-in for such period that may be prescribed under the SEBI ICDR Regulations, 2018.

**RESOLVED FURTHER THAT** pursuant to the provisions of the SEBI ICDR Regulations, 2018 the equity shares shall be allotted within a period of fifteen (15) days from the date of passing of this special resolution provided that where the allotment of equity shares is pending on account of pendency of any approvals for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or such other extended period as may be permitted under the applicable SEBI ICDR Regulations, 2018 as amended from time to time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above Mr. Ashish Kumar Mittal (DIN: 00027712) Managing Director or the Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as it may, at its discretion deem necessary, desirable, incidental for such purpose, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned statutory and regulatory authorities appointment of consultants, solicitors, or any other agencies as may be required, and entering into contracts, arrangements, agreements, documents as the case may be, listing of the equity shares with the stock exchanges where the equity shares of the Company are presently listed, filing of necessary forms with Registrar of Companies, Opening of separate bank account, filing of corporate action forms with depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) and to settle any questions, difficulties or doubts that may arise in this regard to any such issue, offer or allotment of equity shares and in complying with any regulations, and to execute all such deeds, documents, writings, agreements, applications, forms, in connection with the proposed issue as they may in their absolute discretion deem fit.

**RESOLVED FURTHER THAT** a copy of the above resolution, certified to be true by any of the directors of the Company or the Company Secretary of the Company, signed physically or by digital means, be forwarded to the authorities concerned for necessary action.”

**For & On Behalf of the Board of Directors**  
**TSC India Limited**

**Sd/-**  
**Ashish Kumar Mittal**  
**Managing Director**  
**DIN: 00027712**

**Place: Jalandhar**  
**Date: January 06, 2026**

**NOTES:**

1. The Ministry of Corporate Affairs ('MCA'), Government of India, vide General Circular No. 14/2020 dated April 8, 2020 and Circular No. 17/2020 dated April 13, 2020 and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025, ('MCA Circulars'), permitted conduct of Extra-Ordinary General Meeting ('EGM') through video conferencing ('VC') or other audio visual means ('OAVM') and dispensed personal presence of the Members at the EGM and prescribed the specified procedures to be followed for conducting the EGM through VC/OAVM. Accordingly, in accordance with the MCA Circulars, applicable provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the EGM of the Members of the Company will be held through VC/OAVM. Hence, Members can attend and participate in the EGM through VC/OAVM only.

In compliance with the provisions of the Companies Act, 2013 ('the Act'), the Listing Regulations and MCA Circulars, the EGM of the Company is being held through VC/OAVM on Monday, 02<sup>ND</sup> February, 2026 at 12:00 p.m. IST. The deemed venue for the meeting shall be Office No. 3, 2nd Floor, Midland Financial Centre, Plot No. 21-22, G.T. Road, Jalandhar, Punjab - 144 001.

2. Pursuant to the provisions of the act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since this EGM is being held pursuant to the MCA circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars and the SEBI circulars, the facility for appointment of proxies by the members will not be available for this EGM and hence the proxy form, attendance slip and route map of EGM are not annexed to this notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.

3. The Notice of the Extra Ordinary General Meeting ("EGM") and other documents sent through e-mail are also available on the Company's website [www.tscindialimited.com](http://www.tscindialimited.com) .

4. The Company has engaged the services of CDSL to provide VC facility and e voting facility for the EGM.

5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts in respect of the special business to be transacted at the meeting, is annexed hereto.

6. The Members can join the Extra Ordinary General Meeting ("EGM") in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

7. Corporate/Institutional Members are entitled to appoint authorized representatives to attend the EGM through VC/ OAVM on their behalf and cast their votes through remote e voting or at the EGM . Corporate/ Institutional Members intending to authorize their representatives to participate and vote at the Meeting are requested to send a certified copy of the Board resolution/authorization letter to the at email ID [cs@tscpl.biz](mailto:cs@tscpl.biz) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and to the Scrutinizer at [parminderrally@gmail.com](mailto:parminderrally@gmail.com) authorizing its representative(s) to attend through VC/OAVM and vote on their behalf at the Meeting, pursuant to section 113 of the Act.

