GSTIN : 06AAICT8984B1Z0

TIPCO ENGINEERING INDIA LIMITED

Manufacturers of Reaction Vessels, Grinding Mills, Dispensers, Paints-Inks & Chemical Machineries

Plot No. 1658, Phase 1, Sector 38, Sonipat, Industrial Estate Rai, Sonipat, Haryana, 131029
T. +91 130 4013336 **Toll Free No.** 1800 1020 229 **M.** +91 74194 03004
E. tipcoipo@gmail.com, cscompliance@tipcoengineering.com
W. www.tipcoengineering.com

Date: November 25, 2026

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

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

Subject: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Notice of Postal Ballot.

Dear Sir/Madam,

Pursuant to Regulations 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with Para A of Part A of Schedule III thereof, we wish to inform you that the Notice of Postal Ballot dated November 23, 2026 ("Notice") has been sent to the Members to transact the following businesses through remote e-voting only:

Item No.	Business	Resolution
1	Approval of material related party transaction for acquisition of 100% equity share capital of Ranks Precision Private Limited	Ordinary Resolution
2	Approval for material related party transaction in connection with acquisition of the entire business undertaking of Hanutech Engineering Solutions as a going concern by way of slump sale and other incidental transactions/matters	Ordinary Resolution

The relevant particulars pertaining to voting are as under:

- Cut-off date for determining eligibility to vote: **Friday, November 20, 2026**.
- Remote e-voting period: 9:00 A.M. (IST) on **Thursday, November 26, 2026** to 5:00 P.M. (IST) on **Friday, December 25, 2026**.

The Notice is also being uploaded on the Company's website at https://tipcoengineering.com/investors/notice and shall be made available on the website of the e-voting agency at www.evotingindia.com.
This is for your information and records. We request you to take the same on record.

Thanking you,
Yours faithfully,
For Tipco Engineering India Limited
(Formerly Known as "Tipco Engineering India Private Limited")

RITESH SHARMA
Digitally signed by RITESH SHARMA
Date: 2026.11.25 18:39:01 +05'30'

Ritesh Sharma
Chairperson and Managing Director
DIN: 08358943
Place: Rai, Sonepat

GSTIN : 06AAICT8984B1Z0

TIPCO ENGINEERING INDIA LIMITED
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T. +91 130 4013336 Toll Free No. 1800 1020 229 M. +91 74194 03004
E. tipcoipo@gmail.com, cscompliance@tipcoengineering.com
W. www.tipcoengineering.com

NOTICE OF POSTAL BALLOT

The Members,

NOTICE is hereby given to the Members of Tipco Engineering India Limited (the "**Company**") that pursuant to the provisions of Sections 110 and 108 of the Companies Act, 2013, as amended (the **'Act'**) read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014, as amended (the **"Rules"**), the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (**"SS-2"**), as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **"Listing Regulations"**) for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the **"MCA"**), Government of India, for holding general meetings / conducting Postal Ballot process through e-voting vide General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, read with subsequent circulars issued by the MCA in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025(hereinafter collectively referred to as the **"MCA Circulars"**), relevant Circulars issued by SEBI in this regard and any other applicable laws and regulations, the following item of special business is proposed to be passed by the Members of the Company by means of Postal Ballot through voting by electronic means (**"remote e-voting"**) only.

In compliance with MCA Circulars and SEBI Circulars, this Notice is being sent only through electronic mode to those members whose name(s) appear in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on **Friday, 20 November 2026** ("**Cutoff date**") and who have registered their e-mail address(es) with the Company / Registrar to an Issue and Share Transfer Agent ("RTA")/ Depository(ies)/ Depository Participant(s). If member's e-mail address is not registered or is required to be updated with the Company/ RTA/ Depositories/ Depository Participant(s), then please follow the process provided in the Notes to receive this Notice, login ID and password for remote e-Voting. The instructions for remote e-voting are appended to the Notice.

