TIPCO ENGINEERING INDIA LTD.
Manufacturers of Reaction Vessels, Grinding Mills, Dispensers, Paints-Inks & Chemical Machineries
Plot No. 1658, Phase 1, Sector 38, Sonipat, Industrial Estate Rai, Sonipat, Haryana, 131029
T. +91 130 4013336 Toll Free No. 1800 1020 229 M. +91 74194 03004
E. accounts@tipcoengineering.com W. www.tipcoengineering.com

Date: August 16, 2026

To,
BSE Limited
Listing & Compliance Department
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai, 400001,
Maharashtra, India

Company Symbol : TIPCO
Company Scrip Code : 544740
Company ISIN : INE1U6D01014

Subject: Notice convening the 1st Extra-Ordinary General Meeting of the Company for F.Y. 2026-27

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with Para A of Part A of Schedule III thereof, we wish to inform you that the 1st Extra-Ordinary General Meeting ("EGM") of the Members of the Company for the Financial Year 2026-27 is scheduled to be held on **Thursday, September 17, 2026, at 02:30 P.M. (IST)**, through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"), to transact the following businesses:

Item No.	Business	Resolution
1	Increase in Authorized Share Capital of the Company from Rs. 25,00,00,000/- to Rs. 30,00,00,000/- and consequent amendment to Capital Clause (Clause V) of the Memorandum of Association	Ordinary Resolution
2	Issuance of up to 21,02,400 Equity Shares to persons/entities belonging to the "Public" category on a preferential basis, at Rs. 180/- per share, aggregating up to Rs. 37,84,32,000/-	Special Resolution
3	Issuance of up to 44,16,000 Fully Convertible Warrants to persons/entities belonging to the "Promoter and Promoter Group" and "Public" category on a preferential basis, at Rs. 180/- per Warrant, aggregating up to Rs. 79,48,80,000/-	Special Resolution
4	Approval of appointment of M/s Mittal Vaish & Co., Chartered Accountants (FRN: 013622N), as Statutory Auditors to fill the casual vacancy caused by resignation of M/s Vinay I Aggarwal & Associates w.e.f. August 18, 2026	Ordinary Resolution

Item No.	Business	Resolution
5	Regularisation of Mr. Sanjay Kumar (DIN: 08920598) as Non-Executive Independent Director for a term of 5 (five) consecutive years w.e.f. April 27, 2026	Ordinary Resolution

In this regard, please find enclosed the Notice of the EGM together with the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013.

The relevant particulars pertaining to voting are as under:

- Cut-off date for determining eligibility to vote: Friday, September 11, 2026
- Remote e-voting period: 9:00 A.M. (IST) on September 14, 2026 to 5:00 P.M. (IST) on September 16, 2026
- E-voting agency: Central Depository Services (India) Limited (CDSL)

The Notice is also being uploaded on the Company's website at www.tipcoengineering.com and shall be made available on the website of the e-voting agency at www.evotingindia.com

This is for your information and records. We request you to take the same on record.

For Tipco Engineering India Limited
(Formerly Known as "Tipco Engineering India Private Limited")

RITESH SHARMA
Digitally signed by RITESH SHARMA
Date: 2026.08.26 21:40:58 +05'30'

Ritesh Sharma
Chairperson and Managing Director
DIN: 08358943

Date: August 26, 2026

Plot No. 1658, Phase 1, Sector 38, Sonipat, Industrial Estate Rai, Sonipat, Haryana, 131029
T. +91 130 4013336 Toll Free No. 1800 1020 229 M. +91 74194 03004
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Notice of Extra-Ordinary General Meeting

Notice is hereby given that the 1st Extra-Ordinary General Meeting **("EGM")** for the F.Y. 2026-27 of the members of Tipco Engineering India Limited (Formerly Known as "**Tipco Engineering India Private Limited**") **("the Company")** will be held on Thursday, September 17, 2026, at 02:30 (IST) through video conferencing **("VC'')**/ other audio-visual means **("OAVM")** to transact the following business:

SPECIAL BUSINESS:

Item No. 1: To consider and approve Increase in the Authorized Share Capital and consequent amendment in the Capital Clause of the Memorandum of Association of the Company.

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

"**RESOLVED THAT** pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "**Act**") and the rules made thereunder {including any statutory modification(s) thereto or re-enactment thereof, for the time being in force}, read with enabling provisions of Memorandum of Association and Articles of Association of the Company or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 25,00,00,000/- (Rupees Twenty-Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 30,00,00,000/- (Rupees Thirty Crore Only) divided into 3,00,00,000 (Three Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each, by creation of additional 50,00,000 (Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT pursuant to provisions of Section 13, and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the consent of the members of the Company be and is hereby accorded to substitute the existing Capital Clause (Clause V) of the Memorandum of Association of the Company with the following Capital Clause (Clause V):

Clause: V The Authorized Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crore Only) divided into 3,00,00,000 (Three Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and Committee of the Board of Directors, be and are hereby severally authorized to take such steps as may be necessary and to do and perform all such acts, deeds, matters, and things and make, sign and file such applications/ forms with Registrar of Companies (ROC) and/ or any other statutory authorities as may be required and accept any alteration(s) or modification(s) as may be necessary for the purpose of giving effect to the aforesaid resolution and for matters connected therewith or incidental thereto or to settle any question or difficulty that may arise in this regard, in such manner as they may deem fit."

Item No. 2: Issuance of up to 21,02,400 Equity Shares to the persons/entities belonging to the 'Public' category on 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 Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "**Companies Act**") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with BSE Limited **("BSE")**, where the shares of the Company are listed **("Stock Exchange")**, and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India **("SEBI")**, as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended **("SEBI ICDR Regulations")**, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")**, as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 **("Takeover Regulations")** as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by Ministry of Corporate Affairs, SEBI, RBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and is hereby accorded, to create, issue, offer and allot, on a preferential basis **up to 21,02,400 (Twenty One Lakh Two Thousand Four Hundred)** Equity shares of face value of Rs.10/- (Rupees Ten Only) each **("Equity Shares")** for cash, at an issue price of **Rs. 180/- (Rupees One Hundred Eighty Only)** per equity share (including a premium of Rs. 170/- per equity share), determined in accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, **for an aggregate amount of up to Rs. 37,84,32,000/- (Rupees Thirty-Seven Crore Eighty-four Lakh and Thirty-Two Thousand Only),** on such terms and conditions and in such manner as may be finalized by the Board of Directors, to the below mentioned persons/entities belonging to the "**Public**" category **("Proposed Allottees")** in the manner as follows:

Sr. No.	Name of the Proposed Allottee	Category	No. of Equity Shares to be issued (Up to)
1.	Clarus Capital II	Public	10,00,000
2.	Shalu Aggarwal	Public	2,16,000
3.	Abhaikumar Amolakchand Nahar	Public	1,68,000
4.	Sandeep Singh	Public	1,68,000
5.	Finavenue Growth Fund	Public	1,12,000
6.	Prafull Rai	Public	84,000

7.	Sajal Family Trust	Public	54,000
8.	Swati G Lodha	Public	42,400
9.	Rajesh Jagdish Rai Jain	Public	78,000
10.	Madhav Grover	Public	30,000
11.	Bhanuben Bharatbhai Patel	Public	30,000
12.	Rajkumar Punamchand Golecha	Public	38,400
13.	Yashkumar Poonamchand Golechha	Public	38,400
14.	H&A Ventures	Public	14,400
15.	Ayushi Rathore	Public	14,400
16.	Deepak Kumar Dua	Public	14,400
		Total	**21,02,400**

RESOLVED FURTHER THAT in terms of the provisions of Regulation 161 of Chapter V of SEBI ICDR Regulations, the Relevant Date for determining the minimum issue price shall be **August 18, 2026,** which is 30 days prior to the date of the Extra-ordinary General Meeting **("EGM")** scheduled for September 17, 2026.

