TMT (INDIA) LIMITED

CIN: L99999TG1976PLC002002

**September 08, 2026**

To,
The Listing Compliance
**BSE Ltd.**
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

**BSE Scrip Code: 522171**

**Subject: Notice of 49th Annual General Meeting of the Company for the Financial Year 2025-26.**

Dear Sir/Madam,

We are enclosing herewith Notice of 49th Annual General Meeting for the Financial Year 2025-26 and is also available on the website of the Company at www.tmtindia.in

Kindly take the above information on your record.

Thanking You.

Yours Faithfully,

**For, TMT (India) Limited**

**Mitesh Kothari**

**Managing Director**

**DIN: 00089076**

Registered office: Door No. 8-2-120/117/F2, 1st Floor Punnaiah Plaza, Road No.2, Banjara Hills, Hyderabad Telangana – 500034
Email Id: cstmtindia@gmail.com Contact No. 7093294949
Website: https://www.tmtindia.in/

## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE 49TH ANNUAL GENERAL MEETING OF THE MEMBERS OF TMT (INDIA) LIMITED WILL BE HELD ON WEDNESDAY, THE 30TH DAY OF SEPTEMBER, 2026 AT 3.00 P.M. THROUGH VIDEO CONFERENCE ("VC")/ OTHER AUDIO-VISUAL MEANS ("OAVM") FACILITY TO TRANSACT THE FOLLOWING BUSINESS. THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 1ST FLOOR, PUNNAIAH PLAZA, ROAD NO. 2, BANJARA HILLS, HYDERABAD, TELANGANA – 500 034 SHALL BE DEEMED TO BE THE VENUE OF THE MEETING FOR THE PURPOSES OF THE COMPANIES ACT, 2013:**

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2026, the Statement of Profit and Loss Account and Cash Flow Statement for the Financial Year ended on that date, together with the Reports of the Board of Directors and Auditors thereon.

**SPECIAL BUSINESS:**

2. **INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY:**

**TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Sections 13, 14, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the rules made thereunder, the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to the requisite approvals, consents, permissions and sanctions from the appropriate statutory, regulatory or other authorities as may be required, the consent of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 10,00,00,000/- (Rupees Ten Crore) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- each to Rs. 100,00,00,000/- (Rupees One Hundred Crore) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs. 10/- each, ranking pari passu in all respects with the existing equity shares of the Company."

**FURTHER RESOLVED THAT** the Board be and is hereby authorized to do all such acts, deeds,things and to sign all such documents and writings as may be necessary to give effect tothis resolution and for matters connected therewith or incidental thereto."

**"RESOLVED FURTHER THAT** pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, the consent of the members be and is hereby accorded to amend Clause V of the Memorandum of Association of the Company by substituting the following new Clause V:

Clause V: The Authorised Share Capital of the Company is Rs. 100,00,00,000/- (Rupees One Hundred Crore) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs. 10/- each."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to take all necessary steps, actions and decisions for obtaining all approvals, statutory or otherwise, in relation to the above; to settle any questions, difficulties or doubts that may arise in this regard; to sign and execute all documents; and to digitally sign and upload the requisite forms on behalf of the

Company, and to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

**3. TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE NON-PROMOTERS FOR CONSIDERATION OTHER THAN CASH.**

**TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Sections 23, 42, and 62 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any amendments, statutory modifications, or re-enactments thereof, for the time being in force) ("the Act"); the enabling provisions of the Memorandum and Articles of Association of the Company; the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"); the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Code"), including any statutory modification(s) or re-enactment(s) thereof; and in accordance with the applicable rules, regulations, circulars, notifications, clarifications, and guidelines issued from time to time by the Government of India ("GOI"), the Reserve Bank of India ("RBI"), the Registrar of Companies ("ROC"), Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI"), and the Stock Exchange where the shares of the Company are listed ("Stock Exchange"), and/or any other competent authority(ies) (collectively referred to as the "Applicable Regulatory Authorities"), to the extent applicable, including the provisions of the Listing Agreement entered into by the Company with the Stock Exchange; and subject to the requisite approvals, consents, permissions, and/or sanctions, if any, of the Applicable Regulatory Authorities; and subject to such terms, conditions, and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions, and/or sanctions, 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 thereof or any person authorized by the Board to exercise its powers, including the powers conferred by this resolution); and subject to such other alterations, modifications, variations, or conditions as the Board may deem fit in its absolute discretion the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue, allot, and deliver, in one or more tranches, up to 2,05,00,000 (Two Crore Five Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 10/- (Rupees Ten only) per Equity Shares total aggregating to Rs. 20,50,00,000/- (Rupees Twenty Crore Fifty Lakhs Only) for consideration other than cash (i.e. swap of shares) and the same is being done for the payment of consideration for the acquisition of 10,00,000 Equity Shares representing 100% shareholding of Shakti Auto Industries Private Limited ("Selling Company") on a preferential basis pursuant to the such terms and conditions, as determined by the Board, in accordance with the SEBI ICDR Regulations, and other applicable laws.

| Sr. No. | Name of the Equity Proposed Allottees | Pre-Pref Holding | Maximum No of Equity Shares to be allotted | Current Status / Category | Proposed Status / Category |
|---|---|---|---|---|---|
| 1. | Shakti Tiwari | 0 | 1,47,29,250 | Non-Promoter | Promoter Group |
| 2. | Rupam Tiwari | 0 | 47,45,750 | Non-Promoter | Promoter Group |
| 3. | Amrendra Kumar Tiwari | 0 | 10,25,000 | Non-Promoter | Promoter Group |

**"RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted to the proposed Equity allottees shall be fully paid up and shall rank pari passu with the existing equity shares of the Company in all respects from the date of allotment in all respects including the payment of dividend and voting rights or any other corporate action/benefits, if any, for which the book closure or the record date falls in between, and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the requirements of all applicable laws."

**"RESOLVED FURTHER THAT** the Relevant Date, as per the provisions of Chapter V of the SEBI ((ICDR)) Regulations for determination of the issue price of the Equity Shares, shall be Monday 31st August 2026, i.e., 30 days prior to the date of passing of the Special Resolution at the Annual General Meeting."

**"RESOLVED FURTHER THAT** the offer, issue, and allotment of the aforesaid Equity Shares to the proposed Equity allottees shall be subject to applicable laws, regulations, and guidelines and the following terms and conditions:

a) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on the Stock Exchange, subject to the receipt of necessary regulatory permissions and approvals, as applicable.

b) The Equity Shares so allotted shall be subject to a lock-in period as specified under Chapter V of the SEBI (ICDR) Regulations.

c) The Equity Shares shall be allotted in dematerialized form within 15 (fifteen) days from the date of passing of the Special Resolution by the Members, provided that where the allotment is subject to receipt of any approval or permission from any regulatory authority or the Government of India, the allotment shall be completed within 15 (fifteen) days from the date of receipt of the last such approval or permission.

d) The number of Equity Shares to be offered, issued and allotted shall not exceed the number approved by the Members as specified hereinabove.

e) Without prejudice to the generality of the foregoing, the issue of the Equity Shares shall be subject to the terms and conditions as set out in the Explanatory Statement under Section 102 of the Companies Act, 2013, which forms part of this Notice.

f) The issue and allotment of Equity Shares shall be subject to all applicable laws and the provisions of the Memorandum and Articles of Association of the Company.

g) The Equity Shares to be issued to the Proposed Equity Allottees shall be listed on the stock exchange where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the stock exchange.

h) The Proposed Equity Allottees shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.

i) The issue Equity Shares shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

j) The Equity Shares so allotted to the Proposed Equity Allottees under this resolution 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 thereunder."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to make an offer to the proposed Equity allottees through a private placement offer cum application letter, in the format of Form PAS-4, immediately after the passing of this resolution, with a stipulation that the allotment shall be made only upon receipt of in-principle approval from the Stock Exchange."

**"RESOLVED FURTHER THAT** pursuant to the SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify, and alter the terms and conditions of the issue, as it may in its absolute discretion deem fit, within the scope of this approval by the Members, and to make an offer to the proposed Equity allottees through Form PAS-4, without the requirement of seeking any further consent or approval of the Members and further, the Board is hereby authorised to record the name and details of the Proposed Equity Allottees in form PAS-5."

**"RESOLVED FURTHER THAT** the Members of the Company take note of the certificate issued by a Practicing Company Secretary certifying that the proposed issue of Equity Shares on a preferential basis is in compliance with the SEBI IODR Regulations."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters, and things as it may in its absolute discretion deem necessary, desirable, or expedient, including, but not limited to, issuing clarifications, resolving doubts, effecting modifications or changes (including to the terms of the issue), entering into agreements, contracts, and documents, appointing intermediaries, applying for in-principle and listing approvals, filing requisite documents with the ROC, SEBI, Stock Exchange, and depositories, and utilizing the proceeds of the issue, without being required to seek any further approval of the Members."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to delegate all or any of its powers conferred under these resolutions to any Committee of the Board, Director(s), the Company Secretary, or any other officer(s) or authorized signatory(ies) of the Company, including the execution of relevant documents, to represent the Company before any regulatory authorities, and to appoint advisors, bankers, consultants, and legal professionals, as may be necessary, to give effect to the foregoing resolution."

**4. TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE PROMOTER, PROMOTER GROUP NON-PROMOTERS FOR CONSIDERATION IN CASH.**

**TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Sections 23, 42, and 62 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any amendments, statutory modifications, or re-enactments thereof, for the time being in force) ("the Act"); the enabling provisions of the Memorandum and Articles of Association of the Company; the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"); the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Code"), including any statutory modification(s) or re-enactment(s) thereof; and in accordance with the applicable rules, regulations, circulars, notifications, clarifications, and guidelines issued from time to time by the Government of India ("GOI"), the Reserve Bank of India ("RBI"), the Registrar of Companies ("ROC"), Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI"), and the Stock Exchange where the shares of the Company are listed ("Stock Exchange"), and/or any other competent authority(ies) (collectively referred to as the "Applicable Regulatory Authorities"), to the extent applicable, including the provisions of the Listing Agreement entered into by the Company with the Stock Exchange; and subject to the requisite approvals, consents, permissions, and/or sanctions, if any, of the Applicable Regulatory Authorities; and subject to such terms, conditions, and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions, and/or sanctions, 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 thereof or any person authorized by the Board to exercise its powers, including the powers conferred by this resolution); and subject to such other alterations, modifications, variations, or conditions as the Board may deem fit in its absolute discretion the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue, allot, and deliver, in one or more tranches, up to 7,21,65,000/ (Seven Crore Twenty Lakhs Sixty Five Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 10/- (Rupees Ten only) per Equity Share total aggregating to Rs. 72,16,50,000/- (Rupees Seventy-Two Crore Sixteen Lakhs Fifty Thousand Only) on a preferential basis for the consideration in cash under the non-promoter public category ("Proposed Equity Allottees"), in accordance with the SEBI (ICDR) Regulations and other applicable laws."

**Details of Proposed Equity Allottees:**

| Sr. No. | Name of the Equity Proposed Allottees | Pre-Pref Holding | Maximum No of Equity Shares to be allotted | Current Status / Category | Proposed Status / Category |
|---|---|---|---|---|---|
| 1 | Yoga Builders Private Limited | 19,49,000 | 1,70,00,000 | Promoter | Promoter |
| 2 | Scaffold Properties Private Limited | 7,14,600 | 1,05,00,000 | Promoter | Promoter |
| 3 | DK Web Tech Private Limited | 0 | 1,00,00,000 | Non-Promoter | Promoter Group |
| 4 | Bkc Properties Private Limited | 0 | 1,00,00,000 | Non-Promoter | Promoter Group |
| 5 | Genext Hardware & Parks Private Limited | 0 | 89,00,000 | Non-Promoter | Non-Promoter |
| 6 | Vivek Lakshminath Mehrotra | 0 | 55,40,000 | Non-Promoter | Non-Promoter |
| 7 | Ruchi Raju Shah | 0 | 40,00,000 | Non-Promoter | Non-Promoter |
| 8 | Rahul Hemchand Visaria | 0 | 21,00,000 | Non-Promoter | Non-Promoter |
| 9 | Jignesh D Shah | 0 | 9,76,000 | Non-Promoter | Non-Promoter |
| 10 | Varshit Janak Shah | 0 | 9,76,000 | Non-Promoter | Non-Promoter |
| 11 | Kunal Adani | 0 | 4,00,000 | Non-Promoter | Non-Promoter |
| 12 | Rima Visaria | 0 | 3,00,000 | Non-Promoter | Non-Promoter |
| 13 | Krishan K Kapoor | 0 | 1,73,000 | Non-Promoter | Non-Promoter |
| 14 | Shweta Dixit | 0 | 1,00,000 | Non-Promoter | Non-Promoter |
| 15 | Pooja Avinash Jain | 0 | 1,00,000 | Non-Promoter | Non-Promoter |
| 16 | Pooja Ankit Jain | 0 | 1,00,000 | Non-Promoter | Non-Promoter |
| 17 | Rishit K Shah | 0 | 1,00,000 | Non-Promoter | Non-Promoter |
| 18 | Sameer R Shah | 0 | 1,00,000 | Non-Promoter | Non-Promoter |
| 19 | Vaishali S Shah | 0 | 1,00,000 | Non-Promoter | Non-Promoter |
| 20 | Dr. Prince Surana | 0 | 1,00,000 | Non-Promoter | Non-Promoter |
| 21 | Bhavesh Jain | 0 | 1,00,000 | Non-Promoter | Non-Promoter |
| 22 | Sanjeev Sanghvi | 0 | 1,00,000 | Non-Promoter | Non-Promoter |

| Sr. No. | Name of the Equity Proposed Allottees | Pre-Pref Holding | Maximum No of Equity Shares to be allotted | Current Status / Category | Proposed Status / Category |
|---|---|---|---|---|---|
| 23 | Rajendra Amrutlal Shah | 0 | 1,00,000 | Non-Promoter | Non-Promoter |
| 24 | Dimple J Kanti | 0 | 1,00,000 | Non-Promoter | Non-Promoter |
| 25 | Deepika Hegde | 0 | 1,00,000 | Non-Promoter | Non-Promoter |
| 26 | Heena Ramchandra Hegde | 0 | 50,000 | Non-Promoter | Non-Promoter |
| 27 | Dimple Alpesh Savla | 0 | 50,000 | Non-Promoter | Non-Promoter |

**"RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted to the proposed Equity allottees shall be fully paid up and shall rank pari passu with the existing equity shares of the Company in all respects from the date of allotment in all respects including the payment of dividend and voting rights or any other corporate action/benefits, if any, for which the book closure or the record date falls in between, and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the requirements of all applicable laws."

