

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.in1st April, 2025

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 of TIL Limited

We would like to inform that, further to our intimation dated 24th March, 2025 regarding Extraordinary General Meeting (EGM) of the Members of TIL Limited ("the Company") scheduled to be held on Thursday, 24th April, 2025 at 11.00. a.m. through video conferencing, the Notice of the EGM dated 24th March, 2025 is enclosed herewith.

The Notice of the EGM has been sent through electronic mode today i.e., 1st April, 2025 to those Shareholders whose email addresses are registered with the Company or Registrar and Share Transfer Agent or Depository Participants.

The Notice of the EGM of the Company is also be available on the website of the Company at www.tilindia.in. The same can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com.

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 **TIL LIMITED** ("the Company") will be held on Thursday, the 24th April, 2025 at 11.00 a.m (IST) through Video Conference (VC) / Other Audio-Visual Means (OAVM) and through electronic voting (**E-voting**) for the resolutions appended herein below:

SPECIAL BUSINESS

1. TO INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY

To consider and if deemed fit, to pass, the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT in accordance with the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (**Act**) and Rules made there under (**Rules**) and subject to Securities and Exchange Board of India Regulation, as may be applicable (SEBI Regulations), the Memorandum of Association and Articles of Association of the Company, the Authorized Share Capital of the Company comprising of 8,00,00,000 (Eight Crores) Equity shares of ₹ 10/- each aggregating to ₹ 80,00,00,000/- (Rupees Eighty Crores only) be and is hereby increased to ₹ 100,00,00,000/- (Rupees One Hundred Crores only) divided into 10,00,00,000 (Ten Crores) Equity Shares of ₹10/- (Rupees Ten) each, by creation of additional 2,00,00,000 (Two Crores) Equity Shares of ₹ 10/- (Rupees Ten) each, ranking pari passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of the Section 13 of the Companies Act, 2013 or any other applicable laws for the time being in force and the relevant rules framed thereunder, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered by substitution of the following new Clause:

"V The Authorised Share Capital of the Company is ₹ 100,00,00,000/- (Rupees One Hundred Crores) divided into 10,00,00,000 (Ten Crores) Equity Shares of ₹ 10/- (Rupees Ten) each with power to increase or decrease or alter the share capital in accordance with the Company's regulations and legislative provision for the time being in force in that behalf ."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to sign, execute and file all such forms, papers and documents with the Registrar of Companies and with other Statutory Authorities, as may be required and to do all such acts, deeds, things and matters including appointing attorney(s) or authorized representative(s), as may be considered necessary or expedient, to give effect to this Resolution."

2. TO APPROVE CAPITAL RAISING BY WAY OF ISSUANCE OF EQUITY SHARES AND/OR EQUITY LINKED SECURITIES ON A PREFERENTIAL ISSUE BASIS

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in accordance with the provisions of the Securities and Exchange Board of

India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the provisions of the Foreign Exchange Management Act, 1999, and rules and regulations made thereunder, as amended, and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such other approvals, permissions, consents, and sanctions as may be necessary from the Reserve Bank of India, Securities and Exchange Board of India, Stock Exchanges, and/or any other appropriate authorities, and subject to such terms, conditions, and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions, consents, and sanctions, which may be agreed by the board of directors (“Board”, which includes any duly constituted committee thereof), the consent of the members of the Company be and is hereby accorded to create, issue, offer, and allot, from time to time, in one or more tranches, 37,50,000 (Thirty Seven Lakh Fifty Thousand only) warrants with a right exercisable by the warrant holder to convert or exchange each of the said warrants for one equity share of face value of ₹ 10 each (the “Equity Shares”) of the Company at a later date (which shall not exceed the maximum period permitted under the SEBI ICDR Regulations) (hereinafter referred to as “Warrants”), on a preferential basis (such issue of Equity Shares by the Company, the “Preferential Issue”), at the issue price of ₹ 160 per Warrant aggregating to ₹ 60,00,00,000/- (Rupees Sixty Crores only) determined in accordance with the relevant provisions of Chapter V of SEBI ICDR Regulations, in such manner and on such other terms and conditions, as may be approved or finalized by the Board to the following persons (the “Proposed Allottee(s)”), as detailed herein below:

Sl. No.	Name of the Proposed Allottee(s)	Category	Number of Warrants to be Allotted	Number of Equity Shares which the Warrants shall convert into	Total Consideration (₹)
1.	Indocrest Defense Solutions Private Limited	Promoter	37,50,000	37,50,000	60,00,00,000/- (Rupees Sixty Crores only)
Total					60,00,00,000/- (Rupees Sixty Crores only)*

* 25% of the total consideration per Warrant, that is, ₹ 40 per Warrant, shall be payable at the time of application.