An explanatory statement pursuant to the provisions of Section 102 and other applicable provisions, if any, of the Act and Listing Regulations read with applicable circulars issued thereunder, pertaining to the resolution, setting out the material facts and the reasons/rationale thereof, is appended and forms part of this Notice.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 110 and 108 of the Act read with the Rules, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing the remote e- voting facility to all members. The remote e-voting period commences from 9.00 a.m. (IST) on **Thursday, 26 November 2026** and ends at 5.00 p.m. (IST) on **Friday, 25 December 2026**. Once a member casts the vote on the Resolution, the member will not be allowed to change it subsequently. Assent or Dissent of the members on the resolution mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars and SEBI Circulars. Members whose name(s) appear in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. **Friday, 20 November 2026** and desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for casting of votes by remote e-voting not later than 5.00 p.m. (IST) on **Friday, 25 December 2026 .** The remote e-voting facility will be disabled by CDSL immediately thereafter. The voting rights of members shall be in proportion to their shares held in the paid-up equity share capital of the Company as on the cut-off date i.e. **Friday, 20 November 2026**

In compliance with Regulation 44 of the Listing Regulations, as amended from time to time, and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder, the MCA Circulars and SEBI Circulars, the manner of voting on the proposed resolution is restricted only to remote e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. In compliance with the MCA Circulars and SEBI Circulars, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email addresses are registered with the Company / RTA/ Depositories/ depository participant(s) as on **Friday, 20 November 2026** (cut-off date) to enable them to cast their votes electronically.

Pursuant to the Rule 22(5) of the Rules, the Board of Directors of your Company has appointed Ms. Anu Malhotra, Practicing Company Secretary and Proprietor of M/s Anu Malhotra & Associates (Membership No. 39971, CP No. 16221), as the Scrutinizer to conduct the Postal Ballot and remote e voting process in a fair and transparent manner.

Upon completion of the remote e-voting process and scrutiny of the votes, the Scrutinizer will submit the report to the Chairman of the Company or any other person authorized by him within two working days from the last day of remote e-voting. The said result along with the Scrutinizer Report shall be posted on the Company's website viz. https://tipcoengineering.com/, on the website of CDSL (being the remote e-voting service provider) i.e. www.evotingindia.com. and shall be simultaneously forwarded to National Stock Exchange of India Limited and BSE Limited, the Stock Exchanges where the equity shares of the Company are listed. The proposed resolution, if approved by requisite majority, shall be deemed to have been passed on the last date of remote e voting, i.e., **Friday, 25 December 2026.**

SPECIAL BUSINESS

ITEM NO. 1: APPROVAL OF MATERIAL RELATED PARTY TRANSACTION FOR ACQUISITION OF 100% EQUITY SHARE CAPITAL OF RANKS PRECISION PRIVATE LIMITED

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

RESOLVED THAT: pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), the applicable provisions of the Companies Act, 2013, read with the rules made thereunder, and other applicable laws, including any amendments, modifications, variations or re-enactments thereof, the Company's Policy on Related Party Transactions, the recommendation of the Audit Committee and approval of the Board of Directors of the Company, and subject to such other approvals, consents and permissions as may be required, the consent of the Members of the Company be and is hereby accorded to Board of Directors to purchase 100% of the equity share capital of Ranks Precision Private Limited ('**Ranks**'), a company incorporated within the law of India, on a fully diluted basis, from Mr. Ritesh Sharma ,Promoter and Managing Director of the Company and a related party of the Company under SEBI LODR Regulations and Mr. Antariksh Kukreja (collectively referred to as the '**Sellers**'), for an aggregate lump-sum consideration not exceeding ₹29.14 crore (Rupees Twenty-Nine Crore Fourteen Lakh only), on the terms and conditions contained in the share purchase agreement entered into between the Company, Ranks Precision Private Limited and the Sellers and as detailed in the explanatory statement to this resolution.