**"RESOLVED FURTHER THAT** the Relevant Date, as per the provisions of Chapter V of the SEBI ((ICDR)) Regulations for determination of the issue price of the Equity Shares, shall be Monday 31st August 2026 i.e., 30 days prior to the date of passing of the Special Resolution at the Annual General Meeting."

**"RESOLVED FURTHER THAT** the offer, issue, and allotment of the aforesaid Equity Shares to the proposed Equity allottees shall be subject to applicable laws, regulations, and guidelines and the following terms and conditions:

a) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on the Stock Exchange, subject to the receipt of necessary regulatory permissions and approvals, as applicable.

b) The Equity Shares so allotted shall be subject to a lock-in period as specified under Chapter V of the SEBI (ICDR) Regulations.

c) The Equity Shares shall be allotted in dematerialized form within 15 (fifteen) days from the date of passing of the Special Resolution by the Members, provided that where the allotment is subject to receipt of any approval or permission from any regulatory authority or the Government of India, the allotment shall be completed within 15 (fifteen) days from the date of receipt of the last such approval or permission.

d) The number of Equity Shares to be offered, issued and allotted shall not exceed the number approved by the Members as specified hereinabove.

e) Without prejudice to the generality of the foregoing, the issue of the Equity Shares shall be subject to the terms and conditions as set out in the Explanatory Statement under Section 102 of the Companies Act, 2013, which forms part of this Notice.

f) The issue and allotment of Equity Shares shall be subject to all applicable laws and the provisions of the Memorandum and Articles of Association of the Company.

g) The Equity Shares to be issued to the Proposed Equity Allottees shall be listed on the stock exchange where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the stock exchange.

h) The Proposed Equity Allottees shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.

i) The issue Equity Shares shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

j) The Equity Shares so allotted to the Proposed Equity Allottees under this resolution 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 thereunder."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to make an offer to the proposed Equity allottees through a private placement offer cum application letter, in the format of Form PAS-4, immediately after the passing of this resolution, with a stipulation that the allotment shall be made only upon receipt of in-principle approval from the Stock Exchange."

**"RESOLVED FURTHER THAT** pursuant to the SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify, and alter the terms and conditions of the issue, as it may in its absolute discretion deem fit, within the scope of this approval by the Members, and to make an offer to the proposed Equity allottees through Form PAS-4, without the requirement of seeking any further consent or approval of the Members and further, the Board is hereby authorised to record the name and details of the Proposed Equity Allottees in form PAS-5."

**"RESOLVED FURTHER THAT** the Members of the Company take note of the certificate issued by a Practicing Company Secretary certifying that the proposed issue of Equity Shares on a preferential basis is in compliance with the SEBI IODR Regulations."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters, and things as it may in its absolute discretion deem necessary, desirable, or expedient, including, but not limited to, issuing clarifications, resolving doubts, effecting modifications or changes (including to the terms of the issue), entering into agreements, contracts, and documents, appointing intermediaries, applying for in-principle and listing approvals, filing requisite documents with the ROC, SEBI, Stock Exchange, and depositories, and utilizing the proceeds of the issue, without being required to seek any further approval of the Members."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to delegate all or any of its powers conferred under these resolutions to any Committee of the Board, Director(s), the Company Secretary, or any other officer(s) or authorized signatory(ies) of the Company, including the execution of relevant documents, to represent the Company before any regulatory authorities, and to appoint advisors, bankers, consultants, and legal professionals, as may be necessary, to give effect to the foregoing resolution."

**5. REGULARISATION Of APPOINTMENT OF MR. MITESH KOTHARI (DIN: 00089076) AS CHAIRPERSON AND MANAGING DIRECTOR OF THE COMPANY.**

**TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 including any statutory modification or re-enactment thereof, or any other law and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), permission(s) and approval(s) and as are agreed to by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorised by the Board in this behalf), consent of the Members be and is hereby accorded to regularize and change the designation of Mr. Mitesh Kothari (DIN: 00089076) from Chairman and Managing Director (Additional) to Chairperson and Managing Director of the Company for a period of Five years with effect from conclusion from this Annual General Meeting, on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to Board, to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to Mitesh Kothari , subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof.

**RESOLVED FURTHER THAT** in the event of the Company having no profits or inadequate profits in any financial year, the managerial remuneration payable to Mr. Mitesh Kothari shall continue at the remuneration level approved by the Members, subject always to the applicable statutory limits, conditions and approvals prescribed under the Companies Act, 2013, Schedule V thereto and other applicable laws and regulations.

**RESOLVED FURTHER THAT** any of the directors for the time being be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard."

**6. REGULARIZATION OF ADDITIONAL DIRECTOR, MR. SHAKTI TIWARI (DIN: 03085764) BY APPOINTING HIM AS AN EXECUTIVE DIRECTOR OF THE COMPANY.**

**TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of section 160, 161 and other applicable provisions of the Companies Act, 2013 and the rules made there under, Mr. Shakti Tiwari (DIN: 03085764), who was appointed as an additional director of the Company on 14th August, 2026 and who holds office till the date of this Annual General Meeting and whose candidature is proposed for directorship of the Company be and is hereby appointed as director, who is liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to provisions of Section 196, 197, 198 and 203 and schedule V of the Companies Act, 2013 and any other applicable provisions, of the Companies Act, 2013 and the Rules made there under (including statutory modification(s) or re-enactment thereof for the time being in force) the approval of the Company be and is hereby accorded for the appointment of Mr. Shakti Tiwari (DIN: 03085764) as Executive Director of the Company who is liable to retire by rotation, for a period of five years with effect from 14th August, 2026.

**RESOLVED FURTHER THAT** the Board of directors of the Company will have the power to revise the terms of remuneration subject to the limits specified in Schedule V of the Companies Act, 2013 and subject to the compliance of the provisions of the other rules and regulations as will be applicable to the Company from time to time."

**7. REGULARIZATION OF ADDITIONAL DIRECTOR, MRS. JIGNA RAJIV SHAH (DIN: 02627958) BY APPOINTING HER AS AN EXECUTIVE DIRECTOR OF THE COMPANY.**

**TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of section 160, 161 and other applicable provisions of the Companies Act, 2013 and the rules made there under, Mrs. Jigna Rajiv Shah (DIN: 02627958), who was appointed as an additional director of the Company on 14th August, 2026 and who holds office till the date of this Annual General Meeting and whose candidature is proposed for directorship of the Company be and is hereby appointed as director, who is liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to provisions of Section 196, 197, 198 and 203 and schedule V of the Companies Act, 2013 and any other applicable provisions, of the Companies Act, 2013 and the Rules made there under (including statutory modification(s) or re-enactment thereof for the time being in force) the approval of the Company be and is hereby accorded for the appointment of Mrs. Jigna Rajiv Shah (DIN: 02627958) as Executive Director of the Company who is liable to retire by rotation, for a period of five years with effect from 14th August, 2026.

**RESOLVED FURTHER THAT** the Board of directors of the Company will have the power to revise the terms of remuneration subject to the limits specified in Schedule V of the Companies Act, 2013 and subject to the compliance of the provisions of the other rules and regulations as will be applicable to the Company from time to time."

**8. REGULARIZATION OF ADDITIONAL DIRECTOR MR. RAHUL VISARIA (DIN: 05005279) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.**

**TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), MR. RAHUL VISARIA (DIN: 05005279) who was appointed as an Additional Independent Director of the Company by the Board of Directors dated August 14th, 2026 whose term of office expires at this Annual General Meeting ('AGM')and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years commencing from August 14, 2026 to August 13, 2031.

**"RESOLVED FURTHER THAT,** the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

**9. REGULARIZATION OF ADDITIONAL DIRECTOR MR. DEEPAK GANDHI (DIN: 01627471) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.**

**TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Deepak Gandhi (DIN: 01627471) who was appointed as an Additional Independent Director of the Company by the Board of Directors dated August 14th, 2026 whose term of office expires at this Annual General Meeting ('AGM')and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years commencing from August 14, 2026 to August 13, 2031.

**"RESOLVED FURTHER THAT**, the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

**10. REGULARIZATION OF ADDITIONAL DIRECTOR MR. PRADEEP KUMAR (DIN: 10671085) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.**

**TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Pradeep Kumar (DIN: 10671085) who was appointed as an Additional Independent Director of the Company by the Board of Directors dated August 14th, 2026 whose term of office expires at this Annual General Meeting ('AGM')and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years commencing from August 14, 2026 to August 13, 2031.

**"RESOLVED FURTHER THAT,** the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

**11. TO APPROVE THE OVERALL BORROWING LIMITS U/S 180(1)(C) OF THE COMPANIES ACT, 2013.**

**TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company, and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof), to borrow from time to time any sum or sums of money, whether in Indian Rupees or in foreign currency, from banks, financial institutions, bodies corporate, government authorities, external commercial borrowings, or any other persons, whether by way of loans, advances, credit facilities, issuance of debentures, Foreign Currency Convertible Bonds, bonds, commercial papers or other debt instruments or otherwise, notwithstanding that the money or monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount so borrowed and outstanding at any point of time shall not exceed ₹ 500,00,00,000 /- (Rupees Five Hundred Crore Only)."

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, director and key managerial personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

**12. TO AUTHORIZE BOARD OF DIRECTORS U/S 180 (1) (a) OF THE COMPANIES ACT, 2013 TO CREATE CHARGES ON MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY.**

**TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:**

**"RESOLVED THAT** pursuant to provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], consent of the Members of Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any Committee(s) which the Board may have constituted/reconstituted or hereinafter constitute/reconstitute to exercise its powers including the powers conferred by this Resolution), to create/renew such mortgages, charges, hypothecations and floating charges, including existing mortgages, charges and hypothecations created by the Board on behalf of the Company, on such movable and immovable properties of the Company, both present and future, and in such form and manner as the Board may deem fit, to secure any Indian Rupees or Foreign Currency loans and/or the issue of Debt Securities whether partly/ fully convertible or non-convertible and/or the issue of Rupee/Foreign Currency Convertible Bonds and/or advances and/or all other moneys payable by the Company to its lender(s) (hereinafter collectively referred to as "Loans"), provided that the total amount of loans, already obtained or to be obtained from any Financial Institution, Bank, Body Corporate, Company or any other person(s), together with interest thereon, liquidated damages, commitment charges, premia on pre-payment and other cost and charges expenses and all other monies payable by the Company in respect of said loans, shall not at any time exceed an amount of ₹500,00,00,000 /- (Rupees Five Hundred Crore Only).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the aforesaid purpose and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution, without being required to seek any further consent or approval of the Members of the Company.

**13. CHANGE IN NAME OF THE COMPANY AND CONSEQUENTIAL AMENDMENTS IN THE MEMORANDUM AND ARTICLES OF ASSOCIATION.**

**TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Section 4, 13, 14, 15 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with applicable Rules framed thereunder including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Regulation 45 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification or variation thereof or any other applicable law(s), regulation(s), guideline(s) and subject to the such approvals, consents, sanctions and permissions as may be required from the Central Government, Stock Exchange(s) or appropriate regulatory and statutory authorities, the approval of the members of the Company be and is hereby accorded to change the name of the Company from "TMT INDIA LIMITED" TO " SHAKTI AUTO INDUSTRIES LIMITED" and the name clause in the Memorandum of Association be substituted as under

(I) The name of the Company is SHAKTI AUTO INDUSTRIES LIMITED."

**"RESOLVED FURTHER THAT** pursuant to Section 13, 14 and other applicable provisions, if any, of the Act, upon issuance of the fresh certificate of incorporation by the Registrar of Companies consequent upon change of name, the old name "TMT INDIA LIMITED" wherever appearing in the Memorandum of

Association and Articles of Association and other relevant documents, papers, and places of the Company, as applicable, be substituted by the new name as approved above."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company ('the Board'), which includes any Committee of the Board, or any officer/executive/representative and/or any other person so authorized by the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, things and execute all such application, forms, deeds, documents, instruments, writings and do such acts, deeds, in its absolute discretion including any modifications, changes, variations, alterations or revisions stipulated by any authority, while according approval, consent as may be considered necessary, expedient or desirable, including power to sub-delegate its authority, and to appoint counsels/consultant and advisors, file applications/petitions, issue notices, advertisements, obtain orders in order to give effect to the foregoing resolution or otherwise as may be considered necessary and deem fit by the Board to be in the best interest of the Company and to settle any questions, issues, difficulties or doubts that may arise in this regard without further consent or approval of the members of the Company."