RESOLVED FURTHER THAT the price of the Warrants being allotted in the Preferential Issue, shall be determined in accordance with Regulation 165 of the SEBI ICDR Regulations.”

RESOLVED FURTHER THAT the price determined shall be subject to appropriate adjustments, if in any case required, as permitted under the rules, regulations, and laws, as applicable from time to time.

RESOLVED FURTHER THAT the minimum amount of ₹ 40/- (Rupees Forty Only) , which is equivalent to 25% (twenty five percent) of the Warrants issue price shall be paid at the time of subscription and allotment of each Warrant and the Board shall have the authority to call upon the holder of the Warrants to make payments of the balance amounts in respect of the Warrants within such time period as permitted under law, in one or more calls and the Warrants shall be convertible into Equity Shares subject to appropriate adjustments, if in any case required, as permitted under the rules, regulations, and laws, as applicable from time to time.

RESOLVED FURTHER THAT the Warrants and the resulting Equity Shares to be issued shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the Equity Shares to be issued upon conversion shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company is hereby authorized to engage/appoint lead managers, underwriters, depositories, custodians, registrars, bankers, advisors, legal advisors, and all such agencies and intermediaries as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees, or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc., with such agencies and intermediaries and to seek the listing of such Securities on one or more stock exchanges, in India and/or outside India.

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, modify, or alter any of the terms and conditions, including the size of the issue, as it may deem expedient in its absolute discretion.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Warrants shall be issued and allotted by the Company to the Proposed Allottee(s) in the Preferential Issue in dematerialized form within a period of 15 (fifteen) days from the date of receipt of approval of the shareholders of the Company, provided that, where the issue and allotment of the said Warrants is pending on account of pendency of any approval by any regulatory authority or statutory authority (including, but not limited to the RBI, the Stock Exchanges and/or the SEBI) or the Government of India, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of the last such approvals or such other extended period as may be permitted in accordance with SEBI ICDR Regulations, as amended from time to time.

RESOLVED FURTHER THAT the Equity Shares to be issued to the holders of the Warrants upon conversion shall be listed on the Stock Exchanges where the existing Equity Shares of the Company are listed.

RESOLVED FURTHER THAT the monies received by the Company from the Proposed Allottee(s) for application of the Equity Shares pursuant to the Preferential Issue shall be kept by the Company in a separate account opened/designated by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Companies Act.

RESOLVED FURTHER THAT notwithstanding the generality of the foregoing, the Board be and is hereby authorized to make an offer to the Proposed Allottee(s) through private placement offer letter in Form PAS-4 as prescribed under the Companies Act after the passing of the shareholders' resolution with a stipulation that the allotment would be made only upon receipt of in-principle approval from each of the Stock Exchange(s), receipt of the consideration as aforesaid and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Warrants to the Proposed Allottee(s) in the Preferential Issue shall inter-alia be subject to the following terms and conditions:

1. The Proposed Allottee(s) of Warrants shall be required to bring in the entire consideration indicated in the Application Form (which for the sake of clarification shall be 25% of the total consideration payable of ₹ 160 payable per Warrants, being ₹ 40 per Warrant, with the balance amount of ₹ 120 remaining payable upon calls), on or before the date of allotment thereof;
2. The Warrants so offered, issued and allotted to the Proposed Allottee(s), shall be issued by the Company for cash consideration;
3. The consideration for allotment of Warrants shall be paid to the Company by the Proposed Allottee(s) from their respective bank accounts;