RESOLVED FURTHER THAT: the Board of Directors of the Company be and is hereby authorised to negotiate, finalize and execute the share purchase agreement and such other agreements, deeds, documents and writings as may be necessary in connection with the aforesaid acquisition, finalize the number of shares to be acquired from each of the Sellers and the consideration payable to them, and complete all necessary formalities in connection therewith

RESOLVED FURTHER THAT: the Board of Directors of the Company and /or Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution, including making requisite disclosures and filings with the stock exchanges, regulatory authorities and other statutory authorities, as may be applicable.

ITEM NO. 2: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION IN CONNECTION WITH ACQUISITION OF THE ENTIRE BUSINESS UNDERTAKING OF HANUTECH ENGINEERING SOLUTIONS AS A GOING CONCERN BY WAY OF A SLUMP SALE AND OTHER INCIDENTAL TRANSACTIONS/MATTER

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

RESOLVED THAT: pursuant to the provisions of Regulation 2(1)(zc) , Regulation 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), the applicable provisions of the Companies Act, 2013, read with the rules made thereunder, and other applicable laws, including any amendments, modifications, variations or re-enactments thereof, the Company's Policy on Related Party Transactions, the recommendation of the Audit Committee and approval of the Board of Directors of the Company, and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, approval of the Members of the Company be and is hereby accorded to the Board of Directors to acquire the entire business undertaking of Hanutech Engineering Solutions ("**Hanutech**") as a going concern by way of a slump sale, for an aggregate lump-sum cash consideration of ₹30.35 crore (Rupees Thirty Crore and Thirty-Five Lakh only), a related party of the Company under SEBI LODR Regulations , together with the assets, properties, rights, benefits, contracts, employees, business records, licences, permits and identified liabilities forming part of the said business undertaking, subject to the exclusions and other terms and conditions as may be agreed between the parties and set out in the business transfer agreement entered into between the Company and the partners of Hanutech ("**BTA**") and as detailed in the explanatory statement to this resolution.

RESOLVED FURTHER THAT: the Board of Directors of the Company be and is hereby authorized to negotiate, finalize and execute the BTA and such other agreements, deeds, documents and writings as may be necessary in connection with the aforesaid acquisition, finalize the assets, liabilities, contracts, employees and other components forming part of the business undertaking, including the exclusions therefrom, and the terms and manner of payment of the consideration, and complete all necessary formalities in connection therewith.

RESOLVED FURTHER THAT: the Board of Directors of the Company and /or Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution, including making requisite disclosures and filings with the stock exchanges, regulatory authorities and other statutory authorities, as may be applicable.

By order of the Board
for **TIPCO ENGINEERING INDIA LIMITED**
(Formerly Known as "Tipco Engineering India Private Limited")

Sd/-
Ritesh Sharma
Chairperson and Managing Director
DIN: 08358943
Date: November 23, 2026
Place: Rai, Sonepat

NOTES:

1. An Explanatory Statement pursuant to the provisions of Section 102 and 110 of the Companies Act, 2013 ('Act') read with the Companies (Management and Administration) Rules, 2014, ("Rules'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard-2 issued by the Institute of Company Secretaries of India ("SS-2"), setting out the material facts and reasons for the resolution in respect of the business set out above is annexed hereto and forms part of this Postal Ballot Notice ("Notice"). A copy of this Notice is also available on the Company's website https://tipcoengineering.com/investors/notice and on the website of Central Depository Services (India) Limited ('CDSL') at www.evotingindia.com and at the relevant sections of the websites of the Stock Exchanges on which the equity shares of the Company are listed.

2. The Portal for remote e-voting will remain open for the Members for exercising their voting from **Thursday, 26 November 2026** and ends at 05:00 P.M. (IST) on **Friday, 25 December 2026** both days inclusive. The remote e-voting needs to be exercised by 05:00 P.M. (IST) **Friday, 25 December 2026**. Please note that remote evoting module will be disabled for voting by CDSL after the said date and time. During this period, the Members of the Company holding shares (including those Members who may not have received this Notice due to non-registration of the email address with the Company /Registrar to an Issue and Share Transfer Agent ("RTA")/ Depositories/ Depository Participant(s)), as on **Friday, 20 November 2026** ('**cut-off date**'), may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.