8. In line with the aforesaid Circulars, the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on January

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02, 2026. The Notice calling the EGM has been uploaded on the website of the Company at [www.tscindialimited.com](http://www.tscindialimited.com) The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited (NSE MERGE) at [www.nseindia.com](http://www.nseindia.com) and is also available on the website of CDSL (agency for providing the Remote e Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

9. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

**10. Process and manner for members opting for voting through Electronic means:**

a) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management Administration) Rules, 2014 and (as amended) and Regulation 44 of SEBI **Listing** Regulations (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL"), as the Authorised e-Voting agency for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by members using remote e-voting as well as e-voting system on the date of the EGM will be provided by CDSL.

b). Members whose names are 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. Friday, January 23, 2026, shall be entitled to avail the facility of remote e-voting as well as e voting system on the date of the EGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

c.) A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EGM and prior to the Cut off date i.e. Friday, January 23, 2026, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the EGM by following the procedure mentioned in this part.

d.) The remote e-voting will commence on Friday, January 30, 2026 at 9.00 a.m. and will end on Sunday, February 01, 2026 at 5.00 p.m. During this period, the members of the Company holding shares as on the Cut-off date i.e. Friday, January 23, 2026 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.

e) Once the vote on a resolution is casted by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

f) The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Friday, January 23, 2026.

g) The Company has appointed CS Parminder Pal Singh Rally, (Membership No. FCS: 6861; CP No: 5712), Managing Partner at M/s P.S. Rally & Associates, Company Secretaries to act as the Scrutinizer for remote e-voting as well as the e-voting on the date of the EGM, in a fair and transparent manner.

**THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

- (i) The Voting Period begins on 30<sup>th</sup> January, 2026 (09:00 a.m.) and ends on 01<sup>st</sup> February, 2026 (05:00 p.m). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23<sup>rd</sup> January, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"><li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li><li>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 &amp; 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.</li></ol>

	<p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cDSLindia.com">www.cDSLindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cDSLindia.com">www.cDSLindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<b>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly

note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Atam Valves Limited> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR /POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non-Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that ,a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@atamfebi.com](mailto:cs@atamfebi.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **07 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **07 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. **For Physical shareholders-** please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) by email to **Company/RTA email id**.
2. **For Demat shareholders-** Please update your email id & mobile no. with your respective Depository Participant (DP)
3. **For Individual Demat shareholders –** Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at the toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex , Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS TO BE TRANSACTED:**

### **ITEM NO. 1**

The Board of Directors of the Company at its meeting held on September 23, 2025, approved the acquisition of 100% equity shareholding of GITHM Private Limited (“Target Company”). The necessary details / disclosures as required under Regulation 30 of the Listing Regulations read with SEBI Master Circular Ref. No. SEBUHO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, was intimated to Stock Exchange on September 23, 2025.

The Target Company is engaged in business of tour and travel related services including the visas segment. The acquisition will enable to consolidate and expand its existing travel business by adding visas as a dedicated service line, thereby broadening its offerings to customers. It is expected to enhance business development, drive expansion into new areas of customer demand, foster strategic alliances, and support the overall growth of the Company, thereby creating long-term value for stakeholders.

The total consideration is INR 3 Crore for acquisition of 100 % Equity shares of GITHM Private Limited. The company had paid INR 10,000 /- as token amount. The company had time to pay the balance amount which will be in form of cash / share swap within one year of agreement and accordingly the company will intimate to stock exchange / shareholders.

In view of the above, the Board of Directors of the Company at its meeting held on January 06, 2026, approved the issuance of equity shares for the acquisition of 100% equity shareholding of GITHM Private Limited. The proposed equity shares will be issued to the shareholders of GITHM Private Limited.

### **The information pertaining to the proposed allotment of equity share is stated below:**

- a. Objects of the Issue:** The object of the issue is to discharge a part of the purchase consideration payable for the acquisition of the Target Company by acquiring 40,000 equity shares, representing 100% of the shareholding of the Target Company, from the Proposed Allotees *i.e., to acquire 100% equity shareholding of GITHM Private Limited.*
- b. Maximum number of specified securities to be issued:** It is proposed to offer, allot and issue up to 4,70,933 Equity shares.
- c. Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the offer:** None of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Equity Shares proposed to be issued under the aforesaid Preferential Allotment.
- d. Pricing of the Issue:** The issue of equity shares will be at **Rs. 63.50 /-**per Equity Share (including a premium of **Rs. 53.50 /-**) which is calculated in accordance with the SEBI (ICDR) Regulations, 2018.