RESOLVED FURTHER THAT the aforesaid issue of Equity shares shall be subject to the following terms and conditions:

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

(b) The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said Equity Shares is pending on account of pendency of approval of any Regulatory Authority (including, but not limited to BSE, and/or 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 last of such approvals.

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

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

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

(f) The Equity Shares to be issued & allotted to the Proposed Allottees pursuant to the Preferential Issue shall be listed and traded on the stock exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.

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

(h) The Proposed Allottees shall, on or before the date of allotment of equity shares, pay an amount equivalent to 100% of the consideration for the Equity Shares to be allotted in line with the requirements of Regulation 169(1) of the SEBI (ICDR) Regulations.

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

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, board of directors be and are hereby authorized severally on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation- circulation of the Private Placement Offer Letter in Form PAS-4 as prescribed under the Act, to make application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said equity shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders."

Item No. 3: Issuance of up to 44,16,000 Fully Convertible Warrants ("Warrants") to the persons/entities belonging to the 'Promoter and Promoter Group' & 'Public' Category on 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 Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "**Companies Act**") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with BSE Limited **("BSE")**, where the shares of the Company are listed **("Stock Exchange")**, and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India **("SEBI")**, as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended **("SEBI ICDR Regulations")**, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")**, as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 **("Takeover Regulations")** as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by Ministry of Corporate Affairs, SEBI, RBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and is hereby accorded, to create, issue, offer and allot, on a preferential basis **up to 44,16,000 (Forty-Four Lakh Sixteen Thousand) Fully Convertible Warrants ("Warrants")** at an issue price of **Rs. 180/- (Rupees One Hundred Eighty Only)** per warrant, determined in accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, to be convertible at an option of Warrant holder(s) in one or more tranches, within 18 (Eighteen) months from its allotment date into an equivalent number of fully paid-up equity shares of the face value of Rs. 10 each/- for cash, **for an aggregate amount of up to Rs. 79,48,80,000/- (Rupees Seventy-Nine Crore Forty-Eight Lakh and Eighty Thousand Only),** and to issue Fresh Equity shares on the conversion of Warrants on such further terms and conditions as may be finalized by the Board of Directors, to the below mentioned persons/entities belonging to the "**Promoter and Promoter Group**" & "**Public**" category **("Proposed Allottees")** in the manner as follows:

Sr. No.	Name of the Proposed Allotee	Category	No. of Warrants to be issued (Up to)
1.	Ritesh Sharma	Promoter	1,600,000
2.	Devi Traders LLP	Public	640,000
3.	Shreya Dua	Public	635,600
4.	Yashpal Garg	Public	260,800
5.	Anshvardhan Modi	Public	200,000
6.	Rachita Gupta	Public	200,000
7.	Annso Capital Private Limited	Public	96,000
8.	Vidhi Parekh	Public	80,000
9.	Sangita Jain	Public	80,000
10.	Bhagchand Punamchand Bafna	Public	76,800
11.	Sonali Swanand Phand	Public	68,800
12.	Anita Agarwal	Public	54,000
13.	Pallavi Goyal	Public	48,000
14.	Vikashh Mehta	Public	40,000
15.	Vijay Ramvallabh Khetan	Public	40,000
16.	Bhavya Lodha	Public	40,000
17.	Aman Pokharna	Public	32,000
18.	Ritik Narpatkumar Chopra	Public	24,000
19.	Rajat Bhargava	Public	24,000
20.	Vipin Arora	Public	24,000
21.	Chanchal Biyani	Public	24,000
22.	Meghana Divyagnan Sarvaiya	Public	24,000
23.	Deepa Jain	Public	24,000
24.	Ritik Modi	Public	22,400
25.	Manshaa Insights Private Limited	Public	12,800
26.	Attune Wealth Private Limited	Public	12,800
27.	Anjana Mehta	Public	6,400
28.	Lehar Sancheti	Public	6,400
29.	Manan Patodia	Public	6,400
30.	Arihant Modi	Public	6,400
31.	Siddharth Modi	Public	6,400
		Total	**44,16,000**

RESOLVED FURTHER THAT in terms of the provisions of Regulation 161 of Chapter V of SEBI ICDR Regulations, the Relevant Date for determining the minimum issue price shall be **August 18, 2026,** which is 30 days prior to the date of the Extra-ordinary General Meeting **("EGM")** scheduled for September 17, 2026.

RESOLVED FURTHER THAT the aforesaid issue of Warrants shall be subject to the following terms and conditions:

a) The conversion of warrants into equity shares shall happen at any time within a period of Eighteen (18) months from the date of allotment of warrants in terms of SEBI ICDR Regulations (the **“Warrant Exercise Period”**).

b) The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant, in terms of the SEBI ICDR Regulations, 2018, which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance of 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.

c) Warrants being allotted to the Proposed Allottee, and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under SEBI ICDR Regulations.

d) Warrants so allotted under this resolution and Equity shares arising on conversion thereof shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.

e) Warrants shall be allotted by the Company only in dematerialized form.

f) The consideration for allotment of Warrants and/or Equity Shares arising out of the exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee.

g) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse, and the amount paid upfront shall stand forfeited by the Company.

h) The Warrants by itself, until converted into Equity Shares, do not give the Warrant Holder any voting rights in the Company in respect of such Warrants.

RESOLVED FURTHER THAT the Equity Shares proposed to be allotted upon conversion of Fully Convertible Warrants shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs.10/- (Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, board of directors be and are hereby authorized severally on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation- circulation of the Private Placement Offer Letter in Form PAS-4 as prescribed under the Act, to make application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said equity shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.”

ITEM NO. 4: APPROVAL OF APPOINTMENT OF STATUTORY AUDITOR TO FILL CASUAL VACANCY

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

"RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the appointment of M/s Mittal Vaish & Co., Chartered Accountants (Firm Registration Number: 013622N), made by the Board of Directors on August 25, 2026, on the recommendation of the Audit Committee, to fill the casual vacancy caused by the resignation of M/s Vinay I Aggarwal & Associates, Chartered Accountants, as Statutory Auditors of the Company with effect from August 18, 2026, on account of pre-occupation with other professional commitments and the health condition of the signing partner, be and is hereby approved by the Members of the Company, M/s Mittal Vaish & Co. to hold office as Statutory Auditors up to the conclusion of the Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors (including its Audit Committee) be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such documents as may be considered necessary, desirable or expedient to give effect to this resolution."