**14. SHIFTING OF REGISTERED OFFICE OF THE COMPANY**

**TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Section 12, 13, 14, 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 30 of the Companies (Incorporation) Rules, 2014 and other relevant rules applicable, if any, (including any statutory modification(s) or re-enactments thereof, for the time being in force), and subject to approval of the Central Government/ any other authority as may be prescribed from time to time and subject to such other approval(s), permission(s) and sanction(s), as may be required under the provisions of the said Act or under any other law for the time being in force, consent of the Shareholders be and is hereby accorded for shifting of Registered Office of the Company from the State of Telangana to the State of Maharashtra".

**RESOLVED FURTHER THAT** upon shifting of the registered office being effective, the existing Clause-II of the Memorandum of Association of the Company be and hereby substituted with the following new clause:

"II. 'The Registered Office of the Company will be situated in the State of Maharashtra, i.e., within the jurisdiction of the Registrar of Companies-II, Maharashtra, at Navi-Mumbai."

**RESOLVED FURTHER THAT** upon the aforesaid resolution becoming effective, the Registered office of the Company be shifted from the 1st Floor, Punnaiah Plaza, Road No. 2, Banjara Hills, Hyderabad, Telangana, 500034 to Office No. 711-712, One Platinum, Plot No. 8, Sector 15, CBD Belapur Navi Mumbai, Maharashtra 400614 India.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter called the "Board", which term shall be deemed to include any person (s) authorized and / or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) or any officers so authorized by the Board be and is hereby authorised on behalf of the Company to agree to and make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/ petitions, issue notice, advertisements, obtain orders of shifting of Registered Office from the concerned authorities and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company."

**RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby authorized to certify a copy of this resolution and furnish to all such authorities as may be necessary.

**15. ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION ("MOA") OF THE COMPANY AS PER COMPANIES ACT, 2013 AND ALTERATION IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION.**

**TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Sections 4, 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with the rules made thereunder, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and subject to such approval(s), consent(s), permission(s) and sanction(s) as may be required from the Registrar of Companies and/or any other statutory, regulatory or governmental authority, and subject to such terms and conditions, if any, as may be imposed by any such authority and 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 thereof or any person(s) authorised by the Board), the consent of the Members of the Company be and is hereby accorded for adoption of a new set of Memorandum of Association of the Company in substitution of, and in place of, the existing Memorandum of Association of the Company, so as to bring the same in conformity with the provisions of the Companies Act, 2013 and the rules made thereunder.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 4, 13, 15 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, and subject to such approval(s), consent(s), permission(s) and sanction(s) as may be required from the Registrar of Companies and/or any other statutory, regulatory or governmental authority, the consent of the Members of the Company be and is hereby accorded for alteration of the Object Clause of the Memorandum of Association of the Company by deleting the existing Clause III(A)(1), III(A)(2) and III(A)(3) and substituting the same with the following new Clause III(A)(1) to III(A)(6):

**"III(A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**

1. To carry on the business of manufacturing, fabricating and assembling, buying, selling, importing, exporting, distributing and dealing in automobile parts of all kinds and descriptions, automotive and other gears, transmission and other axles, universal joints, springs, leaves, head lamps, sealed beams, induction hardened pins, axles, alloy springs, accessories and fittings of all kinds and to act as brokers and marketing agents for the aforesaid items.

2. To carry on the business of buying, selling and dealing in automobiles, motor cars, lorries, buses, vans, motorcycles, cycle-cars, motor scooters, carriages, amphibious vehicles and vehicles suitable for propulsion on land, sea or in the air, or in any combination thereof, and vehicles of all descriptions, whether propelled or assisted by means of petrol, diesel, spirit, steam, gas, electrical, animal or other power, and of internal combustion and other engines, chassis, bodies and other components, parts and accessories, and all machinery, implements, utensils, appliances, apparatus, lubricants, solutions, enamels and all things capable of being used for, in or in connection with the maintenance and working of motors.

3. To manufacture, trade, process, sell, purchase, import, export and otherwise deal in ferrous and non-ferrous metal scraps of all kinds, tubes, hot rolled coils and sheets and other allied metal products.

4. To carry on all or any of the businesses of manufacturers, traders, distributors and dealers in ferrous and non-ferrous metals of all kinds and descriptions and products thereof.

5. To engage in the business of providing consultancy and advisory services in relation to the use, application, processing and utilisation of ferrous and non-ferrous metals in such manner as may be required.

6. To carry on the business of plastic recycling and to act as dealers in plastic raw materials, resins, goods and articles connected with or ancillary to the plastic manufacturing and recycling industry."

**RESOLVED FURTHER THAT** the existing Clause III(B) of the Memorandum of Association of the Company containing the "Objects Incidental or Ancillary to the Attainment of the Main Objects" comprising sub-clauses 1 to 35 be and is hereby substituted with the new Clause III(B) titled "Matters which are necessary for furtherance of the Objects specified in Clause III(A)", comprising sub-clauses 1 to 43, as placed before the Members and initialled by the Chairperson of the Meeting for the purpose of identification.

**RESOLVED FURTHER THAT** the existing Clause III(C) of the Memorandum of Association of the Company containing the "Other Objects not included in 'A' and 'B' above", comprising sub-clauses 1 to 7, be and is hereby deleted in its entirety.

**RESOLVED FURTHER THAT** consequent upon the aforesaid alterations, the Memorandum of Association of the Company be and is hereby altered accordingly and the new set of the Memorandum of Association, as placed before the Members and initialled by the Chairperson of the Meeting for the purpose of identification, be and is hereby adopted as the Memorandum of Association of the Company in substitution of the existing Memorandum of Association.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, desirable, expedient or incidental for giving effect to this Resolution, including making necessary applications, filings and submissions, signing and executing all requisite documents, forms, returns and papers with the Registrar of Companies, stock exchange(s), statutory, regulatory and governmental authorities, as may be required, and to make such alterations, modifications, corrections or amendments to the Memorandum of Association as may be required or suggested by the Registrar of Companies or any other competent authority and which are acceptable to the Board, and to settle any question, difficulty or doubt that may arise in this regard.

**16. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION ("AOA") OF THE COMPANY.**

**TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the rules made thereunder, including the Companies (Incorporation) Rules, 2014, Schedule I to the Act, and any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and subject to such approval(s), consent(s), permission(s) and sanction(s) as may be required from the Registrar of Companies and/or any other statutory, regulatory or governmental authority, the consent of the Members of the Company be and is hereby accorded for the adoption of a new set of Articles of Association of the Company ("AOA"), primarily based on the regulations contained in Table F of Schedule I to the Act, in substitution of, and in place of, the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** consequent upon the adoption of the new set of Articles of Association, the existing Articles of Association of the Company be and are hereby substituted in their entirety by the new set of Articles of Association, as placed before the Members and initialled by the Chairperson of the Meeting for the purpose of identification, with effect from the date of approval of the Members and such other approvals as may be required under applicable laws.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee thereof or any person(s) authorised by the Board) be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, desirable, expedient or incidental for giving effect to this Resolution, including making necessary applications, filings and submissions and signing and executing all requisite documents, forms, returns and papers with the Registrar of Companies, stock exchange(s) and/or any other statutory, regulatory or governmental authority, as may be required, and to make such alterations, modifications, corrections or amendments to the Articles of Association as may be required or suggested by the Registrar of Companies or any other competent authority and which are acceptable to the Board, and to settle any question, difficulty or doubt that may arise in this regard thereto."

**BY THE ORDER OF THE BOARD**
**For TMT (India) Limited**

**Sd/-**
**Mitesh Kothari**
**Chairman and Managing Director**
**(DIN: 00089076)**

Place : Mumbai
Date : 05.09.2026

## NOTES FOR MEMBERS:

**(1)** The Ministry of Corporate Affairs (“MCA”) and the Securities and Exchange Board of India (“SEBI”) have, by way of general circulars issued from time to time, permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”), without the physical presence of Members at a common venue. In compliance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the aforesaid MCA and SEBI circulars, physical attendance of Members at the AGM venue is not required and the 49th Annual General Meeting of the Company is being held through VC/OAVM. Members can attend and participate in the AGM only through VC/OAVM.

**(2)** Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is ordinarily entitled to appoint a proxy to attend and vote on his/her behalf. However, since this AGM is being held through VC/OAVM pursuant to the aforesaid MCA Circulars, physical attendance of Members has been dispensed with and, accordingly, the facility for appointment of proxy by Members will not be available for this AGM. The Proxy Form and Attendance Slip are, therefore, not annexed to this Notice. Body Corporates are, however, entitled to appoint authorised representatives, pursuant to Section 113 of the Act, to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting

**(3)** Institutional/Corporate Members (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG format) of its Board or governing body resolution/authorisation, etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said resolution/authorisation shall be sent to the Scrutinizer by email through its registered email address to cstmtindia@gmail.com

**(4)** Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

**(5)** Since the AGM is being held through VC/OAVM, the Route Map to the venue of the Meeting is not annexed to this Notice.

**(6)** The Register of Members and Transfer Books of the Company will be closed from Thursday, the 24$^{th}$ of September, 2026 to Wednesday, the 30$^{th}$ of September, 2026 (both days inclusive).

**(7)** Members can join the AGM through the VC/OAVM facility 15 minutes before and after the scheduled time of commencement of the Meeting by following the procedure mentioned in this Notice. Since the AGM is being held through VC/OAVM, no physical copies of the Annual Report will be distributed and no attendance slip is required to be furnished for attending the Meeting.

**(8)** Members are requested to quote their Registered Folio No/ Client ID on all correspondence with the Company;

**(9)** Members are requested to send all communication relating to shares to the Company’s Registered Office situated at 1st Floor, Punnaiah Plaza, Road No. 2, Banjara Hills, Hyderabad, Telangana – 500 034.

**(10)** Members holding shares in physical form are requested to immediately notify change in their address, if any, to the Registrar and Share Transfer Agents of the Company namely M/s. Venture Capital and Corporate Investments Private Limited having its Office at ‘AURUM’, 4th & 5th Floors, Plot No. 57, Jayabheri Enclave, Phase - II, Gachibowli, Hyderabad - 500032. quoting their folio Numbers;

**(11)** To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified;

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and Bank details by every participant in securities market. Members holding shares in electronic and physical form are, therefore, requested to submit the PAN and Bank details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN and Bank details to the Registrar and Share Transfer Agents of the Company namely M/s. Venture Capital and Corporate Investments Private Limited having its Office at Door No. 4-50/P-II/57/4 & 5th Floors, Plot No. 57, Jayabheri Enclave, Phase II, Gachibowli, Seri Lingampally, Hyderabad – 500 032, Telangana quoting their folio Numbers;

**(12)** Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest to avail of the nomination facility. Members holding shares in dematerialized form may contact their respective depository participant(s) for recording nomination in respect of their shares;

**(13)** The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by companies and has issued circular stating that service of notice/documents including annual report can be sent by e-mail to its members. We fully support the Ministry’s green initiative. Accordingly, the Members are requested to inform their e-mail addresses to the Company at its Registered Office;

**(14)** Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon;

**(15)** In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote;

**(16)** SEBI has decided that securities of listed companies can be transferred only in dematerialised form. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form.

**(17)** All the documents referred to in the Notice will be available to the Members at the Registered Office of the Company between 10.30 A.M to 12.30 PM on all working days from the date hereof up to the date of the Meeting;

**(18)** Members may also note that the Notice of the $49^{th}$ Annual General Meeting and the Annual Report for 2025-26 will also be available on the Company’s website at www.tmtindia.in for their download. The physical copies of the aforesaid documents will also be available at the Company’s Registered Office for inspection during 10:30 A.M to 12:30 P.M on all working days till date of AGM. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the Members may also send requests to the Company’s email id: cstmtindia@gmail.com;

**(19)** Corporate Members intending to send their authorized representatives to attend the AGM through VC/OAVM are requested to send to the Company, by email at cstmtindia@gmail.com, a certified copy of the Board Resolution authorizing such a representative to attend the AGM through VC/OAVM and vote on their behalf through e-voting;

**(20)** As per the provisions of the Companies Act, 2013 facility for making nominations is available for shareholders, in respect of the shares held by them. Nomination forms can be obtained from the Company.

**(21)** Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with the Rules framed thereunder, the Notice calling the Annual General Meeting along with the Annual Report 2025-26 would be sent by electronic mode to those Members whose e-mail addresses are registered with the Depository or the Company/RTA. Members are requested to support this Green Initiative by registering/updating their e-mail addresses with the Depository Participant (in case of Shares held in dematerialised form) or with RTA (in case of Shares held in physical form). For any communication, the Members may also send requests to the Company's email id: cstmtindia@gmail.com.

**(22)** Members are requested to: -

(a) intimate to RTA, changes, if any, in their registered addresses at an early date, in case of shares held in physical form;

(b) intimate to the respective Depository Participant, changes, if any, in their registered addresses at an early date, in case of shares held in dematerialised form;

(c) quote their folio numbers/Client ID/DP ID in all correspondence;

(d) Consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names; and

(e) register their Permanent Account Number (PAN) with their Depository Participants, in case of Shares held in dematerialised form and RTA/ Company, in case of Shares held in physical form, as directed by SEBI.