Since the equity shares of the Company are listed and are frequently traded shares, the issue price shall be an amount not less than the minimum price determined in accordance with Regulation 164 (1) of SEBI (ICDR) Regulations, 2018, and other applicable laws. The Floor Price is Rs. 63.30/- is

**TSC INDIA Limited**

(Formerly known as TSC Travel Services Private Limited)

Regd. Office: Midland Financial Centre, Office no. 3, 2<sup>nd</sup> Floor, 21-22 G.T Road, Jalandhar-144001 | Tel: 0181 4288888 Email: [info@tscpl.biz](mailto:info@tscpl.biz)

GSTIN: 03AABCT8603L1ZC | CIN: U63040PB2003PTC026209 | [www.tscindialimited.com](http://www.tscindialimited.com)

determined as per the pricing formula prescribed under Regulation 164 of SEBI (ICDR) for the Preferential Issue of Equity Shares.

**Valuation for GITHM Private Limited (Target company) - Consideration other than cash**

The fair value of GITHM Private Limited is INR 299.05 Lakhs. The valuation of the same is based on the independent valuation report received from Mr. Nitish Chaturvedi, a Registered Valuer (Reg. No. IBBI/RV/03/2020/12916) having his office at Unit No. 8, 2nd Floor, Senior Estate, 7/C, Parsi Panchayat Road, Sterling Enterprises, Andheri (E), Mumbai - 400069 in compliance with Regulation 163(3) of the SEBI (ICDR) Regulations.

**Justification for the allotment proposed to be made for consideration other than cash together with the Valuation Report of the Registered Valuer:** - A part of the consideration payable to Proposed Allottee for acquisition of 40,000 fully paid-up equity shares of Rs. 10/- each of the Target Company shall be discharged by the Company by way of issuance of the Equity Shares.

- e. **Relevant Date:** The 'Relevant Date' for the purpose of determining the issue price is January 02, 2026, being the date which is 30 (Thirty) days prior to the date on which the meeting of shareholders is to be held to consider the proposed issue.
- f. **Proposed time within which allotment shall be completed:** As required under the SEBI (ICDR) Regulations, 2018, the Company shall complete the allotment of Equity Shares on or before the expiry of 15 days from the date of passing of this resolution by the shareholders granting consent for issue, provided that in case the allotment is pending on account of pendency of any approval for such allotment by any regulatory authority or the central government, then the allotment shall be completed within 15 days from the date of receipt of such approval.
- g. **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees:** The names of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted:-

Sr. No	Name of the Proposed Allottees	Ultimate beneficial owners	Category / Current Status	Category / Proposed Status
1.	Syed Qaim Abbas Rizvi	Not applicable	Non-promoter	Non-promoter
2.	Divya Rizvi	Not applicable	Non-promoter	Non-promoter
3.	Sanjeev Mahajan	Not applicable	Non-promoter	Non-promoter

- h. **Percentage of Post issue Preferential Issue Capital of the allottee(s):**

Name of the Proposed Allottees	Pre-issue Shareholding Structure		No. of Equity Shares to be allotted	Post-issue Shareholding Structure	
	Number	% of shares		Number	% of shares
Syed Qaim Abbas Rizvi	0	0	4,12,056	4,12,056	2.84
Divya Rizvi	0	0	11	11	0.00
Sanjeev Mahajan	0	0	58,866	58,866	0.41