4. Allotment of Warrants shall only be made in dematerialized form;
5. Upon conversion, each fully paid up Warrant shall represent up to 1 Equity Share, which will be allotted as fully paid up; and
6. in case the Warrant holder does not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within such time as stipulated, then the amount paid on each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, any of the Directors and/or the Company Secretary be and is hereby authorized to take all such actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of aforesaid Equity Shares and listing thereof with the Stock Exchange(s) as appropriate including making necessary filings with the Stock Exchange(s) for obtaining in-principle approval, filing of requisite documents with the Registrar of Companies, Depositories, RBI, SEBI and/or such other authorities as may be necessary for the purpose, to decide and approve the other terms and conditions of the Preferential Issue of the aforesaid Equity Shares, to vary, modify or alter any of the terms and conditions, subject to the provisions of the Companies Act, the SEBI ICDR Regulations and/or any other laws and regulations, and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment, utilization of issue proceeds, without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to the any of the Directors and/or the Company Secretary to give effect to the aforesaid resolution including making necessary filings with the Stock Exchange(s) for obtaining in-principle approval and other statutory or regulatory authorities execution of any documents, instruments, agreements on behalf of the Company and to represent the Company before any governmental, legal or statutory or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps and actions, execute documents and deeds which may be incidental, consequential, relevant or ancillary in this condition to further comply with the requirements, if any, of applicable law including the Companies Act, 2013, the SEBI ICDR Regulations and the SEBI LODR Regulations.

RESOLVED FURTHER THAT the Company Secretary be and are hereby severally authorized to certify the true copy of the aforesaid resolution and forward the same to the Stock Exchange(s) and/or other concerned authorities for their record and necessary action.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company be and is hereby authorized to file necessary forms and documents with the Registrar of Companies and to do all such acts, deeds, and things as may be necessary to give effect to the above resolution.

RESOLVED FURTHER THAT that the Notice of the Shareholders' meeting be and is hereby approved and the Company Secretary of the Company be and is hereby authorized to sign and issue the same, on behalf of the Board.

RESOLVED FURTHER THAT that the approval of the Board be and is hereby accorded for the activities and engagement of various intermediaries as elaborated in the recommendation.

RESOLVED FURTHER to open a current account with Axis bank Limited for receiving the funds from the investors for the proposed preferential issue and the said account be opened and operated severally by either of the Company Secretary or any of the Directors or the Chief Financial Officer of the Company.

RESOLVED FURTHER THAT that the Managing Director & CEO, Executive Director, Chief Financial Officer, Company Secretary be and are hereby jointly or severally authorized to do all such activities for ensuring compliance in connection with the preferential issue, sign and execute documents and other deeds not specified above, file necessary forms with the regulators, statutory authorities, pay necessary fees and stamp duty, to incur such other expenditure as may be necessary to give effect to this resolution, engage intermediaries as listed in the recommendation above, negotiate and fix fees with the intermediaries, and the Board be and hereby ratifies their action of negotiating with and engaging intermediaries, as is necessary for the purpose of the preferential issue of equity shares.”

Place: Kolkata
Date: 24th March, 2025

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
Membership No. A16628**

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") has vide General Circular No. 9/2023 dated 19th September, 2024 read with the Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 (collectively referred to as "MCA/SEBI Circulars") 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 SEBI LODR and MCA/SEBI Circulars, the EGM of the Company is being held through VC/OAVM.
3. The EGM is being held pursuant to the MCA/SEBI Circulars through VC/OAVM and physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. 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. 11 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.nsd.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. Members are requested to contact the Company's Registrar & Share Transfer Agent, Messrs. C B Management Services (P) Limited, Rasoi Court, 5th Floor, 20, R. N. Mukherjee Road, Kolkata - 700 001 [Phone No. (033) 6906 6200; e-mail address: rta@cbmsl.com] for reply to their queries / redressal of complaints, if any, or contact at the registered office of the Company [Phone No. (033) 6633 2000; e-mail address: secretarial.department@tilindia.com].
7. The Company has engaged the services of NSDL, as the authorized agency for providing e-voting facility for EGM.
8. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. Since the EGM will be held through VC / OAVM, the Route Map is not annexed with this Notice.

10. 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 LODR 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 17th April, 2025 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., 17th April, 2025 shall be entitled to avail the facility of remote e-Voting or e-Voting at the EGM.