**CDSL e-Voting System – For e-voting**

a) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members facility to exercise their right to vote on Resolutions proposed to be considered at the 49th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the 49th Annual General Meeting (AGM) ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL). For this purpose, the Company has appointed CS Jaymin Piyushbhai Modi proprietor of M/s. Jaymin Modi & Co., as the Scrutinizer for conducting the e-Voting process in a fair and transparent manner.

Since the AGM is being held through VC/OAVM, there is no facility for voting through polling/ballot paper at a physical venue. The facility for e-voting during the AGM shall be made available through the CDSL e-voting system, and Members attending the AGM through VC/OAVM who have not already cast their vote by remote e-voting, and are otherwise not barred from doing so, shall be able to exercise their right to vote through such e-voting system during the AGM.

The members who have cast their vote by remote e-voting prior to the 49th Annual General Meeting (AGM) may also attend the 49th Annual General Meeting (AGM) but shall not be entitled to cast their vote again.

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

**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING**

(i) The voting period begins on Sunday, 27th of September, 2026 at 09:00 A.M and ends on Tuesday, 29th of September 2026 at 05:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Wednesday ,23rd 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 through remote e-voting prior to the meeting date would not be entitled to vote again through the e-voting system during the AGM.

(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.

(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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

<table>
<tr><th>Type of shareholders</th><th>Login Method</th></tr>
<tr><td>Individual Shareholders holding securities in Demat mode with CDSL</td><td>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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.<br>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 i.e. CDSL/ NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.<br>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration<br>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 or click on https://evoting.cdslindia.com/ Evoting/EvotingLogin 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</td></tr>
<tr><td>Individual Shareholders holding securities in demat mode with NSDL</td><td>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.<br>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<br>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</td></tr>
</table>

| | |
|---|---|
| | 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 |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants | 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 above mentioned 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.comor contact at 022- 23058738 and 22-23058542-43. |
| 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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30. |

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

1) 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)<br>+ 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<br>**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.<br>+ 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. |

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

(ii) 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.

(iii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(iv) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(v) 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.

(vi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(vii) 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.

(viii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(ix) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(x) 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.

(xi) **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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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 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 cstmtindia@gmail.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.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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

1. The procedure for attending the AGM & e-Voting on the day of the AGM is the same as the instructions mentioned above for remote e-voting.
2. The link for VC/OAVM to attend the AGM will be available where the EVSN of the 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 AGM; however, they will not be eligible to vote again at the AGM.
4. Shareholders are encouraged to join the Meeting through laptops/iPads for a better experience.
5. Shareholders will be required to allow camera access and use the internet with a good speed to avoid any disturbance during the meeting. Participants connecting from mobile

devices or tablets, or through a laptop connecting via mobile hotspot, may experience audio/video loss due to fluctuation in their network; it is therefore recommended to use a stable Wi-Fi or LAN connection to mitigate any such glitches.

6. Shareholders who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending a request in advance, at least 6 days prior to the meeting, mentioning their name, demat account number/folio number, e-mail id and mobile number, to cstmtindia@gmail.com. Shareholders who do not wish to speak during the AGM but have queries may send their queries in advance, in the same manner, at least 6 days prior to the meeting; such queries will be replied to by the Company suitably by e-mail.

7. Only those Shareholders who have registered themselves as a speaker will be allowed to express their views/ask questions during the AGM.

8. Only those Shareholders who are present in the AGM through the VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting, and are otherwise not barred from doing so, shall be eligible to vote through the e-Voting system available during the AGM.

9. If any votes are cast by a Shareholder through the e-voting facility available during the AGM, and such Shareholder has not participated in the meeting through VC/OAVM, the votes so cast shall be considered invalid, as the facility of e-voting during the meeting is available only to Shareholders attending the AGM through VC/OAVM.

**24**. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on Wednesday, the 23rd of September, 2026.

**25**. The Scrutinizer, after scrutinising the votes cast at the meeting through remote e-voting and during AGM after the conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be submitted within two working days form the conclusion of AGM to stock exchange and will be placed on the website of the Company www.tmtindia.in and on the website of CDSL www.cdslindia.com.

**BY THE ORDER OF THE BOARD**
**For TMT (India) Limited**

**Sd/-**
**MITESH KOTHARI**
**Chairman and Managing Director**
**(DIN: 00089076)**

Place : Mumbai
Date : 05.09.2026

# EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

## 2. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY:

The present Authorised Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crore) divided into 1,00,00,000 (One Crore) equity shares of Rs. 10/- (Rupees Ten only), the Board at its Meeting held on Saturday, September 05, 2026 had accorded its approval for increasing the Authorised Share Capital up to Rs. 100,00,00,000/- (Rupees One Hundred Crore) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs. 10/- each subject to shareholder's approval.

Hence, pursuant to the provision of section 61 and section 13 of the Companies Act 2013 it is proposed to increase the Authorised Share Capital of the Company and the new shares shall be ranking pari-passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company. Consequently, Clause V of the Memorandum of Association would also require alteration/ substituted so as to reflect the changed Authorised Share Capital.

The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association requires approval of shareholders. A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in the Notes of the Notice.

The Board of directors, accordingly, recommends the passing of Ordinary Resolution as set out at Item Number 2 of this Notice, for the approval of the members. None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

## 3. TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE NON-PROMOTERS FOR CONSIDERATION OTHER THAN CASH:

The Members are hereby informed that the Board in its meeting held on Saturday, September 05, 2026, has approved the acquisition of 100% shareholding of Shakti Auto Industries Private Limited ("Selling Company"). For the said acquisition it is decided to acquire 10,00,000 Equity Shares constituting 100% stake of the Selling Company from the equity shareholders of the Selling Company.

As a purchase consideration for the said acquisition, the Company has proposed to allot its equity shares to the shareholders of the Selling company being consideration towards the swap shares. For acquisition of the equity shares of Selling company, it is proposed to issue and allot equity shares of the Company on a preferential basis for consideration other than cash.

Accordingly, the Board pursuant to its resolution dated 05th September 2026, has approved the issue of up to 2,05,00,000 (Two Crore Five Lakhs Only) Equity Shares of Rs.10/- (Rupees Ten only) each at an issue price of Rs. 10/- (Rupees Ten only) per Equity Share total aggregating to Rs. 20,50,00,000/- (Rupees Twenty Crore Fifty Lakhs Only) for consideration other than cash (i.e. swap of shares) and the same is being done for the payment of consideration for the acquisition of 10,00,000 Equity Shares representing 100% shareholding of Selling Company on a preferential.

**Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI (ICDR) Regulations ") are as follows:**

**1. Objects of the Preferential Issue:**

The object of the Preferential Issue is to discharge, in full the purchase consideration payable for the acquisition of 10,00,000 (Ten Lakhs) equity shares, representing 100% of the issued and paid-up share capital of Shakti Auto Industries Private Limited ("Selling Company"), from the Proposed Allottees.

The acquisition is proposed to be undertaken in accordance with applicable provisions of the Companies Act, 2013 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, and upon completion, the Selling Company shall become a wholly owned subsidiary of the Company.

**Rationale for Acquisition:**

The proposed acquisition of Shakti Auto Industries Private Limited (SAIPL) is strategically aimed at expanding the Company's presence and strengthening its business operations. Through this acquisition, the Company will gain a stronger foothold in its existing line of business and allied segments, enhance operational synergies, broaden its customer base, and improve overall market reach.

The acquisition is expected to support the Company's long-term growth objectives, improve operational efficiencies, enable better resource utilization, and create sustainable value for shareholders and other stakeholders.

**Brief details of the company:**

Shakti Auto Industries Private Limited (SAIPL)

Incorporated: 09/12/2016

Corporate Identity: Private Limited Company

Registered Office: Office No 711 And 712 One Platinum Plot No 8, Sector 15 Cbd Belapur, Thane, Maharashtra, India, 400614

SAIPL is a leading recycling company specializing in the manufacturing of high-quality aluminium alloys using aluminium scrap as its primary raw material. Over the years, the company has evolved into a modern, privately held enterprise with strong manufacturing capabilities, an experienced workforce, and a robust technical and business management system.

With an annual production capacity of 60,000 metric tons, including aluminium alloy ingots and molten metal, SHAKTI AUTO has established a strong market position and supplies leading automobile industries. The company operates from an 8-acre facility at Takve, Pune, with integrated scrap storage, advanced sorting facilities, and alloy manufacturing. This integrated setup ensures reliable raw material availability, efficient production planning, and reduced transportation lead times, giving SHAKTI AUTO a competitive advantage.

With a strong focus on quality, sustainability, and customer satisfaction, SHAKTI AUTO continues to strengthen its position as a trusted supplier to the automotive industry.

**Swap ratio, swap details**

As per the valuation report issued by the Registered Valuer, the total equity valuation of SAIPL has been determined at Rs. 20,50,00,000/- (Rupees Twenty Crore Fifty Lakhs).

In consideration of the aforesaid valuation and pursuant to the Share Purchase Agreement proposed to be executed with the Proposed Allottees, the Company proposes to discharge the purchase consideration, inter alia, by way of issuance of equity shares on a preferential basis.

Accordingly, the Company shall issue and allot 2,05,00,000 (Two Crore Five Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 10/- (Rupees Ten only) per Equity Share total aggregating to Rs. 20,50,00,000/- (Rupees Twenty Crore Fifty Lakhs Only) to the Proposed Allottees.

The above allotment is being made pursuant to a share swap arrangement for acquisition of 10,00,000 equity shares representing 100% of the issued and paid-up share capital of SAIPL. The equity shares so allotted shall rank pari passu with the existing equity shares of the Company in all respects.

**2. The total/maximum number of securities to be issued / particulars of the offer / Kinds of securities offered and the price at which security is being offered number of securities to be issued and pricing:**

The resolution set out in the accompanying notice authorises the Board to create, offer, issue, and allot from time to time, in one or more tranches up to 2,05,00,000 (Two Crore Five Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 10/- (Rupees Ten only) per Equity Share total aggregating to Rs. 20,50,00,000/- (Rupees Twenty Crore Fifty Lakhs Only) for consideration other than cash (i.e. swap of shares) and the same is being done for the payment of consideration for the acquisition of 10,00,000 Equity Shares representing 100% shareholding of SAIPL ("Selling Company") on a preferential basis pursuant to the such terms and conditions, as determined by the Board, in accordance with the SEBI ICDR Regulations, and other applicable laws.

The issue of equity share shall be subject to the following terms and conditions:

a) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on the Stock Exchange, subject to the receipt of necessary regulatory permissions and approvals, as applicable.

b) The Equity Shares so allotted shall be subject to a lock-in period as specified under Chapter V of the SEBI ICDR Regulations.

c) The Equity Shares shall be allotted in dematerialized form within 15 (fifteen) days from the date of passing of the Special Resolution by the Members, provided that where the allotment is subject to receipt of any approval or permission from any regulatory authority or the Government of India, the allotment shall be completed within 15 (fifteen) days from the date of receipt of the last such approval or permission.

d) The issue and allotment of Equity Shares shall be subject to all applicable laws and the provisions of the Memorandum and Articles of Association of the Company.

e) The Equity Shares to be issued to the Proposed Equity Allottees shall be listed on the stock exchange where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the stock exchange.

f) The Proposed Equity Allottees shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.

g) The issue Equity Shares shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

h) The Equity Shares so allotted to the Proposed Equity Allottees under this resolution 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 thereunder.

**3. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:**

The Equity Shares of the Company are infrequently traded and are listed on the BSE Limited. The price has been determined in accordance with Regulation 165 & 166A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations").

The Relevant Date, as per the provisions of Chapter V of the SEBI ((ICDR)) Regulations for determination of the issue price of Equity Shares is 31st August 2026, 30 days prior to the date of Passing of the Special Resolution in the AGM.

The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under (ICDR) Regulations, 2018.

**Pricing for allotment on preferential basis for allottees:**

As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Equity Shares will be issued at a price of Rs. 10/- (Rupees Ten Only) per Equity Share which is not less than the price as determined by the registered valuer.

The valuation report of the Registered Valuer pursuant to Regulation 165 & 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link https://www.tmtindia.in/financials.html

**4. Name and Address of Valuer who performed Valuation:**

The valuation was conducted by Bhavesh M. Rathod, Chartered Accountant and Registered Valuer - SFA.

Office Address: Office No. 515, 5th Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali (East), Mumbai, Maharashtra – 400101

Registered Address: 12D, White Spring, A Wing, Rivali Park Complex, Western Express Highway, Borivali (East), Mumbai – 400066

Contact Details:

Email: bhavesh@cabr.in

Mobile: +91 9769 11 34 90

The above information is also available on the Company's website at the following link https://www.tmtindia.in/financials.html

**5. Amount which the Company intends to raise by way of issue of Equity Shares:**

Rs. 20,50,00,000/- (Rupees Twenty Crore Fifty Lakhs Only).

**6. Principal terms of Assets charged as securities:**

Not Applicable

**7. Intention/ Contribution of promoters / directors / key managerial personnel to subscribe to the offer:**

None of the existing Directors or Key Managerial Personnel or Promoters intends to subscribe to the proposed issue or furtherance of objects.