ITEM NO. 5 REGULARIZATION OF ADDITIONAL DIRECTOR, MR. SANJAY KUMAR (DIN: 08920598) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, each as amended, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sanjay Kumar (DIN: 08920598), who was appointed as an Additional Director of the Company by the Board of Directors with effect from April 27, 2026, in terms of Section 161(1) of the Act read with the Articles of Association of the Company, and who holds office up to the General Meeting; who is eligible for appointment as an Independent Director, has given his consent to act as Director, and has submitted a declaration confirming that he meets the criteria of independence as provided under Section 149(6) of the Act; and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years commencing with effect from April 27 , 2026 to April 26, 2031(both Days including).

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company, be and is hereby severally authorised to take all actions and steps expedient or desirable, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution, including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard and to file necessary E-Forms with Registrar of Companies."

By Order of the Board of Directors
For Tipco Engineering India Limited
(Formerly Known as "Tipco Engineering India Private Limited")

Sd/-
Ritesh Sharma
Chairperson and Managing Director

RITESH SHARMA

Digitally signed by RITESH SHARMA
Date: 2026.08.26 21:47:54 +05'30'

Date: August 25, 2026
Place: Rai, Sonepat

NOTES:-

1. Ministry of Corporate Affairs (MCA) vide its General Circular No. 03/2023 dated 25 September 2023 read with the circulars issued earlier on the subject (collectively referred to as 'MCA Circulars') and SEBI vide its Circular No SEBI/HO/DDHS/P/CIR/2023/0164 dated 06 October 2023 read with the circulars issued earlier on the subject (collectively referred to as "SEBI Circulars"), have permitted holding.
2. Extra-Ordinary General Meeting ("EGM") through VC/ OAVM, without physical presence of the Members at a common venue.

In compliance with the MCA Circulars and SEBI Circulars, the provisions of the Act and the SEBI Listing Regulations, the 1st EGM of FY 2026-27 is being conducted through VC/OAVM herein after called as "e-EGM". In view of the same, the registered office of the Company shall be deemed to be the venue of the EGM.

The Company has appointed CDSL Depository to provide Video Conferencing (VC) / Other Audio-Visual Means (OAVM) facility for the 1st Extra-Ordinary General Meeting of the FY 2026-27 and the attendant enablers for conducting of the e-EGM.

The Notice of EGM is being sent by electronic mode to those members whose e-mail address is registered with the Company/Depositories, unless a member has requested a physical copy of the same. Members may note that the Notice of EGM will also be available on the Company's website https://tipcoengineering.com websites of the Stock Exchanges i.e. BSE SME at https://www.bsesme.com/ and of CDSL www.evotingindia.com

2. Since the EGM is being held through VC/OAVM, a route map to the venue is not required and therefore, the same is not annexed to this Notice.

3. Members attending the meeting through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Companies Act, 2013.

4. Members can join the e-EGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

5. Members are informed that in case of joint holders attending the Meeting, only such joint holder who is higher in the order of the names will be entitled to vote at the meeting.

6. Appointment of Proxy and Attendance Slip: Section 105 of the Act read with Rule 19 of the Companies (Management and Administration) Rules, 2014 provides for appointment of proxy to attend and vote at a general meeting on behalf of the member who is not able to physically attend the EGM. Since the 1st EGM is being held through VC/OAVM and in accordance with the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility of appointment of proxy would not be available to the Members for attending the 1st EGM and therefore proxy form and attendance slip are not annexed to this Notice.

7. Corporate shareholders/institutional shareholders intending to send their authorised representative(s) to attend and vote at the 1st EGM are requested to send from their registered e-mail address, scan copy of the relevant Board Resolution/ Authority Letter, etc. authorizing their representative(s) to vote, to the Scrutinizer on her e-mail ID at csanumalhotra0403@gmail.com

8. Members who have not yet registered their e-mail addresses, bank account details and mobile number are requested to register the same with their Depository Participants ("DP") since the shares are held by them in electronic Form.

9. The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as applicable provisions of the Companies Act, 2013 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/ re-appointment at this EGM are also annexed to this Notice.

10. Pursuant to the provisions of Section 124 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and rules made thereunder, there are no unclaimed dividend amounts pending for transfer.

11. Investor Grievance Portal maintained by Registrar and Transfer Agent (RTA).

Members are hereby notified that our RTA, Maashitla Securities Private Limited based on the SEBI Circular (SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72) dated June 08, 2023, have created an online application which can be accessed at https://maashitla.com

Investor Services – Investor Support

Members are required to register / signup, using the Name, PAN, Mobile and email ID. Post registration, user can login via OTP and execute activities like, raising Service Request, Query, Complaints, check for status, KYC details, Dividend, Interest, Redemptions, e Meeting and e Voting Details.

- **CDSL e-Voting System – For e-voting and Joining Virtual meeting**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.

3. The Members can join the EGM/AGM 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/AGM through VC/OAVM will be made available to atleast 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/AGM without restriction on account of first come first served basis.

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

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. 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 AGM/EGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at https://tipcoengineering.com/ . The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE SME at www.bseindia.com. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.

7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

8. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020 and subsequent circulars, including General Circular No. 03/2025 dated 22.09.2025, it has been decided to allow companies to

conduct their AGMs through VC or OAVM until further orders, in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

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

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

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

(i) The voting period begins on 14th September, 2026 and ends on 16th September, 2026. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 11th September, 2026 and from 14th September, 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 at the meeting venue.

(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/NSDL** is given below:

Type of shareholders	**Login Method**

Individual Shareholders holding securities in Demat mode with **CDSL Depository**	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 www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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 & My Easi New (Token) 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 with **NSDL Depository**	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: https://eservices.nsdl.com 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 & voting during the meeting. 2) If the user is 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 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 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 & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider 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 & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	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 & voting during the meeting.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
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 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.
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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(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 **Tipco Engineering India Limited** (Formerly Known as "Tipco Engineering India Private 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 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.
- 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; investors@tipcoengineering.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 AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ 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 AGM/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 **03 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investors@tipcoengineering.com . The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **03 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investors@tipcoengineering.com. 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 AGM/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/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may 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 Aadhar 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 AGM/EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (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 or call toll free no. 1800 21 09911.

- **OTHER GUIDELINES FOR MEMBERS**

a) The voting rights of a member shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date, i.e., Friday, September 11, 2026.

b) A person whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or e-voting during the 1st EGM of 2026-2027.

c) The remote e-voting period commences at 9:00 A.M. (IST) on September 14, 2026 and ends at 5:00 P.M. (IST) on September 16, 2026. During this period, eligible members may cast their vote electronically. Once a vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.

d) The Chairman shall, after responding to queries raised by members in advance, formally invite members attending the meeting through VC/OAVM to vote on the proposed resolutions and announce the commencement of e-voting at the EGM.

e) Ms. Anu Malhotra, Practicing Company Secretary and Proprietor of M/s Anu Malhotra & Associates (Membership No. 39971, CP No. 16221), has been appointed as the Scrutinizer to conduct the remote e-voting process and EGM e-voting in a fair and transparent manner.

f) The Scrutinizer shall, after the conclusion of voting at the EGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, not later than 48 hours from the conclusion of the EGM.