The Company has appointed Ms. Sumana Subhas Mitra (Membership No. ACS 43291), of Messrs. T. Chatterjee & Associates, Practicing Company Secretaries (FRN P2007WB067100), 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.

11. Instructions for E-voting are as follows:

- a. The remote e-Voting period commences on, **Monday, 21st April, 2025 at 09.00 a.m. (IST) and ends on Wednesday, 23rd April, 2025 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 17th April, 2025**, 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 SEBI LODR, 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 17th April, 2025** only shall be entitled to avail the facility of remote e-voting / e-voting at the AGM. NSDL will be facilitating remote e-voting to enable the Members to cast their votes electronically. Members can cast their vote online from 09:00 A.M. (IST) on 21st April, 2025 to 5:00 P.M. (IST) on 23rd April, 2025. 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 17th April, 2025.

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 the EGM but shall not be entitled to cast their vote again.
- i. The details of the process and manner for remote e-Voting 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. 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 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. 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.

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal 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.</p>
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. 18002109911

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 133429 then user ID is 133429001***

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 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 tchatterjeeassociates@gmail.com with a copy marked to evoting@nsdl.com.
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 at 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 **17th April, 2025**.
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., 17th April, 2025, 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 on 022-48867000. 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., 17th April, 2025 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.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 NSE and BSE, 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 are requested to note that, being a meeting with specific purposes, option for deliberating their views related to these businesses only, will be available to shareholders on first come basis. Shareholders are requested to inform their intentions to deliberate on these specific businesses to the Company via email by 15th April, 2025.
9. 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 **17th April, 2025**. The same will be replied by or on behalf of the Company suitably.
10. 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.
11. 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.

12. 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 from Item No. 1 and Item No.2 of the accompanying Notice dated 24th March, 2025.

ITEM NO 1

To approve the increase in Authorized Share Capital of the Company.

As per Clause V of the Memorandum of Association of the Company, current Authorized Share Capital of the Company is ₹ 80,00,00,000/- (Rupees Eighty Crores Only) divided into 8,00,00,000 Equity shares of ₹ 10/- each.

The Board of Directors of the company at their Meeting dated 24th March, 2025 has decided to increase the authorized capital to infuse funds into the Business of the Company. The Company proposes to increase its Authorised Share Capital to ₹ 100,00,00,000/- (Rupees One Hundred Crores Only) by creation of additional 2,00,00,000 (Two Crores) Equity Shares of ₹10 (Rupees Ten) each ranking pari-passu with the existing Equity Shares.

Consequent upon the proposed increase of Authorised Share Capital, Clause V of the Memorandum of Association of the Company will require corresponding alteration.

Your approval is sought in terms of the provisions of Sections 13, 61 and other provisions of the Companies Act, 2013.

Your Directors recommend the Item No. 1 for your approval as an Ordinary Resolution.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested in the said resolution except to the extent of their shareholding held in the Company, if any.

The Board recommend the aforesaid resolution for the approval by the members as an ordinary resolution in the accompanying notice for your approval.

ITEM NO 2

To approve capital raising by way of issuance of equity shares and/or equity linked securities on a preferential allotment basis

The Company recognizes significant growth opportunities in the area of its operations and continues to evaluate such avenues for growth. For this the Company shall require capital for achieving such growth and expansion. Accordingly, our Company may use the proceeds of the issue towards growth initiatives of our business, capital expenditure for growth including acquisition, working capital requirements of our Company, and for general corporate purposes of the Company.

In line with the above, the Company proposes to raise funds through the issuance of Equity Shares, and/ or securities convertible into Equity Shares at the option of the Company and/ or the holders of such securities, and/ or securities linked to Equity Shares, and/ or any other instruments or securities representing Equity Shares and/ or convertible securities linked to Equity shares (all of which are hereinafter collectively referred to as the "**Securities**") for an aggregate consideration of up to ₹ 60,00,00,000/- (Rupees Sixty Crores Only) for cash, in one or more tranches to the Promoter, Indocrest Defense Solutions Private Limited on

a preferential allotment basis, in terms of the SEBI ICDR Regulations; applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), each including any amendment(s), statutory modification(s), or re-enactment(s) thereof ("**Companies Act**"); and other applicable law including the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended.