**8. The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:**

| Sl. No. | Category | Pre-issue shareholding | | Post- issue shareholding* | |
|---|---|---|---|---|---|
| | | No. of Equity Shares | % of Share-holding | No. of Equity Shares | % of Share-holding |
| A | Promoters and Promoter Group Holding | | | | |
| 1 | Indian | | | | |
| | Individuals/Hindu undivided Family | 33,79,200 | 68.21 | 7,13,79,200 | 73.12 |
| 2 | Foreign | | | | |
| | **Sub Total (A)** | **33,79,200** | **68.21** | **7,13,79,200** | **73.12** |
| B | Non-Promoter Holding | | | | |
| 1 | Institutions | | | | |
| 1a | Institutions (Domestic) | 2900 | 0.06 | 2,900 | 0.01 |
| 1b | Institutions (Foreign) | | | | |
| 2 | Non – Institutions | | | | |
| 2a | Key Managerial Personnel | | | | |
| 2b | Individuals (share Capital up to Rs. 2 lakhs) | 775343 | 15.65 | 7,75,343 | 0.79 |
| 2c | Individuals (share Capital in excess of Rs. 2 lakhs) | 775344 | 15.65 | 1,65,40,344 | 16.94 |
| 2d | Non-Resident Indians (NRIs) | 500 | 0.01 | 500 | 0.00 |
| 2e | Bodies Corporate | 18,713 | 0.38 | 89,18,713 | 9.14 |
| 2f | Any Other (specify) | 1,800 | 0.04 | 1800 | 0.00 |
| | **Sub-Total (B)** | **15,74,600** | **31.79** | **2,62,39,600** | **26.88** |
| C1 | Shares underlying DRs | | | | |
| C2 | Shares held by Employee Trust | | | | |
| C | Non-Promoter – Non- Public | | | | |
| **Grand Total (A+B+C)** | | **49,53,800** | **100.00** | **9,76,18,800** | **100.00** |

*The post-issue shareholding percentage has been calculated based on the total diluted post-issue paid-up share capital, assuming full subscription of the equity shares.

**9. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:**

The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

**10. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:**

There shall be no change in management or control of the Company pursuant to the issue and allotment of equity shares.

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

During the financial year 2026-2027, the Company has not made allotment on preferential basis to any person.

**12. Valuation for consideration other than cash:**

The valuation of the same is based on the independent valuation report received from Karan Chetan Shah Chartered Accountants, Registered Valuer- Securities and Financial Assets (Reg No: IBBI/RV/06/2024/15561) having office at 413 Satyam Apartment Link Road, Near Don Bosco School, Borivali West, Mumbai- 400091in compliance with Regulation 163(3) of the SEBI ((ICDR)) Regulations, The above information is also available on the Company's website at the following link https://www.tmtindia.in/financials.html

**13. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:**

object of the issue is to discharge the total Purchase Consideration payable for the acquisition of the Selling Company by acquiring 10,00,000 Equity Shares constituting 100% stake of the Selling Company from the Proposed Allottees for consideration other than cash-settled by allotment of Equity Shares of the Company as mentioned in resolution at Item Number 2 in this notice and explanatory statement, subject to SEBI ICDR Regulations and requisite approvals from stock exchange.

**14. Lock-in:**

The Equity Shares shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI ((ICDR)) Regulations

**15. Listing:**

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

**16. Certificate:**

As required in Regulation 163(2) of the SEBI ((ICDR)) Regulations, a certificate from a Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI ((ICDR)) Regulations. The certificate of the practicing company secretary can also be accessed on the company website on https://www.tmtindia.in/financials.html

**17. Undertakings:**

The Company hereby undertakes that:

i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;

ii. If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above Equity shares shall be continued to be locked in till such amount is paid by the allottees;

iii. All the equity shares held by the proposed allottees in the company are in dematerialized form only;

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

It is hereby confirmed that, neither the Company nor its promoters or directors is a willful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

**19. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:**

| Sr. No | Name of the proposed allottee | Pre- issue Category | Name of the natural persons who are the ultimate beneficial owners | Pre-Issue Holding | | No. of shares to be issued | Shareholding post allotment of Equity* | | Post-issue Category |
|---|---|---|---|---|---|---|---|---|---|
| | | | | No. of Equity Shares | % of Holding | | No. of Equity Shares | % of Holding | |
| 1. | Shakti Tiwari | Non-Promoter | NA | 0 | 0 | 1,47,29,250 | 1,47,29,250 | 15.09 | Promoter Group |
| 2. | Rupam Tiwari | Non-Promoter | NA | 0 | 0 | 47,45,750 | 47,45,750 | 4.86 | Promoter Group |
| 3. | Amrendra Kumar Tiwari | Non-Promoter | NA | 0 | 0 | 10,25,000 | 10,25,000 | 1.05 | Promoter Group |

**20. SEBI Takeover Code:**

In the present case none of the Proposed Equity Allottees would attract Takeover Regulations and therefore is not under obligation to give open offer to the public except making certain disclosures as required under Takeover Regulations to Stock Exchanges.

**21. Holding of shares in demat form, non-disposal of shares by the Proposed Equity Allottees and lock-in period of shares:**

The entire shareholding of the Proposed Equity Allottees in the Company, if any is held by them in dematerialized form. The Proposed Equity Allottees have not sold or transferred their equity shares during the 90 trading days prior to the Relevant Date and are eligible for allotment of equity shares on preferential basis. The Proposed Equity Allottees have Permanent Account Number. The lock-in kindly refers to above point.

**22. Compliances:**

The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI LODR Regulations maintaining a minimum of 25% of the paid-up capital in the hands of the public.

**23. Other disclosures/undertaking**

a) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

b) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.

c) The Company has obtained the Permanent Account Numbers (PAN) of the Proposed Equity Allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the Stock Exchange.

d) The Company shall be making application seeking in-principle approval to the Stock Exchanges, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.

e) No person belonging to the promoter's / promoter group has previously subscribed to any securities of the Company during the last one year.

f) The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.

g) The Proposed Equity Allottees have further confirmed that the Proposed Equity Allottees shall be an entity eligible under SEBI ICDR Regulations to undertake the Preferential Issue.

**24. The class or classes of persons to whom the allotment is proposed to be made:**

The Preferential Allotment is proposed to be made to non-promoters. Pursuant to the proposed investment and in accordance with Rule 14(1) of the PAS Rules, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.

**25. Approval under the Companies Act:**

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a company by further issue and allotment of shares shall be first offered to the existing shareholders of the company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the members for the issue and allotment of the said equity shares to the above mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice. The issue of equity shares would be within the Authorised Share Capital of the Company.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and therefore board recommends the Special Resolution as set out in Item Number 2 in the accompanying notice for approval by the Members.

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

**3. TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE PROMOTER, PROMOTER GROUP NON-PROMOTERS FOR CONSIDERATION IN CASH:**

We wish to inform you that the Company has identified a need for infusion of additional funds to strengthen its capital base and to support the long-term growth and sustainability of its business. This strategic initiative is aimed at addressing both immediate and future funding requirements.

Hence, to ensure the smooth flow of the business the Board of Directors of the Company in their meeting held on 05TH September 2026 in accordance with Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI (ICDR) Regulations and the SEBI (ICDR) Regulations as amended from time to time, issue and allotment of up to in one or more tranches, up to 7,21,65,000/ (Seven Crore Twenty Lakhs Sixty Five Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 10/- (Rupees Ten only) per Equity Share total aggregating to Rs. 72,16,50,000/- (Rupees Seventy-Two Crore Sixteen Lakhs Fifty Thousand Only) on a preferential basis for the consideration in cash to persons forming part of the Promoter, Non- Promoter Public Category, in accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the provisions of the Companies Act, 2013 and rules made there under, subject to the approval of the shareholders and BSE Limited.

Hence, the Board of Directors of your Company recommends the resolution for approval of the shareholders in form of Special Resolution in the best interests of the Company.

The Company is otherwise eligible to make the Preferential Issue in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations.

There will be no change in the control or management of the Company pursuant to the proposed preferential issue.

Consequent to the allotment of equity shares, the shareholding of the Promoters and Promoter Group may decrease as per details given in this statement.

**Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI (ICDR) Regulations ") are as follows:**

**1. Objects of the Preferential Issue:**

| Purpose for which issue proceeds is proposed to be utilized | Total Estimated amount In Rs. | Tentative timelines for utilization of Issue Proceeds from the date of receipt of funds |
|---|---|---|
| For funding the capital expenditure requirements of the Company, including investments in new projects as well as expansion, modernization, and upgradation of existing facilities of the Company and Subsidiary. | 12,00,00,000 | 6 months |
| For meeting the Company's working capital requirements to support its operational activities, strengthen liquidity, and ensure smooth business functioning of the Company and Subsidiary. | 25,16,50,000 | 6 months |
| Repayment of loans of Subsidiary. | 30,00,00,000 | 6 months |
| For general corporate purposes of the Company. | 5,00,00,000 | 6 months |
| **Total** | **72,16,50,000** | |

As the proposed total issue size does not exceed Rs. 100 crores, thus Regulation 162A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, appointment of Monitoring Agency is not applicable.

In terms of the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factor. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company.

The Board of Directors shall have the authority to make suitable modifications to the proposed schedule of utilisation of the Issue Proceeds, subject to compliance with applicable laws and regulations.

The funds will be kept as Deposits/Investments with banks or in debt mutual funds schemes or in accordance with the policies formulated by the Board from time to time, under applicable laws, and the Board shall have the flexibility to deploy the issue proceeds, till the issue proceeds are fully utilized.

**2. The total/maximum number of securities to be issued / particulars of the offer / Kinds of securities offered and the price at which security is being offered number of securities to be issued and pricing:**

The resolution set out in the accompanying notice authorises the Board to create, offer, issue, and allot from time to time, in one or more tranches up to 7,21,65,000/ (Seven Crore Twenty Lakhs Sixty-Five Thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 10/- (Rupees Ten only) per Equity Share total aggregating to Rs. 72,16,50,000/- (Rupees Seventy-Two Crore Sixteen Lakhs Fifty Thousand Only) on a preferential basis for the consideration in cash to persons forming part of the Promoter, Non- Promoter Public Category, in accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the provisions of the Companies Act, 2013 and rules made there under, subject to the approval of the shareholders and BSE Limited.

a) The Equity Shares to be issued and allotted pursuant to the preferential issue shall be listed and traded on the Stock Exchange, subject to the receipt of necessary regulatory permissions and approvals, as applicable.

b) The Equity Shares so allotted shall be subject to a lock-in period as specified under Chapter V of the SEBI ICDR Regulations.

c) The Equity Shares shall be allotted in dematerialized form within 15 (fifteen) days from the date of passing of the Special Resolution by the Members, provided that where the allotment is subject to receipt of any approval or permission from any regulatory authority or the Government of India, the allotment shall be completed within 15 (fifteen) days from the date of receipt of the last such approval or permission.

d) The issue and allotment of Equity Shares shall be subject to all applicable laws and the provisions of the Memorandum and Articles of Association of the Company.

e) The Equity Shares to be issued to the Proposed Equity Allottees shall be listed on the stock exchange where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the stock exchange.

f) The Proposed Equity Allottees shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.

g) The issue Equity Shares shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

h) The Equity Shares so allotted to the Proposed Equity Allottees under this resolution 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 thereunder.

**3. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the minimum issue price for the Preferential Allotment of the Equity Shares is 31st August 2026, being the date 30 days prior to the date of this Annual General Meeting.

The Equity Shares of the Company is listed exclusively on BSE Limited and the Equity Shares are frequently traded. The price is determined pursuant to Regulation 165 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

**Pricing for allotment on preferential basis for allottees:**

As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Equity Shares will be issued at a price of Rs. 10/- (Rupees Ten Only) per warrant which is not less than the price as determined by the registered valuer.

As the proposed allotment is of more than five per cent. of the post issue fully diluted share capital of the Company to the proposed allottee & allottees acting in concert a valuation report from an independent registered valuer is obtained pursuant to Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The valuation report of the Registered Valuer pursuant to Regulation 164, 165 and Regulation 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link https://www.tmtindia.in/financials.html

The Calculation of minimum issue price as prescribed under Chapter V of SEBI (ICDR) Regulations, 2018 as issued by Practicing Company Secretary can also be accessed on the company website on the following link https://www.tmtindia.in/financials.html

**4. Name and Address of Valuer who performed Valuation:**

The valuation was conducted by Bhavesh M. Rathod, Chartered Accountant and Registered Valuer - SFA.

Office Address: Office No. 515, 5th Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali (East), Mumbai, Maharashtra – 400101

Registered Address: 12D, White Spring, A Wing, Rivali Park Complex, Western Express Highway, Borivali (East), Mumbai – 400066

Contact Details:

Email: bhavesh@cabr.in

Mobile: +91 9769 11 34 90

The valuation report of the Registered Valuer pursuant to Regulation 164, 165 & 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link https://www.tmtindia.in/financials.html

**5. Amount which the Company intends to raise by way of issue of Equity Shares:**

Rs. 72,16,50,000/- (Rupees Seventy-Two Crore Sixteen Lakhs Fifty Thousand Only).

**6. Principal terms of Assets charged as securities:**

Not Applicable

**7. Intention/ Contribution of promoters / directors / key managerial personnel to subscribe tothe offer:**

None of the existing Directors or Key Managerial Personnel or Promoters intends to subscribe to the proposed issue or furtherance of objects.