3. In terms of applicable provisions, MCA Circulars and SEBI Circulars, this Notice along with the instructions regarding remote e-voting is being sent only by email to all those members, whose email addresses are registered with the Company/ RTA or with the depository(ies) / depository participants and whose names appear in the register of members/list of beneficial owners as on the Cut-off date i.e. **Friday, 20 November 2026.** All the members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in this notice. Any person who is not a member on the Cut-off date shall treat this notice for information purpose only. As per the MCA Circulars and SEBI Circulars, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot.

4. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for remote e-voting i.e. **Friday, 25 December 2026.** Further, resolution passed by the Members through Postal ballot (remote e-voting) is deemed to have been passed effectively at a general meeting.

5. Voting Rights in the postal ballot cannot be exercised by a proxy.

6. The Board of Directors has appointed Ms. Anu Malhotra, Practicing Company Secretary and Proprietor of **M/s Anu Malhotra & Associates (Membership No. 39971, CP No. 16221)**, as Scrutinizer for scrutinizing the remote e-voting process and conducting Postal Ballot process in a fair and transparent manner.

7. Upon completion of the scrutiny of the votes cast through remote e-voting, the Scrutinizer will submit her report to the Chairman or any person authorized by him. The results of the Postal Ballot and remote e-voting shall be announced within two working days from the last day of remote e-voting. The said results would be intimated to the National Stock Exchange of India Limited and BSE Limited where the equity shares of the Company are listed. Additionally, the results along with the Scrutinizer's Report shall also be available at the Registered Office and Corporate office of the Company and be uploaded on the Company's website https://tipcoengineering.com/ and on the website of CDSL at www.evotingindia.com. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

8. As required by Rules 20 and 22 of the Rules read with the MCA Circulars and SEBI Circulars and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the details pertaining to the dispatch of this Notice will be published in one English newspaper (in English language) and one Hindi newspaper (in vernacular language,, having a wide circulation in that district where the registered office of the Company is situated and thereafter and also be published on the Company's website at https://tipcoengineering.com/ , website of the Stock

Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of CDSL at www.evotingindia.com.

9. Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Act, the MCA Circulars and SEBI Circulars read with the Rules, assent or dissent of the Members in respect of the resolution contained in the Notice dated **November 23, 2026** is being taken through remote e-voting only.

10. All the documents referred to in this Notice and the Explanatory Statement, will be posted on the Company's website https://tipcoengineering.com/ to facilitate online inspection of relevant documents from the date of circulation of this Notice on all working days except Saturdays, Sundays and National Holidays between 11:00 a.m. (IST) and 02:00 p.m. (IST) until last date of remote e-voting of this Postal Ballot i.e., **Friday, 25 December 2026.** Members seeking to inspect such documents can send an email to investors@tipcoengineering.com.

11. To support the "Green Initiative" Members who have not registered their e-mail addresses so far are requested to register their e-mail address with the Company's RTA or the Depository Participants/ Depositories, in respect of shares held in electronic mode respectively to enable servicing of notices / documents / Annual Reports electronically to their email address.

12. **Awareness about Online Resolution of Disputes in the Indian Securities Market through Common Online Dispute Resolution ('ODR') Portal**

With a view to safeguard the interests of the investors and to streamline the resolution mechanism in the Indian Securities Market, SEBI vide its circular no. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated December 28, 2023 as amended from time to time, mandated establishment of ODR Portal, by Market Infrastructure Institutions, which harnesses online conciliation and online arbitration for resolution of disputes arising between investors/clients and listed companies (including their RTAs) or specified intermediaries/regulated entities, in Indian Securities Market.

The ODR Portal allows the investors/shareholders to enroll themselves, file unresolved grievance, upload documents and get status updates pertaining to the unresolved grievances filed against listed entities/ its RTA.