Accordingly, the Board, at its meeting held on 24th March, 2025, subject to the approval of the members of the Company, approved the issuance of Warrants at such price and on such terms and conditions as may be deemed appropriate by the Board (which term shall include any duly constituted committee of the Board) at its sole and absolute discretion, taking into consideration market conditions and other relevant factors and wherever necessary, in accordance with applicable laws, and subject to regulatory approvals (as necessary). The securities allotted will be listed and traded on stock exchange(s) where equity shares of the company are currently listed, subject to obtaining necessary approvals. The offer, issue, allotment of the Securities, shall be subject to obtaining of regulatory approvals, if any by the Company.

Indocrest have also confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**SEBI ICDR Regulations**"), to subscribe to the Warrants to be issued pursuant to the Preferential Issue.

The details of the issue and other particulars as required in terms of Regulation 163 of the SEBI ICDR Regulations, Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 13(2)(d) of Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, and other applicable statues in relation to the proposed Special Resolution are given hereunder:

I. Particulars of the preferential issue, kind of securities issued and the amount which the Company intends to raise by way of such preferential issue

The Board, at its meeting held on 24th March, 2025 had, subject to the approval of the shareholders and such other approvals including statutory or regulatory approvals as may be required, approved the preferential issue, involving the issue and allotment of 37,50,000 (Thirty Seven Lakh Fifty Thousands) warrants, aggregating ₹ 60,00,00,000/- (Rupees Sixty Crore only) on a preferential basis, at ₹ 160/- per share, which is not less than floor price determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, including Regulation 165 of the SEBI ICDR Regulations.

The amount payable per warrant at the time of application shall be 25% of the total amount payable, being ₹ 40 per Warrant, with the balance 75% payable in one or more calls, as may be made by the Board, in accordance with applicable law.

II. Objects of the Preferential Issue

The Company is undertaking an issue and allotment of Equity Shares through Preference Issue, the proceeds of which will be primarily used to meet the needs of the growth initiatives of our business, capital expenditure for growth including acquisition, working capital requirements of our Company, and for general corporate purposes of the Company.

III. Maximum Number of Specified Securities to be issued

The resolution set out at Item No. 2 in the Notice authorizes the Board to offer, issue and allot, up to 37,50,000 (Thirty Seven Lakhs Fifty Thousands) warrants convertible into 37,50,000 (Thirty Seven Lakhs Fifty Thousands) Equity Shares at an aggregate consideration of up to ₹ 60,00,00,000/- (Rupees Sixty Crores only), as per the table specified below:

S. No	Name of the Proposed Allottee(s)	Maximum number of Warrants and Equity Shares to be issued
	Indocrest Defense Solutions Private Limited (Indocrest)	37,50,000 Warrants convertible into 37,50,000 Equity Shares

IV. Intention of the Promoters, Directors, Key Managerial Personnel or senior management and their relatives to subscribe to the proposed Preferential Issue

Indocrest, the Promoter, intends to subscribe to the Warrants, as confirmed by way of their letter dated 3rd March 2025. None of the Directors or Key Managerial Personnel or senior management and their relatives intend to subscribe to any Equity Shares pursuant to the Preferential Issue.

V. Basis on which the price has been arrived

The Equity Shares are listed on BSE Limited and National Stock Exchange of India Limited and the Equity Shares are infrequently traded in accordance with the SEBI ICDR Regulations. For the purpose of computation of the price per Equity Share, the valuation report dated 21st March 2025 issued by M/s SSPA Associates, Chartered Accountants which has considered factors required under Regulation 165 of the SEBI ICDR Regulations has been considered.

The said Valuation Report has been published in the website of the Company at www.tilindia.in and the same can be viewed by clicking the following link: <https://www.tilindia.in/investor-relations/sebi-icdr-compliance>

The price per share for the present Preferential Issue has been arrived at in accordance with the terms of Regulation 165 of Chapter V of the SEBI ICDR Regulations.

VI. Relevant Date and Issue Price

The Relevant Date as stipulated in Regulation 161 of the SEBI ICDR Regulations, for determining the price of Equity Shares, is not relevant as the price is determined under Regulation 165 of the SEBI ICDR Regulations.