**8. The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:**

| Sl. No. | Category | Pre-issue shareholding | | Post- issue shareholding* | |
|---|---|---|---|---|---|
| | | No. of Equity Shares | % of Share-holding | No. of Equity Shares | % of Share-holding |
| A | Promoters and Promoter Group Holding | | | | |
| 1 | Indian | | | | |
| | Individuals/Hindu undivided Family | 33,79,200 | 68.21 | 7,13,79,200 | 73.12 |
| 2 | Foreign | | | | |
| | **Sub Total (A)** | **33,79,200** | **68.21** | **7,13,79,200** | **73.12** |
| B | Non-Promoter Holding | | | | |
| 1 | Institutions | | | | |
| 1a | Institutions (Domestic) | 2900 | 0.06 | 2,900 | 0.01 |
| 1b | Institutions (Foreign) | | | | |
| 2 | Non - Institutions | | | | |
| 2a | Key Managerial Personnel | | | | |
| 2b | Individuals (share Capital up to Rs. 2 lakhs) | 775343 | 15.65 | 7,75,343 | 0.79 |
| 2c | Individuals (share Capital in excess of Rs. 2 lakhs) | 775344 | 15.65 | 1,65,40,344 | 16.94 |
| 2d | Non-Resident Indians (NRIs) | 500 | 0.01 | 500 | 0.00 |
| 2e | Bodies Corporate | 18,713 | 0.38 | 89,18,713 | 9.14 |
| 2f | Any Other (specify) | 1,800 | 0.04 | 1800 | 0.00 |
| | **Sub-Total (B)** | **15,74,600** | **31.79** | **2,62,39,600** | **26.88** |
| C1 | Shares underlying DRs | | | | |
| C2 | Shares held by Employee Trust | | | | |
| C | Non-Promoter - Non- Public | | | | |
| **Grand Total (A+B+C)** | | **49,53,800** | **100.00** | **9,76,18,800** | **100.00** |

*The post-issue shareholding percentage has been calculated based on the total diluted post-issue paid-up share capital, assuming full subscription of the equity shares.

**9. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:**

The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

**10. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:**

There shall be no change in management or control of the Company pursuant to the issue and allotment of equity shares.

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

During the financial year 2026-2027, the Company has not made allotment on preferential basis to any person.

**12. Valuation for consideration other than cash:**

Not applicable.

**13. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:**

Not applicable.

**14. Lock-in:**

The Equity Shares shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations

**15. Listing:**

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

**16. Certificate:**

As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from a Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations. The certificate of the practising company secretary can also be accessed on the company website on https://www.tmtindia.in/financials.html

**17. Undertakings:**

The Company hereby undertakes that:

i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;

ii. If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above Equity shares shall be continued to be locked in till such amount is paid by the allottees;

iii. All the equity shares held by the proposed allottees in the company are in dematerialized form only;

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

It is hereby confirmed that, neither the Company nor its promoters or directors is a willful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

**19. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:**

| Sr. No | Name of the proposed allottee | Pre- issue Category | Name of the natural persons who are the ultimate beneficial owners | Pre-Issue Holding | | No. of shares to be issued | Shareholding post allotment of Equity* | | Post-issue Category |
|---|---|---|---|---|---|---|---|---|---|
| | | | | No. of Equity Shares | % of Holding | | No. of Equity Shares | % of Holding | |
| 1. | Yoga Builders Private Limited | Promoter | Mitesh Kothari | 19,49,000 | 39.34 | 1,70,00,000 | 1,89,49,000 | 19.41 | Promoter |
| 2. | Scaffold Properties Private Limited | Promoter | Mitesh Kothari | 7,14,600 | 14.43 | 1,05,00,000 | 1,12,14,600 | 11.49 | Promoter |
| 3. | DK Web Tech Private Limited | Non-Promoter | Mitesh Kothari | 0 | 0 | 1,00,00,000 | 1,00,00,000 | 10.24 | Promoter Group |
| 4. | Bkc Properties Private Limited | Non-Promoter | Arti Kothari | 0 | 0 | 1,00,00,000 | 1,00,00,000 | 10.24 | Promoter group |
| 5. | Genext Hardware & Parks Private Limited | Non-Promoter | Ravi Chandru Raheja and Neel Chandru Raheja | 0 | 0 | 89,00,000 | 89,00,000 | 9.12 | Non-Promoter |
| 6. | Vivek Lakshminath Mehrotra | Non-Promoter | NA | 0 | 0 | 55,40,000 | 55,40,000 | 5.68 | Non-Promoter |
| 7. | Ruchi Raju Shah | Non-Promoter | NA | 0 | 0 | 40,00,000 | 40,00,000 | 4.10 | Non-Promoter |
| 8. | Rahul Hemchand Visaria | Non-Promoter | NA | 0 | 0 | 21,00,000 | 21,00,000 | 2.15 | Non-Promoter |
| 9. | Jignesh D Shah | Non-Promoter | NA | 0 | 0 | 9,76,000 | 9,76,000 | 1.00 | Non-Promoter |
| 10. | Varshit Janak Shah | Non-Promoter | NA | 0 | 0 | 9,76,000 | 9,76,000 | 1.00 | Non-Promoter |

| Sr. No | Name of the proposed allottee | Pre- issue Category | Name of the natural persons who are the ultimate beneficial owners | Pre-Issue Holding | | No. of shares to be issued | Shareholding post allotment of Equity* | | Post-issue Category |
|---|---|---|---|---|---|---|---|---|---|
| | | | | No. of Equity Shares | % of Holding | | No. of Equity Shares | % of Holding | |
| 11. | Kunal Adani | Non-Promoter | NA | 0 | 0 | 4,00,000 | 4,00,000 | 0.41 | Non-Promoter |
| 12. | Rima Visaria | Non-Promoter | NA | 0 | 0 | 3,00,000 | 3,00,000 | 0.31 | Non-Promoter |
| 13. | Krishan K Kapoor | Non-Promoter | NA | 0 | 0 | 1,73,000 | 1,73,000 | 0.18 | Non-Promoter |
| 14. | Shweta Dixit | Non-Promoter | NA | 0 | 0 | 1,00,000 | 1,00,000 | 0.10 | Non-Promoter |
| 15. | Pooja Avinash Jain | Non-Promoter | NA | 0 | 0 | 1,00,000 | 1,00,000 | 0.10 | Non-Promoter |
| 16. | Pooja Ankit Jain | Non-Promoter | NA | 0 | 0 | 1,00,000 | 1,00,000 | 0.10 | Non-Promoter |
| 17. | Rishit K Shah | Non-Promoter | NA | 0 | 0 | 1,00,000 | 1,00,000 | 0.10 | Non-Promoter |
| 18. | Sameer R Shah | Non-Promoter | NA | 0 | 0 | 1,00,000 | 1,00,000 | 0.10 | Non-Promoter |
| 19. | Vaishali S Shah | Non-Promoter | NA | 0 | 0 | 1,00,000 | 1,00,000 | 0.10 | Non-Promoter |
| 20. | Dr. Prince Surana | Non-Promoter | NA | 0 | 0 | 1,00,000 | 1,00,000 | 0.10 | Non-Promoter |
| 21. | Bhavesh Jain | Non-Promoter | NA | 0 | 0 | 1,00,000 | 1,00,000 | 0.10 | Non-Promoter |
| 22. | Sanjeev Sanghvi | Non-Promoter | NA | 0 | 0 | 1,00,000 | 1,00,000 | 0.10 | Non-Promoter |
| 23. | Rajendra Amrutlal Shah | Non-Promoter | NA | 0 | 0 | 1,00,000 | 1,00,000 | 0.10 | Non-Promoter |
| 24. | Dimple J Kanti | Non-Promoter | NA | 0 | 0 | 1,00,000 | 1,00,000 | 0.10 | Non-Promoter |
| 25. | Deepika Hegde | Non-Promoter | NA | 0 | 0 | 1,00,000 | 1,00,000 | 0.10 | Non-Promoter |
| 26. | Heena Ramchandra Hegde | Non-Promoter | NA | 0 | 0 | 50,000 | 50,000 | 0.05 | Non-Promoter |
| 27. | Dimple Alpesh Savla | Non-Promoter | NA | 0 | 0 | 50,000 | 50,000 | 0.05 | Non-Promoter |

*The Post-Issue Shareholding Percentage has been calculated based on the total diluted post-issue paid-up share capital, assuming full subscription of the securities and full conversion of the warrants into equity shares

**20. SEBI Takeover Code:**

In the present case none of the Proposed Equity Allottees would attract Takeover Regulations and therefore is not under obligation to give open offer to the public except making certain disclosures as required under Takeover Regulations to Stock Exchanges.

**21. Holding of shares in demat form, non-disposal of shares by the Proposed Equity Allottees and lock-in period of shares:**

The entire shareholding of the Proposed Equity Allottees in the Company, if any is held by them in dematerialized form. The Proposed Equity Allottees have not sold or transferred their equity shares during the 90 trading days prior to the Relevant Date and are eligible for allotment of equity shares on preferential basis. The Proposed Equity Allottees have Permanent Account Number. The lock-in kindly refers to above point.

**22. Compliances:**

The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI LODR Regulations maintaining a minimum of 25% of the paid-up capital in the hands of the public.

**23. Other disclosures/undertaking**

a) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

b) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.

c) The Company has obtained the Permanent Account Numbers (PAN) of the Proposed Equity Allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the Stock Exchange.

d) The Company shall be making application seeking in-principle approval to the Stock Exchanges, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.

e) No person belonging to the promoters / promoter group has previously subscribed to any securities of the Company during the last one year.

f) The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.

g) The Proposed Equity Allottees have further confirmed that the Proposed Equity Allottees shall be an entity eligible under SEBI ICDR Regulations to undertake the Preferential Issue.

**24. The class or classes of persons to whom the allotment is proposed to be made:**

The Preferential Allotment is proposed to be made to non-promoters. Pursuant to the proposed investment and in accordance with Rule 14(1) of the PAS Rules, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.

**25. Approval under the Companies Act:**

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a company by further issue and allotment of shares shall be first offered to the existing shareholders of the company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the members for the issue and allotment of the said equity shares to the above-mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice. The issue of equity shares would be within the Authorised Share Capital of the Company.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and therefore board recommends the Special Resolution as set out in Item Number 3 in the accompanying notice for approval by the Members.

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

**5. REGULARISATION Of APPOINTMENT OF MR. MITESH KOTHARI (DIN: 00089076) AS CHAIRPERSON AND MANAGING DIRECTOR OF THE COMPANY**

The Board at its meeting held on 14th August, 2026 appointed Mr. Mitesh Kothari (DIN: 00089076) as Chairman and Managing Director (Additional) with effect from such Board meeting date pursuant to Section 161 of the Companies Act, 2013 (“the act”). Further, the Board approved the change in designation of Mr. Mitesh Kothari from Director to Managing Director of the Company.

pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under sub- section (2) of section 164 of the Companies Act, 2013. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail his services as Director.

The details of terms of appointment and remuneration payable to Mr. Mitesh Kothari are given below:

| **Particulars** | Mr. Mitesh Kothari |
|---|---|
| **Tenure of Appointment Remuneration** | 5 years w.e.f. August 14, 2026 to August 13, 2031 |
| **Salary Inclusive of all allowances and incentives** | Upto Rs. 60,00,000/- (Rupees Sixty Lakhs) per annum including perquisites, benefits, incentives and other allowances. The Director shall be entitled to such increment from time to time as the Board (including Committee(s)) may by its discretion determine |
| **Perquisites and allowances in addition to salary** | Perquisites shall be evaluated as per Income Tax Rule wherever applicable and in the absence of any such rule, Perquisites shall be evaluated at actual cost. |
| **Retirement Benefits** | A. Gratuity payable shall be in accordance with the rules of the Companies Act and Gratuity Rule.B. Earned leave on full pay and allowances as per the rules of the Company, leave accumulated shall be en-cashable at the end of the tenure, if any, will not be included in the computation of the ceiling of perquisites |
| **Other Benefits** | A. The Director shall be entitled to reimbursement of actual expenses like Vehicle, Guest Entertainment, Travelling Expenses actually and properly incurred during the course of doing legitimate business of the Company.B. The appointee shall be eligible for Housing, Education and Medical Loan and Other Loans or facilities as applicable in accordance with the rules and policy of the Company and in compliance of the law as applicable for the time being in force. |
| **Minimum Remuneration** | The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re- enactments thereof for the time being in force, or otherwise as may be permissible at law.Provided that where in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Managing Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the Central Government, if required, or any other approvals as may be required under law. |