The process for initiation of Dispute Resolution process is enumerated below:

- An investor/client shall first take up his/her grievance with the Market Participant by lodging a complaint directly with the concerned Market Participant.
- If the grievance is not redressed satisfactorily the investor/shareholder may escalate the same through the SCORES Portal (scores.sebi.gov.in) in accordance with SCORES Guidelines in accordance with the process laid out.
- If the investor/client is still not satisfied with the outcome, he/she can initiate dispute resolution through the ODR Portal. Alternatively, the investor/client may initiate dispute resolution through the ODR Portal if the grievance lodged with the concerned Market Participant was not satisfactorily resolved or at any stage of the subsequent escalations (prior to or at the end of such escalation(s).
- The concerned Market Participant may also initiate dispute resolution through the ODR Portal after having given due notice of at least 15 calendar days to the investor/client for resolution of the dispute which has not been satisfactorily resolved between them.

13. Members, who are holding shares in electronic form and their e-mail addresses are not registered with the depository(ies)/ their respective DPs, are requested to register their e-mail addresses with their DPs.

14. **INSTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**

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

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

(i) The voting period begins on **Thursday, 26 November 2026** and ends at 5.00 p.m. (IST) on **Friday, 25 December 2026.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, 20 November 2026,** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Pursuant to SEBI master circular no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 ("SEBI Master Circular"), under Regulation 44 of Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

(iii) In terms of **SEBI master circular** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI master circular**,** Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.

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

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

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

Step 2

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

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

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

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

OR Date of Birth (DOB)	• 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.

(v) After entering these details appropriately, click on "SUBMIT" tab.

(vi) 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.

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

(viii) Click on the EVSN for the relevant TIPCO Engineering India Limited (***Formerly known as "Tipco Engineering India Private Limited"***) on which you choose to vote.

(ix) 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.

(x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xi) 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.

(xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

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

(xiv) 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.

(xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, non-individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@tipcoengineering.com . (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no.
1800 21 09911

EXPLANATORY STATEMENT

(*Pursuant To Section 102(1) of the Companies Act, 2013 and SEBI (LODR), 2015*)

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the special business mentioned under Item No. 1 & 2 of the accompanying Notice:

ITEM NO 1: APPROVAL OF MATERIAL RELATED PARTY TRANSACTION FOR ACQUISITION OF 100% EQUITY SHARE CAPITAL OF RANKS PRECISION PRIVATE LIMITED

The Company had earlier, pursuant to the approval of the Board of Directors at its meeting held on August 5, 2026, proposed to acquire 50% of the equity share capital of Ranks Precision Private Limited. Subsequently, at its meeting held on November 18, 2026, the Board of Directors reconsidered the proposal and approved the acquisition of the entire equity share capital of Ranks Precision Private Limited on a fully diluted basis.

Accordingly, the Company proposes to acquire 100% of the equity share capital of Ranks Precision Private Limited ("**Ranks**") on a fully diluted basis from Mr. Ritesh Sharma and Mr. Antariksh Kukreja (collectively referred to as the "Sellers"), for an aggregate lump-sum consideration of ₹29.14 crore (Rupees Twenty-Nine Crore and Fourteen Lakh only), on such terms and conditions as may be mutually agreed upon between the parties and set out in the share purchase agreement dated November 18, 2026, entered into amongst the Company, Ranks and the Sellers.

Mr. Ritesh Sharma, one of the Sellers, is the Promoter and Managing Director of the Company and, accordingly, a related party within the meaning of the SEBI LODR Regulations. Accordingly, the proposed acquisition constitutes a Related Party Transaction under the applicable provisions of the SEBI LODR Regulations.

Upon completion of the proposed acquisition, Ranks will become a wholly owned subsidiary of the Company.

Ranks is engaged in the business of manufacturing, fabrication, processing, assembly, trading, import and export of automotive components, undercarriage components, engine components, spare parts, heavy construction equipment and allied engineering products. The proposed acquisition is being undertaken to expand the Company's manufacturing capabilities in automotive, engine, and undercarriage components, achieve supply chain synergies, and enhance overall operational efficiency and growth.