The results declared along with the Scrutinizer's Report shall be placed on the website of the Company at https://tipcoengineering.com/ , communicated to BSE SME, and displayed on the website of the e-voting agency within 2 working days of the conclusion of the EGM.

EXPLANATORY STATEMENT
(Pursuant to Section 102(1) of the Companies Act, 2013)

As required under Section 102 of the Companies Act, 2013 (including any statutory modifications) thereto or re-enactments made thereunder, if any, for the time being in force (the "**Act**"), the following explanatory statement sets out all material facts relating to the business mentioned in the accompanying Notice:

Item No. 1:

Presently, the Authorized Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty-Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

Considering the share capital expansion plans of the Company including issuance of requisite number of fresh Equity Shares and Warrants pursuant to the Preferential Issue as proposed under Item No. 2 & 3, the Company needs to have enough unissued Authorized Share Capital. The Board of Directors at their meeting held on Tuesday, August 25, 2026, considered it desirable to increase the Authorized Share Capital of the Company from Rs. 25,00,00,000/- (Rupees Twenty-Five Crore Only) divided into 2,50,00,000 (Two Crore and Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 30,00,00,000/- (Rupees Thirty Crore Only) divided into 3,00,00,000 (Three Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

Consequent upon the increase in authorized share capital as proposed, the existing Clause V of the Memorandum of Association of the Company will also have to be replaced. The copy of altered Memorandum of Association of the Company will be available for inspection electronically. Any member/shareholder seeking inspection may write to us at investors@tipcoengineering.com.

The provisions of the Companies Act, 2013 require the Company to seek approval of the members for increase in authorized share capital and consequent alteration of the Capital Clause of the Memorandum of Association; accordingly, the Board recommends the resolution set forth in Item No. 1 for the approval of the members of the Company by way of an Ordinary Resolution.

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

Item No. 2 & 3

The Special Resolution contained in **Item No. 2 & 3** of this Notice, has been proposed pursuant to the provisions of Sections 23(1)(b), 42, and 62 of the Companies Act, 2013, read with the applicable rules made thereunder to issue and allot, the following securities on a preferential basis:

1. Up to 21,02,400 Equity Shares having face value of Rs. 10/- (Rupees Ten Only) each of the Company, for cash, at an issue price of Rs. 180/- per Equity Share, determined in accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and applicable provisions of the Companies Act, 2013 and rules made thereunder, aggregating up to Rs. 37,84,32,000/- to the persons/ entities belonging to the "**Public**" category on a preferential basis.

2. Up to 44,16,000 Fully Convertible Warrants ("**Warrants**"), for cash, at an issue price of Rs. 180/- per Warrant, determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, 2018, as amended and applicable provisions of the Companies Act, 2013 and rules made thereunder, aggregating up to Rs. 79,48,80,000/- to the persons/ entities belonging to the "**Promoter and Promoter Group**" and "**Public**" category on a preferential basis.

The proposed Preferential Issue shall be made in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 and applicable provisions of the Companies Act, 2013. The said proposal has been considered and approved by the Board of Directors of the Company in their meeting held on August 25, 2026.

The approval of the members of the Company is accordingly being sought by way of a '**Special Resolution**' under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI (ICDR), Regulations, 2018.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

I. Objects of the Preferential Issue

As the shareholders are aware that the Company is engaged in the business of Machines fabrication and engineering equipments, operating from its Sonepat facility. With increase in demand of its products, the Company proposes to set up greenfield manufacturing facility to cater the growing demand for Gujrat, Telangana and Maharashtra and overseas markets. The Company has identified the land for the said purpose and the acquisition formalities are under process. This new facility is proposed to be developed as a modern engineering and manufacturing unit with capabilities covering Expering Centre, design engineering, fabrication, machining, assembly, testing and commissioning of machines.

For the purpose of **Item No. 2 & 3**, the Company intends to utilize the proceeds raised through the issue of Equity Shares and Fully Convertible Warrants **("Issue Proceeds")** towards following objects:

1. Acquisition of land
2. Construction of building and infrastructure for setting up and upgradation of the factory
3. Purchase and installation of machinery and equipments
4. Working capital requirements of the Company
5. General Corporate Purposes

*(Hereinafter collectively referred to as **"Objects"**)*

Utilization of Proceeds

As the funds to be received against the issue of Equity Shares, allotment of warrants and conversion of warrants into Equity Shares, will be in tranches and the quantum of funds required on different dates may vary therefore, the Broad Range of intended use of the Issue Proceeds of the Issue is as under:

Sr. No.	Particulars	Estimated utilization of Net Proceeds (In Rs.) *	Tentative timelines for utilization of net proceeds from the date of receipt of funds
1.	Acquisition of land	15,50,00,000	By September 30, 2029
2.	Construction of building and infrastructure for setting up and upgradation of the factory	32,58,51,000	By September 30, 2029
3.	Purchase and installation of machinery and equipments	25,50,00,000	By September 30, 2029
4.	Working capital requirements of the Company	15,00,00,000	By March 31, 2029
5.	General Corporate Purposes	28,74,61,000	By March 31, 2029

	Total	**117,33,12,000**	**-**

(*) Considering 100% conversion of Warrants into Equity Shares within the stipulated time.

Interim Use of Proceeds

Our Company, in accordance with the policies formulated in accordance with the applicable laws and guidelines and description as given in this Notice, will have flexibility to deploy the Issue Proceeds. Pending utilization of the Issue Proceeds for the Objects described above, our Company intends to deposit the Gross Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934.

II. Monitoring of Utilization of Funds

Given that the issue size exceeds Rs. 100 Crore (Rupees One Hundred Crore Only), in terms of Regulation 162A of the SEBI (ICDR) Regulations, the Company shall appoint a SEBI registered credit rating agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue ("**Monitoring Agency**").

III. Particulars of the offer including date of passing of board resolution, kind of securities offered, maximum number of specified securities to be issued:

The Board of Directors of the Company in their meeting held on August 25, 2026, had subject to approval of the members of the Company **("Members")** and such other approvals as may be required, approved the issue of:

(a) up to 21,02,400 Equity Shares having face value of Rs. 10/- (Rupees Ten Only) each of the Company, for cash, at an issue price of Rs. 180/- per Equity Share, determined in accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and applicable provisions of the Companies Act, 2013 and rules made thereunder, aggregating up to Rs. 37,84,32,000/- to the persons/ entities belonging to the "**Public**" category on a preferential basis.

(b) up to 44,16,000 Fully Convertible Warrants ("**Warrants**"), for cash, at an issue price of Rs. 180/- per Warrant, determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, 2018, as amended and applicable provisions of the Companies Act, 2013 and rules made thereunder, aggregating up to Rs. 79,48,80,000/- to the persons/ entities belonging to the "**Promoter and Promoter Group**" and "**Public**" category on a preferential basis.