**INFORMATION REQUIRED UNDER SECTION II, PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013**

<table>
<tr><td colspan="5">I. General information:</td></tr>
<tr><td>(1) Nature of industry</td><td colspan="4">Industrial Products</td></tr>
<tr><td>(2) Date or expected date of commencement of commercial production</td><td colspan="4">Company was incorporated on 08/03/1976. The Company had already commenced commercial production.</td></tr>
<tr><td>(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</td><td colspan="4">Not Applicable</td></tr>
<tr><td rowspan="3">(4) Financial performance based on given indicators Amount in Lakhs</td><td>Particulars<br>Amount in lakhs</td><td>31st March<br>2024</td><td>31st March<br>2025</td><td>31st March<br>2026</td></tr>
<tr><td>PBT</td><td>(34.32)</td><td>(45.97)</td><td>(9.03)</td></tr>
<tr><td>PAT</td><td>(34.32)</td><td>(45.97)</td><td>(9.03)</td></tr>
<tr><td>(5) Foreign investments or collaborations, if any.</td><td colspan="4">(a) Foreign Investment: NIL<br>(b) Foreign Collaboration: NIL<br>(c) Investment in Foreign Bonds: NIL</td></tr>
<tr><td colspan="5">II. Information about the appointee:</td></tr>
<tr><td>(1) Background details</td><td colspan="4"></td></tr>
<tr><td>(2) Past remuneration</td><td colspan="4"></td></tr>
<tr><td>(3) Recognition or awards</td><td colspan="4"></td></tr>
<tr><td>(4) Job profile and his suitability</td><td colspan="4"></td></tr>
<tr><td>(5) Remuneration proposed</td><td colspan="4">Upto Rs. 60,00,000/- (Rupees Sixty Lakhs) per annum including perquisites, benefits, incentives and other allowances. The Director shall be entitled to such increment from time to time as the Board (including Committee(s)) may by its discretion determine</td></tr>
<tr><td>(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)<br><br>(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.</td><td colspan="4">The appointment and remuneration of Mr. Mitesh Kothari was duly recommended by the Nomination & Remuneration Committee, and approved by the Board of the Company subject to approval of the shareholders.<br><br>In comparison, the overall remuneration paid to Mr. Mitesh Kothari is comparable to the remuneration being paid in Industrial industry.<br><br>Mr. Mitesh Kothari has pecuniary relationship with the Company in terms of the remuneration proposed at Item Number 4 of this Notice.</td></tr>
</table>

| **III. Other information:** | |
|---|---|
| (1) Reasons of loss or inadequate profits | The Company expects growth in terms of turnover and profitability. However, considering the competitive nature of industry, changing consumer preferences, increasing content costs, and the need for aggressive marketing strategies, there may be situations where the profits of the Company may become inadequate for computation of managerial remuneration under Section 198 read with Section 197 of the Companies Act, 2013.<br><br>Notwithstanding the same, the managerial remuneration shall remain unchanged at the approved level, subject to compliance with the applicable provisions of the Companies Act, 2013, including the limits and conditions prescribed under Schedule V thereof. |
| (2) Steps taken or proposed to be taken for improvement. | The Company has taken various initiatives. It is expected that the performance of Company will further improve during the next financial year. |
| (3) Expected increase in productivity and profits in measurable terms. | The Company has taken numerous initiatives to improve its financial position, and will continue endeavor although it is difficult to quantify the same in this regard at this juncture.<br><br>The steps taken / to be taken by the Company are expected to improve further the Company's performance and profitability in the future. |

Except Mr. Mitesh Kothari and his relatives for Item Number 4, none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financial or otherwise, in the said resolution.

The brief profile of Mr. Mitesh Kothari in terms of the Regulation 36 (3) of the SEBI Listing Regulations, 2015 and the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India along with detailed Statement as per the requirement of the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 have been annexed to this Notice as “Annexure-1”.

However, in the event of inadequacy of profits, during the tenure of Mr. Mitesh Kothari, the referred remuneration shall be allowed in compliance of the provisions of Schedule V and the same shall in no event exceed the limits approved by way of resolution proposed hereunder.

The Board of Directors recommends the Special Resolution set out at Item Number 4 of the Notice for approval of the Members.

**6. REGULARIZATION OF ADDITIONAL DIRECTOR, MR. SHAKTI TIWARI (DIN: 03085764) BY APPOINTING HIM AS AN EXECUTIVE DIRECTOR OF THE COMPANY**

The Board of Directors of the Company, at its meeting held on 14th August, 2026, appointed MR. SHAKTI TIWARI (DIN: 03085764) as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013. In accordance with the provisions of the Act, Mr. Shakti Tiwari up to the date of the ensuing Annual General Meeting (“AGM”).

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Shakti Tiwari for the office of Director of the Company.

Based on his qualifications, experience, and contribution to the Company, the Board of Directors is of the opinion that it would be in the best interest of the Company to regularize his appointment as a director and to appoint him as an Executive Director of the Company.

Accordingly, subject to the approval of the members, the Board has proposed the appointment of MR. SHAKTI TIWARI (DIN: 03085764) as a director liable to retire by rotation and further as an Executive Director of the Company for a period of five (5) years with effect from 14th August, 2026, on such terms and conditions including remuneration as may be approved by the Board of Directors, within the limits prescribed under Schedule V of the Companies Act, 2013.

The proposed appointment and remuneration are in compliance with the provisions of Sections 196, 197, 198 and Schedule V of the Companies Act, 2013. The Board is also authorized to alter or revise the terms and conditions of his appointment and/or remuneration, subject to statutory limits and approvals, if any.

Mr. Shakti Tiwari is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director pursuant to Section 152 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mr. Shakti Tiwari (DIN: 03085764) himself, are concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the passing of the Special Resolution as set out in the Notice for approval of the members.

**7. REGULARIZATION OF ADDITIONAL DIRECTOR, MRS. JIGNA RAJIV SHAH (DIN: 02627958) BY APPOINTING HER AS AN EXECUTIVE DIRECTOR OF THE COMPANY**

The Board of Directors of the Company, at its meeting held on 14th August, 2026, appointed Mrs. Jigna Rajiv Shah (DIN: 02627958) as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013. In accordance with the provisions of the Act, Mrs. Jigna Rajiv Shah up to the date of the ensuing Annual General Meeting (“AGM”).

The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mrs. Jigna Rajiv Shah for the office of Director of the Company.

Based on his qualifications, experience, and contribution to the Company, the Board of Directors is of the opinion that it would be in the best interest of the Company to regularize his appointment as a director and to appoint him as an Executive Director of the Company.

Accordingly, subject to the approval of the members, the Board has proposed the appointment of Mrs. Jigna Rajiv Shah (DIN: 02627958) as a director liable to retire by rotation and further as an Executive Director of the Company for a period of five (5) years with effect from 14th August, 2026, on such terms and conditions including remuneration as may be approved by the Board of Directors, within the limits prescribed under Schedule V of the Companies Act, 2013.

The proposed appointment and remuneration are in compliance with the provisions of Sections 196, 197, 198 and Schedule V of the Companies Act, 2013. The Board is also authorized to alter or revise the terms and conditions of his appointment and/or remuneration, subject to statutory limits and approvals, if any.

Mrs. Jigna Rajiv Shah is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director pursuant to Section 152 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except Mrs. Jigna Rajiv Shah (DIN: 02627958) himself, are concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the passing of the Special Resolution as set out in the Notice for approval of the members.

**8. REGULARIZATION OF ADDITIONAL DIRECTOR MR. RAHUL VISARIA (DIN: 05005279) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

The Board of Directors of the Company had appointed Mr. Rahul Visaria (DIN: 05005279) as an Additional Director of the Company with effect from 14th August, 2026. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Rahul Visaria shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Rahul Visaria signifying his candidature as an Independent Director of the Company.

A brief profile of Mr. Rahul Visaria, including nature of his expertise, is provided at Annexure I of this Annual Report. The Company has received a declaration of independence from Mr. Rahul Visaria In the opinion of the Board, Mr. Rahul Visaria fulfills the conditions specified in the Companies Act, 2013 and the Listing Regulations, for appointment as Independent Director of the Company.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Rahul Visaria, are concerned or interested (financially or otherwise) in this Resolution. The Board commends the Ordinary Resolution set out at Item no. 8 for approval of the Members.

**9. REGULARIZATION OF ADDITIONAL DIRECTOR MR. DEEPAK GANDHI (DIN: 01627471) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

The Board of Directors of the Company had appointed Mr. Deepak Gandhi (DIN: 01627471) as an Additional Director of the Company with effect from 14th August, 2026. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Deepak Gandhi shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Deepak Gandhi signifying his candidature as an Independent Director of the Company.

A brief profile of Mr. Deepak Gandhi, including nature of his expertise, is provided at Annexure I of this Annual Report. The Company has received a declaration of independence from Mr. Deepak Gandhi in the opinion of the Board, Mr. Deepak Gandhi fulfills the conditions specified in the Companies Act, 2013 and the Listing Regulations, for appointment as Independent Director of the Company.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Deepak Gandhi, are concerned or interested (financially or otherwise) in this Resolution. The Board commends the Ordinary Resolution set out at Item no. 9 for approval of the Members.

**10. REGULARIZATION OF ADDITIONAL DIRECTOR MR. PRADEEP KUMAR (DIN: 10671085) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

The Board of Directors of the Company had appointed Mr. Pradeep Kumar (DIN: 10671085) as an Additional Director of the Company with effect from 14th August, 2026. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Pradeep Kumar shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term of five years. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Pradeep Kumar signifying his candidature as an Independent Director of the Company.

A brief profile of Mr. Pradeep Kumar, including nature of his expertise, is provided at Annexure I of this Annual Report. The Company has received a declaration of independence from Mr. Pradeep Kumar In the opinion of the Board, Mr. Pradeep Kumar fulfils the conditions specified in the Companies Act, 2013 and the Listing Regulations, for appointment as Independent Director of the Company.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Pradeep Kumar, are concerned or interested (financially or otherwise) in this Resolution. The Board commends the Ordinary Resolution set out at Item no. 10 for approval of the Members.

**11. TO APPROVE THE OVERALL BORROWING LIMITS U/S 180(1)(C) OF THE COMPANIES ACT, 2013.**

The Company, in the ordinary course of its business, may require funds from time to time for meeting its working capital requirements, funding its business operations, capital expenditure, investments, refinancing of existing indebtedness, general corporate purposes and other business requirements. In order to provide the Company with adequate financial flexibility to meet such requirements and to enable it to raise funds in a timely and efficient manner, it is considered appropriate to seek the approval of the Members for enhancing/approving the overall borrowing powers of the Company.

Pursuant to Section 180(1)(c) of the Companies Act, 2013 (“Act”), the Board of Directors of a company is required to obtain the consent of the Members by way of a Special Resolution where the money to be borrowed, together with the money already borrowed by the Company, other than temporary loans obtained from the Company’s bankers in the ordinary course of business, exceeds the aggregate of its paid-up share capital, free reserves and securities premium account.

Accordingly, it is proposed to authorize the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof duly constituted by the Board) to borrow, from time to time, such sums of money as may be required by the Company, whether in Indian Rupees or in foreign currency, from banks, financial institutions, bodies corporate, government authorities, external commercial borrowings or any other persons, whether by way of loans, advances, credit facilities, issuance of debentures, bonds, Foreign Currency Convertible Bonds, commercial papers or other debt instruments or otherwise.

The proposed borrowing limit of ₹ 500,00,00,000 /- (Rupees Five Hundred Crore Only) shall be the maximum amount of borrowings that may remain outstanding at any point in time, notwithstanding that such amount, together with the monies already borrowed by the Company, may exceed the aggregate of the paid-up share capital, free reserves and securities premium account of the Company, excluding temporary loans obtained from the Company’s bankers in the ordinary course of business.

The proposed approval is intended to provide the Company with the necessary flexibility to access various sources of finance depending upon the prevailing market conditions, funding requirements and the most efficient financing options available from time to time. The borrowings may be undertaken on such terms and conditions, including interest, tenure, security, repayment and other commercial terms, as may be determined by the Board or its duly authorized Committee, subject to applicable laws and regulatory requirements.

The proposed borrowing powers shall enable the Company to efficiently manage its funding requirements and shall also facilitate timely access to debt financing as and when required. The approval sought from the Members is a general borrowing authority within the overall limit specified in the proposed resolution and does not, by itself, constitute a commitment to borrow the entire amount of ₹ 500 crore.

The Board shall exercise the borrowing powers within the limits approved by the Members and in accordance with the provisions of the Act, the applicable rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and such other applicable laws, regulations, guidelines and approvals as may be applicable from time to time.

The Board, at its meeting held on September 05th, 2026, considered and approved the proposal to seek the consent of the Members for the aforesaid borrowing limit and accordingly recommends the Special Resolution set out at Item No. 10 of the accompanying Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends the Special Resolution set out at Item No. 11 for approval of the Members.

**12. TO AUTHORIZE BOARD OF DIRECTORS U/S 180 (1) (a) OF THE COMPANIES ACT, 2013 TO CREATE CHARGES ON MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY**

According to the provisions of Section 180(1)(a) of Companies Act, 2013, the Board of Directors can exercise its powers to create/renew charges, mortgages, hypothecations and floating charges on immovable or movable properties of the Company to secure its borrowings, only with the consent of the members obtained by way of Special Resolution.

Therefore, the Board of Directors of the Company seeks the consent of the members by way of Special Resolution under Section 180 (1) (a) of Companies Act, 2013, to empower the Board to create/ renew charges, mortgages, hypothecations and floating charges on the immovable and movable properties of the Company to secure the borrowing of the Company.

The Board of Directors, at its meeting held on September 05, 2026, after considering the present and anticipated financial requirements of the Company, approved the proposal to seek approval of the Members for creation of security/encumbrance over the assets of the Company for securing borrowings/ financial facilities, including existing borrowings, up to an aggregate amount not exceeding ₹500,00,00,000 /- (Rupees Five Hundred Crore Only) at any point of time.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution, except to the extent of their respective shareholding, if any, in the Company.

The relevant documents, agreements and/or other papers, if any, referred to in the proposed resolution and which are required to be made available for inspection, shall be available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to and including the date of the Annual General Meeting and shall also be made available electronically, as may be applicable, in accordance with the applicable provisions of the Act and other applicable laws.

The Members are requested to consider and approve the Special Resolution set out at Item No. 12 of the accompanying Notice.