The Board of Directors of the Company, at its meeting held on November 18, 2026, considered and approved the proposed acquisition, subject to the requisite approval of the Members and fulfilment of the conditions precedent and other obligations stipulated under the definitive agreement(s). The proposed transaction is being undertaken on an arm's length basis and, being a Material Related Party Transaction, requires the prior approval of the Members pursuant to Regulation 23(4) of the SEBI LODR Regulations.

Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions as per SEBI Circular no HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 is given below:

A(1).Basic details of the related party

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	Ranks Precision Private Limited ("Ranks")
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Ranks was incorporated on March 03, 2025, under the provisions of the Companies Act, 2013, and is engaged in the business of manufacturing, fabrication, processing, assembly, trading, import and export of

		automotive components, undercarriage components, engine components, spare parts, heavy construction equipment and allied engineering products.

A(2). Relationship and ownership of the related party

S. No.	Particulars of the information	Information provided by the management
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: • Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). ***Explanation****: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control.* *While calculating indirect shareholding, shareholding held by relatives shall also be considered.*	Mr. Ritesh Sharma, one of the Sellers in the proposed transaction, is the Promoter and Managing Director of the Company and accordingly has a direct interest in the proposed acquisition. Ranks don't hold any shares in the Company.

A(3). Details of previous transactions with the related party

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.
Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</td><td>During the Financial Year 2025-26, the Company has made sale / purchase/ loan transactions with Ranks, as per the details mentioned herewith.

<table>
<tr><th>S. No.</th><th>Nature of Transactions</th><th>FY 2025-2026 (INR)</th></tr>
<tr><td>1</td><td>Sale</td><td>5,55,652</td></tr>
<tr><td>2</td><td>Purchase</td><td>2,12,658</td></tr>
<tr><td>3</td><td>Loan given</td><td>2,32,50,000</td></tr>
</table>
</td></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current</td><td>Rs 2,07,00,151</td></tr>
</table>

	financial year up to the quarter immediately preceding the quarter in which the approval is sought.	
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Not applicable

A(4). Amount of the proposed transaction(s)

S. No.	Particulars of the information	Information provided by the management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Rs. 29.14 Crores
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	20.09%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not applicable
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	*259.25%*
6.	Financial performance of the related party for the immediately preceding financial year: ***Explanations**:* *The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.*	**Particulars** / ***FY 2025-2026 (INR)*** Turnover / 11,24,82,156 Profit After Tax / 1,59,51,820 Net worth / 1,61,51,820

A(5) Basic details of the proposed transaction

S. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Acquisition/ purchase of equity shares
2.	Details of each type of the proposed transaction	Acquisition of 100% of the equity share capital of Ranks, on a fully diluted basis, from Mr.

		Ritesh Sharma and Mr. Antariksh Kukreja (collectively, the "Sellers") for an aggregate lump-sum consideration of ₹29.14 Crores
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	The acquisition is subject to the fulfilment of the conditions precedent, receipt of requisite approval of members, and completion of other obligations stipulated under the definitive agreement(s).
4.	Whether omnibus approval is being sought?	*No*
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	₹29.14 Crores
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed acquisition is expected to expand the Company's manufacturing capabilities in automotive, engine and undercarriage components, facilitate supply chain synergies and enhance operational efficiency and business growth.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. *Explanation:* Indirect interest shall mean interest held through any person over which an individual has control.	
	a. Name of the director / KMP	Mr. Ritesh Sharma – Promoter & Managing Director and Mrs. Sonia Sharma, Promoter & Director
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	50%
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Yes **Valuer Details:** Saugat KC Registered Valuer (Securities or Financial Assets) IBBI Registration No.: IBBI/RV/05/2019/11636 **Date of Report:** November 18, 2026
9.	Other information relevant for decision making.	NA

B. Details for the transaction

B(3): Disclosure *only* in case of transactions relating to investment made by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction.	Through proceeds received from the proposed preferential

	Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.	issue of securities/ such other permissible
2.	Where any financial indebtedness is incurred to make investment, specify the following: *Note: This item of disclosure is not applicable to listed banks/ NBFCs /insurance companies/housing finance companies.*	No
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
3.	Purpose for which funds shall be utilized by the investee company.	NA
4.	Material terms of the proposed transaction	NA

C: Other information to be provided to shareholders for the proposed transaction

C2: Disclosure *only* in case of transactions relating to any investment made by the listed entity or its subsidiary

S. No.	Particulars of the information	Information provided by the management
1.	Latest credit rating of the related party *Note:* a. *Standalone rating to be provided while optional to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.* *b. This shall be applicable in case of investment in debt securities.*	Ranks have not obtained any credit rating
2.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	Not Applicable

Pursuant to Regulation 23(4) of the SEBI LODR Regulations, no related party shall vote to approve the resolution, whether or not the related party is a party to the particular transaction.

Except Mr. Ritesh Sharma, Promoter, Chairperson and Managing Director of the Company, Mrs. Sonia Sharma, Director of the Company and spouse of Mr. Ritesh Sharma, and their respective relatives, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholding in the Company,

The Board is of the view that the proposed acquisition is in the interest of the Company and its Members and accordingly recommends the Ordinary Resolution set out at Item No. 1 for approval by the Members. Further, in case of any material modification in the aforementioned related party transaction, the approval of members of the Company shall be taken in accordance with the Company's “Policy on Related Party Transactions” and the Listing Regulations.

All documents referred to in the explanatory statement will be available electronically for inspection without any fee by the members during the period of remote e-voting. Members seeking to inspect such documents can send an email to investors@tipcoengineering.com.

ITEM NO. 2: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION IN CONNECTION WITH ACQUISITION OF THE ENTIRE BUSINESS UNDERTAKING OF HANUTECH ENGINEERING SOLUTIONS AS A GOING CONCERN BY WAY OF A SLUMP SALE AND OTHER INCIDENTAL TRANSACTIONS/MATTERS

The Company had earlier, pursuant to the approval of the Board of Directors at its meeting held on August 5, 2026, proposed to acquire a 50% partnership interest in Hanutech Engineering Solutions, including the corresponding profit-sharing ratio, and to be admitted as a partner in the firm. Subsequently, at its meeting held on November 18, 2026, the Board of Directors reconsidered the proposal and approved the acquisition of the entire business undertaking of Hanutech Engineering Solutions as a going concern by way of a slump sale.

Accordingly, the Company proposes to acquire the entire business undertaking from Hanutech Engineering Solutions ("Hanutech"), a partnership firm, on a going concern by way of a slump sale, for an aggregate lump-sum cash consideration of ₹30.35 crore (Rupees Thirty Crore and Thirty-Five Lakh only), on such terms and conditions as may be mutually agreed upon between the parties and set out in the business transfer agreement dated November 18, 2026 entered into between the Company and Hanutech.

Mr. Ritesh Sharma, the Promoter and Managing Director of the Company, is a partner in Hanutech and accordingly Hanutech is a related party within the meaning of the SEBI LODR Regulations. Accordingly, the proposed acquisition constitutes a Related Party Transaction under the applicable provisions of the SEBI LODR Regulations.

Hanutech is engaged in the business of design, manufacturing, machining and distribution of industrial pumps, valving solutions and fluid flow engineering equipment catering to various industrial and infrastructure applications. The proposed acquisition is being undertaken with a view to expand the manufacturing capabilities of the Company in industrial pumps, valves and fluid engineering solutions, leverage business synergies and enhance the overall operational footprint of the Company.

The proposed transaction will entail the transfer of the entire business undertaking of Hanutech to the Company as a going concern, comprising the assets, properties, rights, benefits, contracts, employees, business records, licences, permits and identified liabilities pertaining to the undertaking, subject to the exclusions and conditions set out in the definitive agreement(s).