In respect of the Equity shares proposed to be allotted, an amount equivalent to 100% of the consideration for the Equity shares shall be payable at the time of allotment of Equity shares.

In respect of the Warrants proposed to be allotted, an amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the options attached to Warrant(s) to subscribe to Equity Share(s).

IV. The intent of the promoters, directors, key management personnel, or senior management of the issuer to subscribe to the offer.

Except as follows, none of the Promoters, Directors, Key Management Personnel or Senior Management of the issuer intent to subscribe to the offer:

Sr. No.	Name	Notice Item No.	Category	Type of Security	Number of Warrants to be issued (Up to)

1	Ritesh Sharma	03	Promoter	Fully Convertible Warrants	16,00,000

V. The Shareholding Pattern of the issuer before and after the preferential issue:

The shareholding pattern of the Company before and after the proposed preferential issue as per Item No. 2 and 3 to the '**Promoter & Promoter Group**' and '**Public**' Category is likely to be as follows:

Category	Pre issue Shareholding Structure (1)		Equity Shares to be allotted	Post Equity Allotment (2)		Warrants to be allotted	Post Issue Shareholding Structure (3)	
	No. of Shares	%		No. of Shares	%*		No. of Shares	%#
(A) Promoter Shareholding								
(1) Indian								
(a)Individuals & HUF	1,20,02,180	57.79	0	1,20,02,180	52.48	16,00,000	1,36,02,180	49.85
(b) Bodies Corporate	0	0.00	0	0	0.00	0	0	0.00
Sub Total (A)(1)	**1,20,02,180**	**57.79**	**0**	**1,20,02,180**	**52.48**	**16,00,000**	**1,36,02,180**	**49.85**
(2) Foreign promoters	0	0.00	0	0	0.00	0	0	0.00
Total Promoter shareholding A=A1 +A2	**1,20,02,180**	**57.79**	**0**	**1,20,02,180**	**52.48**	**16,00,000**	**1,36,02,180**	**49.85**
(B) Public Shareholding								
B1) Institutional Investors	23,98,600	11.55	11,12,000	35,10,600	15.35	0	35,10,600	12.87
B2) Central Govt./Stat Govt./POI	0	0.00	0	0	0.00	0	0	0.00
B3) Non-Institutional Investors	0	0.00	0	0	0.00	0	0	0.00
Individuals	41,25,872	19.87	9,22,000	50,47,872	22.07	20,54,400	71,02,272	26.03
Body Corporate	9,99,332	4.81	14,400	10,13,732	4.43	1,21,600	11,35,332	4.16
Others (Including HUF, LLP & NRI)	12,41,600	5.98	54,000	12,95,600	5.67	6,40,000	19,35,600	7.09
Total Public Shareholding B=B1+B2+B3	**87,65,404**	**42.21**	**21,02,400**	**1,08,67,804**	**47.52**	**28,16,000**	**1,36,83,804**	**50.15**
C) Non-Promoter – Non-Public	0.00	0.00	0	0	0.00	0	0	0.00
Grand Total (A+B+C)	**2,07,67,584**	**100.00**	**21,02,400**	**2,28,69,984**	**100.00**	**44,16,000**	**2,72,85,984**	**100.00**

(*) These percentages have been calculated on the basis of post-preferential share capital of the Company i.e. Rs. 22,86,99,840/- divided into 2,28,69,984 Equity Shares of face value of Rs. 10/- each.

(#) These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e. Rs. 27,28,59,840/- divided into 2,72,85,984 Equity Shares of face value of Rs. 10/- each.

Notes:

1. *The pre-issue shareholding pattern is as on the latest BENPOS date, i.e. August 14, 2026.*
2. *Post shareholding structure may change depending upon any other corporate action in between.*
3. *The Warrants to be converted over a period of 18 months from the date of allotment.*

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

As required under the SEBI ICDR Regulations, preferential allotment of said Equity Shares and Fully Convertible Warrants shall be completed within a period of 15 (Fifteen) days from the date of passing of special resolutions. Provided that where the allotment is pending on account of receipt of any approval or permission from any regulatory authority, if applicable, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions. Further, the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of Equity Shares in dematerialized form.

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

Not Applicable, since the Company has not made any allotment on a preferential basis during the financial year.

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

Identity of the ultimate beneficial owners of the securities proposed to be allotted:

Sr. No.	Name of the Proposed Allotee	Category	Name of the Ultimate Beneficial Owner
1.	Clarus Capital II	Public	Soumendra Nath Lahiri
2.	Shalu Aggarwal	Public	Not Applicable, allottee being an individual
3.	Abhaikumar Amolakchand Nahar	Public	Not Applicable, allottee being an individual
4.	Sandeep Singh	Public	Not Applicable, allottee being an individual
5.	Finavenue Growth Fund	Public	Aditya Parakh
6.	Prafull Rai	Public	Not Applicable, allottee being an individual
7.	Sajal Family Trust	Public	Sajal Jain
8.	Swati G Lodha	Public	Not Applicable, allottee being an individual
9.	Rajesh Jagdish Rai Jain	Public	Not Applicable, allottee being an individual
10.	Madhav Grover	Public	Not Applicable, allottee being an individual
11.	Bhanuben Bharatbhai Patel	Public	Not Applicable, allottee being an individual
12.	Rajkumar Punamchand Golecha	Public	Not Applicable, allottee being an individual
13.	Yashkumar Poonamchand Golechha	Public	Not Applicable, allottee being an individual
14.	H&A Ventures	Public	Priyanka Himanshu Jain
15.	Ayushi Rathore	Public	Not Applicable, allottee being an individual
16.	Deepak Kumar Dua	Public	Not Applicable, allottee being an individual
17.	Ritesh Sharma	Promoter	Not Applicable, allottee being an individual
18.	Devi Traders LLP	Public	Nimish Deepak Broker
19.	Shreya Dua	Public	Not Applicable, allottee being an individual
20.	Yashpal Garg	Public	Not Applicable, allottee being an individual

Sr. No.	Name of the Proposed Allotee	Category	Name of the Ultimate Beneficial Owner
21.	Anshvardhan Modi	Public	Not Applicable, allottee being an individual
22.	Rachita Gupta	Public	Not Applicable, allottee being an individual
23.	Annso Capital Private Limited	Public	Anant Mohta
24.	Vidhi Parekh	Public	Not Applicable, allottee being an individual
25.	Sangita Jain	Public	Not Applicable, allottee being an individual
26.	Bhagchand Punamchand Bafna	Public	Not Applicable, allottee being an individual
27.	Sonali Swanand Phand	Public	Not Applicable, allottee being an individual
28.	Anita Agarwal	Public	Not Applicable, allottee being an individual
29.	Pallavi Goyal	Public	Not Applicable, allottee being an individual
30.	Vikashh Mehta	Public	Not Applicable, allottee being an individual
31.	Vijay Ramvallabh Khetan	Public	Not Applicable, allottee being an individual
32.	Bhavya Lodha	Public	Not Applicable, allottee being an individual
33.	Aman Pokharna	Public	Not Applicable, allottee being an individual
34.	Ritik Narpatkumar Chopra	Public	Not Applicable, allottee being an individual
35.	Rajat Bhargava	Public	Not Applicable, allottee being an individual
36.	Vipin Arora	Public	Not Applicable, allottee being an individual
37.	Chanchal Biyani	Public	Not Applicable, allottee being an individual
38.	Meghana Divyagnan Sarvaiya	Public	Not Applicable, allottee being an individual
39.	Deepa Jain	Public	Not Applicable, allottee being an individual
40.	Ritik Modi	Public	Not Applicable, allottee being an individual
41.	Manshaa Insights Private Limited	Public	Maneesh Mittal
42.	Attune Wealth Private Limited	Public	Prerak Bhatia
43.	Anjana Mehta	Public	Not Applicable, allottee being an individual
44.	Lehar Sancheti	Public	Not Applicable, allottee being an individual
45.	Manan Patodia	Public	Not Applicable, allottee being an individual
46.	Arihant Modi	Public	Not Applicable, allottee being an individual
47.	Siddharth Modi	Public	Not Applicable, allottee being an individual