- i. **Shareholding Pattern of the issuer before and after the issue:** The shareholding pattern of the Company before and after considering all the preferential allotment under this Notice is provided in an **Annexure 1** forming part of this Notice.
- j. **Changes in control, if any, in the Company consequent to the issue:** There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares.
- k. **Number of persons to whom allotment has already been made during the year, in terms of Number of Securities as well as Price:** Not applicable
- l. **Lock in restrictions:** The equity shares to be issued and allotted to the proposed allottee shall be subject to lock-in as per the requirement of the provisions of the SEBI (ICDR) Regulations, 2018.
- m. **Certificate from Practicing Company Secretary:** A certificate from the Practicing Company Secretary of the Company, certifying that the proposed issue is being made in accordance with the extant regulations of the SEBI ICDR Regulations, 2018 shall be placed before the shareholders at the Extraordinary General Meeting of the Company. The Certificate is also available on the Company's website [www.tscindialimited.com](http://www.tscindialimited.com).
- n. **Undertaking to re-compute the price:** Since the equity shares of the Company have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertaking specified under Regulations 163(1) (g) and (h) of the SEBI ICDR Regulations.
- o. **Undertaking:** In accordance with SEBI ICDR Regulations 2018;
  - i. all the Equity Shares held by the proposed allottees in the Company are in dematerialized form only;
  - ii. No person belonging to the aforesaid promoter and promoter group have sold/transferred any Equity Shares of the Company during the 90 trading days preceding the Relevant Date.
  - iii. No person belonging to the aforesaid promoter group has previously subscribed to any warrants of the Company but failed to exercise them;
- p. **Disclosure pertaining to wilful defaulters or a fraudulent Borrower:** Neither the Company nor any of its promoters or directors is willful defaulters or a fraudulent Borrower.

The Board of Directors of the Company believes that the proposed Issue is in the best interest of the Company and its Members. The Board, therefore, recommends the Special Resolution set out at item no. 1 for the approval of the members.

**For & On Behalf of the Board of Directors**  
**TSC India Limited**

Sd/-

**Ashish Kumar Mittal**  
**Managing Director**  
**DIN: 00027712**

**Place: Jalandhar**  
**Date: January 06, 2026**

**Annexure I - Pre and post shareholding**

Sl. No.	Category	Pre issue Shareholding		Post issue Shareholding	
		No. of Shares	%	No. of Shares	%
<b>A</b>	<b>Promoter Holding</b>				
1	Indian				
	Individual/ HUF	93,91,250	66.85	93,91,250	64.68
	Bodies Corporates				
	Any Other Specify	-	-	-	-
	<b>Sub-Total (A1)</b>	<b>93,91,250</b>	<b>66.85</b>	<b>93,91,250</b>	<b>64.68</b>
2	Foreign Promoters	-	-	-	-
	<b>Sub-Total (A2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total Shareholding of Promoters and Promoter group (A)=(A1)+(A2)</b>	<b>93,91,250</b>	<b>66.85</b>	<b>93,91,250</b>	<b>64.68</b>
<b>B</b>	<b>Non-Promoter Holding</b>				
1	<b>Institutions (Domestic)</b>	7,76,000	5.52	7,76,000	5.34
	Foreign Portfolio Investors	-	-	-	-
	Mutual Funds	-	-	-	-
	<b>Total (B1)</b>	<b>7,76,000</b>	<b>5.52</b>	<b>7,76,000</b>	<b>5.34</b>
	<b>Institutions (Foreign)</b>				
	Foreign Venture Capital Investors				
	Foreign Portfolio Investors	24,000	0.17	24,000	0.17
	<b>Total (B2)</b>	<b>24,000</b>	<b>0.17</b>	<b>24,000</b>	<b>0.17</b>
	NBFCs registered with RBI	-	-	-	-
4	Non-Institutions - KMP	-	-	-	-
	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	15,20,000	10.82	15,20,011	10.47
	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	11,85,000	8.44	16,55,922	11.41
	NRI	30,000	0.214	30,000	0.207
	Bodies Corporate	7,24,000	5.154	7,24,000	4.987
	Any Other	3,97,750	2.831	3,97,750	2.740
	<b>Total Shareholding of Non-Promoters (B)=(B1)+(B2)+(B3)+(B4)</b>	<b>46,56,750</b>	<b>33.15</b>	<b>51,27,683</b>	<b>35.32</b>
	<b>Total (A+B)</b>	<b>1,40,48,000</b>	<b>100.00</b>	<b>1,45,18,933</b>	<b>100.00</b>