It is proposed to issue the Warrants at an issue price of ₹ 160/- per Warrant, which is not less than the fair value determined by the valuer in compliance with the provisions of Regulation 165 of SEBI ICDR Regulations.

VII. Shareholding Pattern of the Company before and after the Preferential Issue of Warrants:

The shareholding pattern of the Company giving the position as on 21st March, 2025, [being the latest practicable date prior to the approval of Board of Directors of the Company and issuance of notice to the shareholders of the Company and after assuming the proposed preferential issue of Warrants (on a fully diluted basis) is as follows:

Sl. No.	Category	Pre Preferential Issue Shareholding Structure as on March 21, 2025		Post Preferential Issue Shareholding*	
		No. of Equity Shares	Percentage (%)	No. of Equity Shares	Percentage (%)
A	Promoter Holding				
1	Indian				
	Individual	-	-	-	-
	Bodies Corporate	4,55,77,433	68.43	4,93,27,433	70.11
	Sub-Total	-	-	-	-
2	Foreign promoters	-	-	-	-
	Sub-total (A)	4,55,77,433	68.43	4,93,27,433	70.11

Sl. No.	Category	Pre Preferential Issue Shareholding Structure as on March 21, 2025		Post Preferential Issue Shareholding*	
		No. of Equity Shares	Percentage (%)	No. of Equity Shares	Percentage (%)
B	Non - Promoter Holding				
1	Institutional Investor	578194	0.87	578194	0.82
2	Non institutional				
	a) Private Corporate	5702325	8.56	5702325	8.10
	2) Directors and relative	0	0	0	0
	3) Indian public	10584937	15.89	10584937	15.05
	4) Other (including NRI)	4159167	6.25	4159167	5.91
	Sub - total (B)	21024623	31.57	21024623	29.89
	Grand Total	6,66,02,056	100	7,03,52,056	100

VIII. Shareholding Pattern of the Company before and after the Preferential Issue of Warrants:

In terms of the SEBI ICDR Regulations, the proposed Preferential Issue to Proposed Allottee(s) pursuant to the Special Resolution will be completed within a period of 15 (fifteen) days from the date of passing of resolution as set out at Item No. 2.

Provided that the allotment to any of the Proposed Allottee is subject to receipt of requisite approvals from any statutory or regulatory authority, including the SEBI/RBI, and shall not occur until the last of the approvals from any statutory or regulatory authority required by any Proposed Allottee(s) or the Company is received.

Provided further that where the allotment to any of the Proposed Allottee is pending on account of pendency of any application for approval or permission by any statutory or regulatory authority, the allotment for all Proposed Allottee(s) would be completed within 15 (fifteen) days from the date of last of such approvals or within such further period as may be prescribed or allowed by the SEBI, the Stock Exchanges or other concerned authorities.

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

The Preferential Issue, if approved, is proposed to be made to the Proposed Allottee, Indocrest Defence Solutions Private Limited, Promoter. The Proposed Allottee is the existing promoter of the Company as on the date of this notice and their status will not change post Preferential Issue. The shareholding of Indocrest will increase from 68.43% of the fully diluted share capital of the Company to 70.11% of the fully diluted share capital of the Company, upon exercise of the Warrants.

X. Identity of the Proposed Allottee(s) and the percentage of post Preferential Issue capital that may be held by them:

To meet the object of the issue, the below Proposed Allottee, have shown their intent to subscribe to Warrants of the Company. As a result of the proposed preferential issue of Equity Shares, there will be no change in the control or management of the Company.

Name of the Proposed Allottee(s)	Category and status post Preferential Issue	Pre Preferential Issue Shareholding		Proposed No. of Equity Shares to be Allotted	Post Preferential Issue Shareholding	
		Pre-Issue Holding	Percentage of Total Equity Capital (%)		Post-Issue Holding	Percentage of Total Equity Capital (%)
Indocrest Defence Solutions Private Limited	Promoter	4,55,77,433	68.43	37,50,000	4,93,27,433	70.11

XI. The identity of the natural persons who are ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the Proposed Allottee(s) is as follows:

In terms of Regulation 163(1), Mr. Sunil Kumar Chaturvedi is the ultimate beneficial owner of Indocrest.