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

Sr. No.	Name of the Proposed Allottee	Pre-Shareholding Structure(1)		Equity Shares to be allotted	Post-Issue Shareholding Structure(2)		Warrants to be allotted	Post Issue Shareholding structure(3)	
		No. of shares	%		No. of shares	%*		No. of shares	%#
1.	Clarus Capital II	0	0.00	10,00,000	10,00,000	4.37	0	10,00,000	3.66
2.	Shalu Aggarwal	0	0.00	2,16,000	2,16,000	0.94	0	2,16,000	0.79
3.	Abhaikumar Amolakchand Nahar	0	0.00	1,68,000	168,000	0.73	0	168,000	0.62
4.	Sandeep Singh	0	0.00	1,68,000	168,000	0.73	0	168,000	0.62
5.	Finavenue Growth Fund	0	0.00	1,12,000	112,000	0.49	0	112,000	0.41
6.	Prafull Rai	0	0.00	84,000	84,000	0.37	0	84,000	0.31
7.	Sajal Family Trust	0	0.00	54,000	54,000	0.24	0	54,000	0.20
8.	Swati G Lodha	0	0.00	42,400	42,400	0.19	0	42,400	0.16
9.	Rajesh Jagdish Rai Jain	0	0.00	78,000	78,000	0.34	0	78,000	0.29
10.	Madhav Grover	0	0.00	30,000	30,000	0.13	0	30,000	0.11
11.	Bhanuben Bharatbhai Patel	0	0.00	30,000	30,000	0.13	0	30,000	0.11
12.	Rajkumar Punamchand Golecha	8,000	0.04	38,400	46,400	0.16	0	46,400	0.17
13.	Yashkumar Poonamchand Golechha	0	0.00	38,400	38,400	0.17	0	38,400	0.14
14.	H&A Ventures	0	0.00	14,400	14,400	0.06	0	14,400	0.05
15.	Ayushi Rathore	0	0.00	14,400	14,400	0.06	0	14,400	0.05

16.	Deepak Kumar Dua	0	0.00	14,400	14,400	0.06	0	14,400	0.05
17.	Ritesh Sharma	80,81,990	38.92	0	80,81,990	35.34	16,00,000	96,81,990	35.48
18.	Devi Traders LLP	0	0.00	0	0	0	6,40,000	6,40,000	2.35
19.	Shreya Dua	0	0	0	0	0	6,35,600	6,35,600	2.33
20.	Yashpal Garg	2,29,758	1.11	0	2,29,758	1.00	2,60,800	4,90,558	1.80
21.	Anshvardhan Modi	0	0.00	0	0	0	2,00,000	2,00,000	0.73
22.	Rachita Gupta	0	0.00	0	0	0	2,00,000	2,00,000	0.73
23.	Annso Capital Private Limited	0	0.00	0	0	0	96,000	96,000	0.35
24.	Vidhi Parekh	0	0.00	0	0	0	80,000	80,000	0.29
25.	Sangita Jain	0	0.00	0	0	0	80,000	80,000	0.29
26.	Bhagchand Punamchand Bafna	0	0.00	0	0	0	76,800	76,800	0.28
27.	Sonali Swanand Phand	0	0.00	0	0	0	68,800	68,800	0.25
28.	Anita Agarwal	0	0.00	0	0	0	54,000	54,000	0.20
29.	Pallavi Goyal	0	0.00	0	0	0	48,000	48,000	0.18
30.	Vikashh Mehta	0	0.00	0	0	0	40,000	40,000	0.15
31.	Vijay Ramvallabh Khetan	0	0.00	0	0	0	40,000	40,000	0.15
32.	Bhavya Lodha	0	0.00	0	0	0	40,000	40,000	0.15
33.	Aman Pokharna	0	0.00	0	0	0	32,000	32,000	0.12
34.	Ritik Narpatkumar Chopra	0	0.00	0	0	0	24,000	24,000	0.09
35.	Rajat Bhargava	0	0.00	0	0	0	24,000	24,000	0.09
36.	Vipin Arora	0	0.00	0	0	0	24,000	24,000	0.09
37.	Chanchal Biyani	0	0.00	0	0	0	24,000	24,000	0.09
38.	Meghana Divyagnan Sarvaiya	0	0.00	0	0	0	24,000	24,000	0.09
39.	Deepa Jain	0	0.00	0	0	0	24,000	24,000	0.09
40.	Ritik Modi	0	0.00	0	0	0	22,400	22,400	0.08
41.	Manshaa Insights Private Limited	0	0.00	0	0	0	12,800	12,800	0.05
42.	Attune Wealth Private Limited	0	0.00	0	0	0	12,800	12,800	0.05
43.	Anjana Mehta	0	0.00	0	0	0	6,400	6,400	0.02
44.	Lehar Sancheti	0	0.00	0	0	0	6,400	6,400	0.02
45.	Manan Patodia	0	0.00	0	0	0	6,400	6,400	0.02
46.	Arihant Modi	0	0.00	0	0	0	6,400	6,400	0.02
47.	Siddharth Modi	0	0.00	0	0	0	6,400	6,400	0.02

(*) These percentages have been calculated on the basis of post-preferential share capital of the Company i.e. Rs. 22,86,99,840/- divided into 2,28,69,984 Equity Shares of face value of Rs. 10/- each.
(#) These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e. Rs. 27,28,59,840/- divided into 2,72,85,984 Equity Shares of face value of Rs. 10/- each.

Notes:
1.) The pre-issue shareholding pattern is as on the latest BENPOS date, i.e. August 14, 2026.
2.) Post shareholding structure may change depending upon any other corporate action in between.
3.) The Warrants to be converted over a period of 18 months from the date of allotment.

X. Consequential changes in the Voting Rights, change in control, and change in the Management, if any, in the issuer consequent to the preferential issue:

As a result of the proposed preferential issue of Equity Shares, Fully Convertible Warrants and allotment of Equity Shares upon conversion of the warrants, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

XI. Lock-in Period:

(a) The Equity Shares, Warrants and Equity Shares proposed to be allotted pursuant to the exercise/conversion of the Warrants shall be subject to the applicable lock-in requirements prescribed under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.