**13. CHANGE IN NAME OF THE COMPANY AND CONSEQUENTIAL AMENDMENTS IN THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

In order to reflect the new business activity of the Company, it is proposed to change the name of the Company from TMT INDIA LIMITED to SHAKTI AUTO INDUSTRIES LIMITED, subject to approvals, consents, sanctions and permissions of the Central Government, the Members of the Company, the Stock Exchanges and other relevant Statutory and Regulatory authorities, as may be required.

Pursuant to Section 13 and 14 of the Act, to give effect to the change in name of the Company and consequent amendment in the Memorandum of Association and Articles of Association of the Company, the approval of the members (shareholders) of the Company by way of special resolution is required.

The proposed change of name of the Company would not result in change of the legal status or constitution or operations or activities of the Company, nor would it affect any rights or obligations of the Company or the Members / stakeholders of the Company.

A copy of the Memorandum of Association and Articles of Association of the Company together with the proposed alterations is available for inspection by the members of the Company at its registered office during the normal business hours on all working days upto the date of the meeting. None of the Directors, Key Managerial Persons or their relatives is in anyway concerned or interested financially or otherwise in the said proposed resolution.

The Board recommends the special resolution set out at Item No. 13 of the notice for approval of the members of the Company.

**14. SHIFTING OF REGISTERED OFFICE OF THE COMPANY**

The Members are informed that the Registered Office of the Company is presently situated at **1st Floor, Punnaiah Plaza, Road No. 2, Banjara Hills, Hyderabad, Telangana – 500034**, which falls within the jurisdiction of the Registrar of Companies, Telangana.

The Board of Directors of the Company, at its meeting held on **September 05, 2026**, after considering the operational and administrative requirements of the Company, has approved the proposal for shifting of the Registered Office of the Company from the State of Telangana to the State of Maharashtra, subject to approval of the Members and the Central Government/Regional Director and such other approvals, permissions and sanctions as may be required under the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

The proposed shifting of the Registered Office is being undertaken with a view to align the registered office with the Company's principal administrative/management operations, facilitate more efficient administration and coordination, improve operational convenience, and enable better access to professional, financial and business infrastructure in Maharashtra.

The proposed Registered Office of the Company shall be situated at Office No. 711–712, One Platinum, Plot No. 8, Sector 15, CBD Belapur Navi Mumbai, Maharashtra 400614 India, within the jurisdiction of the Registrar of Companies-II, Maharashtra at Navi Mumbai.

The shifting of the Registered Office from one State to another requires alteration of Clause II of the Memorandum of Association of the Company. Accordingly, upon the shifting becoming effective, Clause II of the Memorandum of Association shall be altered to read as follows:

***"II. The Registered Office of the Company will be situated in the State of Maharashtra, i.e., within the jurisdiction of the Registrar of Companies-II, Maharashtra, at Navi Mumbai."***

In terms of Section 13(4) of the Companies Act, 2013, alteration of the Memorandum of Association relating to the change of the place of the Registered Office from one State to another State shall not take effect unless it is approved by the Central Government in the manner prescribed. Rule 30 of the Companies (Incorporation) Rules, 2014 prescribes the procedure for obtaining such approval, including filing of the requisite application and supporting documents, furnishing the prescribed particulars of creditors and debenture holders and compliance with the applicable notice and publication requirements.

The proposed shifting shall accordingly be subject to such approvals, permissions, sanctions and conditions as may be required from the Central Government/Regional Director, Registrar of Companies and/or any other statutory or regulatory authority under the applicable laws.

The Company shall comply with all applicable statutory requirements in connection with the proposed shifting, including the filing of the requisite application and documents with the competent authority, service of notices, publication of advertisements, filing of the requisite documents with the concerned Registrar(s) of Companies and obtaining the necessary order/approval for giving effect to the alteration of the Memorandum of Association. Rule 30 also contemplates the requisite disclosures and process concerning creditors and debenture holders in connection with an inter-State shifting of the Registered Office.

The proposed shifting of the Registered Office will not adversely affect the rights or interests of the Members, creditors, debenture holders, employees or other stakeholders of the Company. The Company shall take all necessary steps to ensure that the interests of its creditors, debenture holders, employees and other stakeholders are duly protected and that the shifting is carried out in accordance with the applicable provisions of law.

The Board recommends the special resolution set out at Item No. 14 of the notice for approval of the members of the Company.

**15. ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION ("MOA") OF THE COMPANY AS PER COMPANIES ACT, 2013 AND ALTERATION IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION**

The existing Memorandum of Association ("MOA") of the Company contains the objects for which the Company was incorporated. With a view to align the MOA with the provisions of the Companies Act, 2013 and to facilitate the proposed expansion and diversification of the business activities of the Company, the Board of Directors of the Company ("Board"), at its meeting held on **September 05, 2026**, has considered and approved, subject to the approval of the Members and such other approvals as may be required, the adoption of a new set of MOA in conformity with the provisions of the Companies Act, 2013 and the alteration of the Object Clause thereof.

The Company is presently evaluating and exploring opportunities for expansion and diversification of its business activities. In this regard, the Company proposes, in the near future, to undertake and/or enter into businesses relating to **automobile parts and components, automobiles and allied products, ferrous and non-ferrous metals, metal scraps and related products, consultancy and advisory services relating to metals, and plastic recycling and allied activities**, as more particularly set out in the proposed Clause III(A) of the MOA.

The proposed alteration of the Object Clause is therefore intended to provide the Company with the requisite flexibility and enabling authority to undertake the aforesaid business activities as and when considered commercially viable and appropriate by the Board. The proposed objects are being included in the MOA in anticipation of the Company's future business plans and proposed diversification and are intended to facilitate the Company in pursuing new business opportunities, expanding its operations and creating additional avenues for sustainable growth.

The proposed new objects broadly cover the following areas:

1. **Automobile parts and components:** Manufacturing, fabrication, assembly, trading, import, export, distribution and dealing in automobile parts, gears, axles, springs, accessories, fittings and other allied products.
2. **Automobiles and allied products:** Trading and dealing in automobiles, motor vehicles, engines, chassis, bodies, components, parts, accessories, machinery, equipment and other products associated with the automobile industry.
3. **Ferrous and non-ferrous metals:** Manufacturing, processing, trading, purchasing, selling, importing, exporting and dealing in ferrous and non-ferrous metals, metal scraps, tubes, hot rolled coils, sheets and allied products.
4. **Metal-related businesses:** Undertaking manufacturing, trading, distribution, dealership and other allied activities relating to ferrous and non-ferrous metals and products thereof.
5. **Consultancy and advisory services:** Providing consultancy and advisory services in relation to the use, application, processing and utilisation of ferrous and non-ferrous metals.

6. **Plastic recycling:** Undertaking plastic recycling activities and dealing in plastic raw materials, resins and other goods and articles connected with the plastic manufacturing and recycling industry.

The proposed alteration will enable the Company to undertake the aforesaid activities without the need for a further alteration of its MOA for such objects, subject to obtaining such approvals, permissions, licences and registrations as may be required under applicable laws and regulations at the time of commencement of the respective activities.

Further, in order to align the MOA with the structure and terminology prescribed under the Companies Act, 2013, it is also proposed to substitute the existing Clause III(B) containing the “Objects Incidental or Ancillary to the Attainment of Main Objects” comprising 35 sub-clauses with a new Clause III(B) titled **”Matters which are necessary for furtherance of the Objects specified in Clause III(A)”**, comprising 43 sub-clauses.

It is also proposed to delete the existing Clause III(C) containing the **”Other Objects not included in ‘A’ and ‘B’ above”**, comprising 7 sub-clauses, in accordance with the structure of the Memorandum of Association contemplated under the Companies Act, 2013.

Accordingly, the Company proposes to adopt a new set of MOA incorporating the aforesaid alterations and consequential changes. A copy of the proposed new MOA of the Company, incorporating the proposed alterations, is available for inspection by the Members in the manner specified in the Notice of the AGM.

The proposed alteration of the MOA and adoption of the new set of MOA requires the approval of the Members by way of a Special Resolution pursuant to Sections 4, 13, 15 and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder.

The proposed alteration of the Object Clause is being undertaken with the objective of enabling the Company to pursue its proposed business expansion and diversification plans in the near future. The inclusion of the aforesaid objects in the MOA does not, by itself, constitute commencement of any new business activity by the Company. The Company shall undertake such activities only after evaluating their commercial viability and obtaining all applicable approvals, licences, registrations, permissions and consents, wherever required.

The Board is of the opinion that the proposed alterations to the MOA and adoption of the new set of MOA are in the best interests of the Company and its Members and will provide the Company with greater flexibility to pursue emerging business opportunities and support its long-term growth and diversification strategy.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors, after considering the proposed expansion and diversification of the Company’s business activities and the consequential requirement for alteration of the MOA, is of the opinion that the proposed Resolution is in the best interests of the Company and its Members.

Accordingly, the Board recommends the resolution set out at Item No. 15 of the accompanying Notice for approval of the Members as a Special Resolution.

**16. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION (“AOA”) OF THE COMPANY**

The existing Articles of Association (“AOA”) of the Company were framed under the provisions of the erstwhile Companies Act 1956 and contain provisions which were applicable at the time of their adoption. With the enactment of the Companies Act, 2013 (“Act”) and the rules made thereunder, and with a view to align the governance and administrative framework of the Company with the provisions of the Act, it is proposed to adopt a new set of Articles of Association of the Company.

The Board of Directors of the Company ("Board"), at its meeting held on **September 05, 2026**, has considered and approved, subject to the approval of the Members and such other approvals as may be required, the adoption of a new set of AOA primarily based on the regulations contained in **Table F of Schedule I to the Companies Act, 2013**, in substitution of and in place of the existing AOA of the Company.

The proposed new AOA is intended to provide a comprehensive and updated framework governing the management, administration and internal affairs of the Company and to ensure that the Articles are aligned with the applicable provisions of the Companies Act, 2013 and the rules made thereunder, as amended from time to time.

Accordingly, it is proposed to substitute the existing AOA of the Company in its entirety with the new set of AOA, as placed before the Members and initialled by the Chairperson of the Meeting for the purpose of identification.

The adoption of the new set of AOA requires the approval of the Members by way of a Special Resolution pursuant to the provisions of Sections 5 and 14 and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder.

A copy of the proposed new AOA of the Company is available for inspection by the Members in the manner specified in the Notice of the Annual General Meeting. The Members may also obtain a copy of the same in accordance with the applicable provisions of law.

The Board is of the opinion that adoption of the new set of AOA will be beneficial to the Company as it will provide an updated and appropriate constitutional framework for regulating the internal affairs of the Company and ensuring compliance with the applicable provisions of the Companies Act, 2013 and other applicable laws and regulations.

None of the Directors, Key Managerial Personnel ("KMP") of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors, after considering the requirements of the Companies Act, 2013 and the need to update and align the constitutional documents of the Company with the prevailing statutory and regulatory framework, is of the opinion that the proposed adoption of the new set of Articles of Association is in the best interests of the Company and its Members.

Accordingly, the Board recommends the resolution set out at Item No. 16 of the accompanying Notice for approval of the Members as a Special Resolution.

**BY THE ORDER OF THE BOARD**
**For TMT (India) Limited**

**Sd/-**
**MITESH KOTHARI**
**Chairman and Managing Director**
**(DIN: 00089076)**

Place : Mumbai
Date : 05.09.2026

## ADDITIONAL INFORMATION

**Information pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) regarding Director seeking appointment / re-appointment and**

***(Pursuant to Regulation 36(3) SEBI (Listing Obligation and Disclosure requirements) Regulation, 2015)***

**Additional information on directors recommended for appointment/reappointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 issued by the Institute of Company Secretaries of India, is as follows:**

| Name of Director | Mitesh Kothari | Shakti Tiwari | Jigna Rajiv Shah | Rahul Visaria | Deepak Gandhi | Pradeep Kumar |
|---|---|---|---|---|---|---|
| Director Identification Number (DIN) | 00089076 | 03085764 | 02627958 | 05005279 | 01627471 | 10671085 |
| Nationality | Indian | Indian | Indian | Indian | Indian | Indian |
| Qualifications | MBA (Master of Business Administration) | MBA in Marketing | Graduate | Graduate | Graduate | MA LLB |
| Date of first Appointment on the Board | 14/08/2026 | 14/08/2026 | 14/08/2026 | 14/08/2026 | 14/08/2026 | 14/08/2026 |
| Nature of his expertise in specific functional areas; | Mr. Mitesh Kothari holds a Master's degree In Business Administration (MBA) and has rich business experience across various functional areas, particularly In the fields of manufacturing, construction and real estate. He has extensive experience in business management and allied commercial activities. | Mr. Shakti Tiwari has experience in the field of manufacturing. | Mrs. Jigna Rajiv Shah has experience in the field of real estate | He has vast experience in the field of health care and investment-related activities | Mr. Deepak Gandhi is having vast experience of 34 years in the field of Sales and Marketing. | Mr. Pradeep Kumar has professional experience in the areas of Taxation and Arbitration. |
| Relationships between Directors inter-se | | | | | | |
| List of the directorships held in other listed companies | 1 | 0 | 0 | 0 | 1 | 1 |
| Number of Shares held in the Company as on March 31, 2026 | 0 | 0 | 0 | 0 | 0 | 0 |

**BY THE ORDER OF THE BOARD**
**For TMT (India) Limited**

**Sd/-**
**MITESH KOTHARI**
**Chairman & Managing Director**
**(DIN: 00089076)**

Place : Mumbai
Date : 05.09.2026