XII. Consequential changes in the voting rights and change in management or control

As a result of the proposed preferential issue of Equity Shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

XIII. Lock-in Period:

The Warrants to be allotted on a preferential basis to the Proposed Allottee(s), shall be subject to lock-in for such period, as may be applicable to each Proposed Allottee, in accordance with the provisions of Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force.

Further, upon conversion, the Equity Shares allotted pursuant to conversion shall be subject to lock in in accordance with applicable law for the time being in force.

XIV. Re-computation of Issue Price:

Since the Company's Equity Shares are infrequently traded, the Company has adjusted the Issue Price for, the factors set out below, to the extent applicable:

- makes an issue of equity shares by way of capitalization of profits or reserves, other than by way of a dividend on shares;
- makes an issue of equity shares after completion of a demerger wherein the securities of the resultant demerged entity are listed on a stock exchange;
- makes a rights issue of equity shares;
- consolidates its outstanding equity shares into a smaller number of shares;
- divides its outstanding equity shares including by way of stock split;
- re-classifies any of its equity shares into other securities of the issuer;
- is involved in such other similar events or circumstances, which in the opinion of the concerned stock exchange, require adjustments.

XV. Valuation for consideration other than cash and the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

This is not applicable in the present case as the proposed allotment is made only for consideration in cash.

XVI. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made any preferential allotment to Indocrest during the current financial year 2024-25 till the date of board meeting, i.e., 24th March, 2025.

XVII. Listing:

The Warrants are not proposed to be listed. The Company will make an application to the Stock Exchanges at which the existing shares are listed, for listing of the equity shares. Such equity shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend and voting rights.

XVIII. Other Disclosures:

1. A copy of the certificate from M/s T. Chatterjee & Associates, Practicing Company Secretaries, certifying that the Preferential Issue is being made in accordance with the requirements of the SEBI ICDR Regulations, as applicable, will be made available for inspection to the shareholders of the Company until the last date for receipt of votes through the e-voting process. Shareholders are requested to write to the Company for inspection, which shall be made available electronically for inspection to the Members. The said certificate is hosted on the webpage of the Company www.tilindia.in. and the same can be viewed by clicking the following link: <https://www.tilindia.in/investor-relations/sebi-icdr-compliance>
2. Neither the Company, nor its Directors or Promoter have been declared as willful defaulters or fraudulent borrowers as defined under the ICDR Regulations. None of its Promoters or Directors is a fugitive economic offender as defined under the ICDR Regulations.
3. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and circulars and notifications issued by the SEBI there under.
4. The Proposed Allottee has not sold the equity shares of the Company in the 90 (ninety) days preceding the Relevant Date, being 25th March 2025.
5. Indocrest, the Promoter of the Company is the Proposed Allottee and will contribute the entire amount proposed to be raised by the Company pursuant to the Issue. No contribution is being made by the Directors of the Company either as a part of the Preferential Issue or separately in furtherance of the objects specified herein above.

Pursuant to Section 62(1)(c) of the Companies Act, further equity shares may be issued to persons other than the existing members of the Company as specified in Section 62(1)(a) of the Companies Act, provided that the members of the Company approve the issue of such equity shares by means of a special resolution.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act only after the approval of its shareholders by way of a special resolution has been obtained.

Further in terms of Regulations 160 of SEBI ICDR Regulations, a special resolution needs to be passed by shareholders of a listed company prior to issue of specified securities on preferential basis.

The resolution and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/ to be issued by the Government of India or the SEBI or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not conform with the SEBI ICDR Regulations including any amendment, modification, variation or re-enactment thereof.

The Board of Directors of the Company believes that the proposed issue is in the best interest of the Company and its shareholders and therefore recommends the Special Resolutions as set out in Item No. 2 in the accompanying notice for your approval.

Except Mr. Sunil Kumar Chaturvedi - CMD and Mr. Ayan Banerjee - Director Finance (who are also Directors of Indocrest), none of the other Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out in Item No. 2 of this Notice.

The Board of Directors recommends passing of the Special Resolution as set out in Item No. 2 of this Notice.

TIL Limited

CIN: L74999WB1974PLC041725

Registered & Corporate Office:

1, Taratolla Road, Garden Reach, Kolkata - 700024

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