(b) The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked in as per Chapter V of the SEBI ICDR Regulations.

XII. Issue Price and Relevant Date:

In terms of Regulation 161 of SEBI (ICDR) Regulations, 2018, the relevant date for determining the floor price for the Preferential allotment of the Equity Shares and Fully Convertible Warrants has been reckoned as August 18, 2026.

The Equity shares of the Company are listed on SME platform of BSE Limited **("Stock Exchange")** and are frequently traded as per the provisions of Regulation 164(5) of Chapter V of the SEBI ICDR Regulations, 2018.

Further, since the proposed allotment to some of the allottees collectively would be more than 5% of the post issue fully diluted share capital of the company, thus, in compliance with Regulation 166A of the SEBI (ICDR) Regulations, the minimum price per Equity Share and Fully Convertible Warrant was considered higher of the price determined through following methods:

i. In terms of the provisions of Regulation 164 of Chapter V of the SEBI ICDR Regulations, the minimum price at which the Equity Shares and Fully Convertible Warrants to be issued to the proposed allottees shall not be less than higher of the following:

   a. Rs. 159.83/- each being the Average of 90 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date; or

   b. Rs. 170.48/- each being the Average of 10 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date.

   Price as determined in accordance with the methodology prescribed in the Articles of Association of the Company – Not Applicable as the Articles of Association of the Company are silent on the determination of floor price/ minimum price of the shares issued on preferential basis.

   Accordingly, the minimum issue price in terms of Regulation 164 of the SEBI (ICDR) Regulation, is Rs. 170.48/- each, being higher of the above prices.

ii. Price determined through the valuation report obtained from M/s. Corporate Professionals Valuation Services Private Limited, (Registration No.: IBBI/RV/-E/02/2019/106) is Rs. 176.22/- each. The said report is available on the website of the Company at https://tipcoengineering.com/investors/notice/egm .

Accordingly, the minimum issue price of the Equity Shares and Fully Convertible Warrants on a Preferential basis shall be Rs. 176.22/- and the Board of Directors of the Company has decided to issue Equity Shares and Fully Convertible Warrants at Rs. 180/- each.

XIII. Undertakings:

- None of the Company, its directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.

- None of its Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.

- The Company hereby undertakes that it shall if required to do so, re-compute the price of the specified securities in terms of the provision of SEBI ICDR Regulations;

- Further, it undertakes that, if the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the Equity Shares and Warrants shall continue to be locked-in till the time such amount is paid by the allottees;

- As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation163(1)(h) is not applicable.

- None of the proposed allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

XIV. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower:

Not Applicable, since none of the Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by Reserve Bank of India.

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

Sr. No.	Name of the Proposed Allotee	Current Status	Post Status
1.	Clarus Capital II	Public	Public
2.	Shalu Aggarwal	Public	Public
3.	Abhaikumar Amolakchand Nahar	Public	Public
4.	Sandeep Singh	Public	Public
5.	Finavenue Growth Fund	Public	Public
6.	Prafull Rai	Public	Public
7.	Sajal Family Trust	Public	Public
8.	Swati G Lodha	Public	Public
9.	Rajesh Jagdish Rai Jain	Public	Public
10.	Madhav Grover	Public	Public
11.	Bhanuben Bharatbhai Patel	Public	Public
12.	Rajkumar Punamchand Golecha	Public	Public
13.	Yashkumar Poonamchand Golechha	Public	Public
14.	H&A Ventures	Public	Public
15.	Ayushi Rathore	Public	Public
16.	Deepak Kumar Dua	Public	Public
17.	Ritesh Sharma	Promoter	Promoter
18.	Devi Traders LLP	Public	Public
19.	Shreya Dua	Public	Public

Sr. No.	Name of the Proposed Allotee	Current Status	Post Status
20.	Yashpal Garg	Public	Public
21.	Anshvardhan Modi	Public	Public
22.	Rachita Gupta	Public	Public
23.	Annso Capital Private Limited	Public	Public
24.	Vidhi Parekh	Public	Public
25.	Sangita Jain	Public	Public
26.	Bhagchand Punamchand Bafna	Public	Public
27.	Sonali Swanand Phand	Public	Public
28.	Anita Agarwal	Public	Public
29.	Pallavi Goyal	Public	Public
30.	Vikashh Mehta	Public	Public
31.	Vijay Ramvallabh Khetan	Public	Public
32.	Bhavya Lodha	Public	Public
33.	Aman Pokharna	Public	Public
34.	Ritik Narpatkumar Chopra	Public	Public
35.	Rajat Bhargava	Public	Public
36.	Vipin Arora	Public	Public
37.	Chanchal Biyani	Public	Public
38.	Meghana Divyagnan Sarvaiya	Public	Public
39.	Deepa Jain	Public	Public
40.	Ritik Modi	Public	Public
41.	Manshaa Insights Private Limited	Public	Public
42.	Attune Wealth Private Limited	Public	Public
43.	Anjana Mehta	Public	Public
44.	Lehar Sancheti	Public	Public
45.	Manan Patodia	Public	Public
46.	Arihant Modi	Public	Public
47.	Siddharth Modi	Public	Public

XVI. Practicing Company Secretary's Certificate:

The certificate from M/s. Divya Rani & Associates, Practicing Company Secretaries, certifying that the preferential issue of Equity Shares and Fully Convertible Warrants are being made in accordance with the requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company's website at the link: https://tipcoengineering.com/investors/notice/egm

XVII. Details of the Directors, Key Managerial Persons, or their relatives, in any way, concerned or interested in the said resolution:

Except as given below, no Director, key managerial personnel or their relatives, in any way are concerned or interested, financially or otherwise, in the resolutions set out at Item No. 2 and 3 of this Notice:

Sr. No.	Name	Designation/Relation	Securities to be issued (Up to)
1.	Ritesh Sharma	Managing Director	16,00,000 Fully Convertible Warrants

The Board of Directors recommends the resolutions set out in Item No. 2 and 3 of this notice for the issue of Equity shares and Fully Convertible Warrants, on a preferential basis, to the proposed allottees by way of **Special Resolution**.

Item No. 4

M/s Vinay I Aggarwal & Associates, Chartered Accountants, who were appointed as the Statutory Auditors of the Company, tendered their resignation from the position of Statutory Auditors with effect from August 18, 2026, resulting in a casual vacancy in the office of the Statutory Auditors pursuant to Section 139(8) of the Companies Act, 2013.

Rationale for Casual Vacancy & Resignation of Predecessor Auditor: The resignation of M/s Vinay I Aggarwal & Associates was due to their pre-occupation with other professional commitments and the health conditions of the signing partner, as communicated in their resignation letter dated August 18, 2026. The outgoing auditors confirmed that there were no other material reasons or concerns associated with their resignation.

To fill this casual vacancy and ensure uninterrupted statutory compliance, the Board of Directors at its meeting held on August 25, 2026, on the recommendation of the Audit Committee, approved the appointment of M/s Mittal Vaish & Co., Chartered Accountants (Firm Registration Number: 013622N), as the Statutory Auditors of the Company to hold office until the conclusion of the General Meeting to be held subsequently this year. Pursuant to Section 139(8) of the Companies Act, 2013, any casual vacancy caused by the resignation of an auditor must be approved by the Members at a general meeting within three months from the date of recommendation of the Board.

In terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the required disclosures regarding the appointment of M/s Mittal Vaish & Co. are as under:

Disclosures pursuant to Regulation 36(5) of SEBI (LODR) Regulations, 2015:

Proposed Fees Payable to the Auditor: The annual remuneration payable to M/s Mittal Vaish & Co. for filling the casual vacancy and carrying out audit requirements for an amount ₹ 4,00,000/- (plus applicable taxes) for the yearly basis.

Terms of Payment: Remuneration is payable as mutually agreed between the Board of Directors/Audit Committee and the Statutory Auditors.

Basis of Recommendation by the Audit Committee and Board of Directors: The Audit Committee and the Board evaluated and recommended the appointment of M/s Mittal Vaish & Co. based on:

a) **Immediate Availability & Capability:** Capability to step in on an immediate basis to meet statutory audit deadlines without disruption to corporate reporting timelines.
b) **Credentials & Standing:** Strong market reputation and extensive experience in statutory audits, taxation, and financial compliance.
c) **Peer Review Status**: Valid Peer Review Certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI).
d) **Independence:** Compliance with independence criteria specified under Section 141 of the Companies Act, 2013.

Brief Profile of the Auditor:

a) **Firm Name:** M/s Mittal Vaish & Co., Chartered Accountants
b) **Firm Registration Number:** 013622N
c) **Profile:** M/s Mittal Vaish & Co. is a peer-reviewed firm of Chartered Accountants with extensive expertise in statutory auditing, limited reviews, internal financial controls, and corporate compliance services.

None of the Directors, Key Managerial Personnel (KMPs) of the Company, or their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

Item No. 5

Mr. Sanjay Kumar (DIN: 08920598) was appointed as an Additional Director (Non-Executive Independent) of the Company by the Board of Directors with effect from April 27, 2026, pursuant to Section 161(1) of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company. In terms of Section 161(1), he holds office up to the date of the General Meeting of members, and the Company now proposes to regularize his appointment as a Director, in the capacity of a Non-Executive Independent Director, by way of the resolution set out at Item No. 5 of the Notice.

The Board of Directors & Nomination Remuneration Committee, after reviewing the provisions of the Act and the Rules made thereunder, is of the opinion that Mr. Sanjay Kumar fulfils the conditions specified for appointment as an Independent Director and is independent of the management of the Company.

Mr. Sanjay Kumar has given his consent to act as a Director of the Company and has furnished a declaration confirming that he meets the criteria of independence prescribed under Section 149(6) of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014.

The Company has received a notice in writing from a Member under Section 160 of the Act, proposing Mr. Sanjay Kumar's candidature for the office of Director. As he is proposed to be appointed as an Independent Director on the recommendation of the Board, the requirement of deposit of ₹1,00,000 (Rupees One Lakh) under Section 160(1) of the Act does not apply.

Accordingly, the Board and the Nomination and Remuneration Committee recommend the appointment of Mr. Sanjay Kumar as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 (Five) consecutive years commencing from the date of April 27, 2026 pursuant to Section 149 read with Schedule IV of the Act, for the approval of the Members.

As the Company's specified securities are listed on the SME Exchange, Regulations 17 to 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") — including provisions specific to the composition of the Board and obligations relating to independent directors — do not apply to the Company by virtue of Regulation 15(2) thereof. The profile below is furnished pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 (SS-2), which continue to apply.

Particulars	Details
Brief profile	Mr. Sanjay Kumar is an experienced contributor to the International Incubation Ecosystem and investment professional having an experience of more than 17 years in the field of Business and Management. He has conducted various Entrepreneurship & IPR Training Programme supported by the Government of India.
DIN	08920598
Age	49 years (DOB: July 17, 1977)
Qualifications	Ph.D. (Management), Mewar University; Post-Graduation, Ishan Institute of Management & Technology (2003); B.A., Kumaun University (2001)
Experience	A seasoned technology incubation and entrepreneurship expert with over 17 years of leadership in business incubation, startup ecosystems, and innovation management. As Head of TBI-NIET Greater Noida and former CEO of IIHMF-MNNIT Prayagraj, he has led government-backed initiatives including DST-NIDHI i-TBI, Start-in-UP, and international G2G incubation programmes in Malawi, Africa. His doctoral work in Management and expertise in IPR commercialization, project evaluation, and entrepreneurship training under DST-NIMAT and MeitY MSME programmes support the Company's strategic growth, governance, and diversification objectives. He previously served as Incubation Operations Manager at the University of Delhi's

	Udhyoga Foundation and across multiple MSME incubators.
Nature of appointment (appointment / re-appointment)	Retires by rotation not applicable
Terms & Conditions of Appointment	Non-Executive Independent Director, for a term of 5 (Five) consecutive years from the date of the date of Original Appointment ; entitled to sitting fees/commission, if any, as may be decided by the Board within statutory limits
Date of First Appointment on the Board	27-Apr-26
Shareholding in the Company	Nil
Relationship with other Directors, Manager and Key Managerial Personnel	Nil
Directorships held in other Companies/Bodies [along with listed entities from which the person has resigned in the past three years)	1. Panchsheel Abhinav Foundation -Director 2. Niyati Federation for Social Empowerment - Director 3. Decent Spinners Ltd.- Independent Director
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	In the opinion of the Board, Sanjay Kumar possesses the requisite qualifications, skills, and expertise in core areas, e.g., corporate governance and industry strategy required for the role of Independent Director. He meets all the independence criteria specified under Section 149(6) of the Companies Act, 2013 and Regulation of the SEBI (LODR) Regulations, 2015, and is independent of the management. Given his extensive leadership experience and objective judgment, his appointment will significantly strengthen the Board's strategic decision-making and governance framework.
Number of Board Meetings Attended	06
Remuneration Details	NA (only Sitting fees)
Membership/Chairmanship of Committees of the Board of other Companies	Decent Spinners Limited - Member of Audit Committee - Member of Nomination Remuneration Committee (NRC) - Member of Stakeholder Relationship Committee (SRC) - Member of Corporate Social Responsibility (CSR)

The Board of Directors recommends the Ordinary Resolution set out at Item No. 5 of the Notice for the approval of the Members.

Except Mr. Sanjay Kumar, to the extent of his own appointment, none of the other Directors or Key Managerial Personnel of the Company, or their respective relatives, is in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5, except to the extent of their respective shareholding, if any, in the Company.

By Order of the Board of Directors
For Tipco Engineering India Limited
(Formerly Known as "Tipco Engineering India Private Limited")

Sd/-

Ritesh Sharma
Chairperson and Managing Director

Date: August 25, 2026
Place: Rai, Sonepat

RITESH SHARMA

Digitally signed by RITESH SHARMA
Date: 2026.08.26 21:48:20 +05'30'