The Board of Directors of the Company, at its meeting held on November 18, 2026, considered and approved the proposed acquisition, subject to the requisite approval of the Members and fulfilment of the conditions precedent and other obligations stipulated under the definitive agreement(s). The proposed transaction is being undertaken on an arm's length basis and, being a Material Related Party Transaction, requires the prior approval of the Members pursuant to Regulation 23(4) of the SEBI LODR Regulations.

The particulars of the proposed Related Party Transaction, as required under the applicable provisions of the SEBI LODR Regulations and the SEBI circulars issued thereunder, are set out below:

Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions as per SEBI Circular no HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 is given below:

A(1).Basic details of the related party

S. No.	Particulars of the information	Information provided by the management
4.	Name of the related party	Hanutech Engineering Solutions ("Hanutech")
5.	Country of incorporation of the related party	India

6.	Nature of business of the related party	Hanutech is a partnership firm established pursuant to a Deed of Partnership dated January 12, 2021. The firm is engaged in the design, manufacturing, machining and distribution of industrial pumps, valving solutions and fluid flow engineering equipment for various industrial and infrastructure applications.

A(2). Relationship and ownership of the related party

S. No.	Particulars of the information	Information provided by the management
2.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: • Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). ***Explanation****: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control.* *While calculating indirect shareholding, shareholding held by relatives shall also be considered.*	Mr. Ritesh Sharma, who is the Promoter and Managing Director of the Company, is a Partner in Hanutech and accordingly Hanutech is a related party. Hanutech doesn't hold any shares in the Company.

A(3). Details of previous transactions with the related party

S. No.	Particulars of the information	Information provided by the management
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. ***Explanation:*** *Details need to be disclosed separately for listed entity and its subsidiary.*	During the Financial Year 2025-26, Company has made sale / purchase transactions with Hanutech Engineering Solutions as per the details mentioned herewith.

S. No.	Nature of Transactions	*FY 2025-2026 (INR)*
1	Sale	12,74,063.00
2	Purchase	7,30,33,547.82

2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Rs. 1,33,81,926
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	N.A

A(4). Amount of the proposed transaction(s)

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>1.</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td>Rs 30.35 Crore</td></tr>
<tr><td>2.</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3.</td><td>Value of the proposed transactions as a percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year</td><td>20.93%</td></tr>
<tr><td>4.</td><td>Value of the proposed transactions as a percentage of subsidiary’s annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</td><td>NA</td></tr>
<tr><td>5.</td><td>Value of the proposed transactions as a percentage of the related party’s annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>151.83%</td></tr>
<tr><td>6.</td><td>Financial performance of the related party for the immediately preceding financial year:

Explanations:
The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.</td><td>
<table>
<tr><th>Particulars</th><th>FY 2025-2026 (INR)</th></tr>
<tr><td>Turnover</td><td>19,99,81,529.09</td></tr>
<tr><td>Profit After Tax</td><td>97,22,442.45</td></tr>
<tr><td>Net worth</td><td>3,27,00,013.03</td></tr>
</table>
</td></tr>
</table>

A(5) Basic details of the proposed transaction

S. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Acquisition of the entire business undertaking
2.	Details of each type of the proposed transaction	The Company proposes to acquire the entire business undertaking of Hanutech as a going concern, including the assets, properties, rights, benefits, contracts, employees, business records, licences, permits and identified liabilities, subject to the exclusions and conditions set out in the definitive agreement.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	The acquisition shall be subject to the fulfilment of the conditions precedent, receipt of requisite approval of members and completion of other obligations stipulated under the definitive agreement(s).
4.	Whether omnibus approval is being sought?	No
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	₹ 30.35 Crores
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed acquisition is expected to expand the Company's manufacturing capabilities in industrial pumps, valves and fluid engineering solutions, facilitate business synergies and strengthen its operational footprint by enabling the Company to acquire the entire business undertaking of Hanutech as a going concern
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. *Explanation:* Indirect interest shall mean interest held through any person over which an individual has control.	
	a. Name of the director / KMP	Mr. Ritesh Sharma – Promoter & Managing Director and Mrs. Sonia Sharma, Promoter & Director
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	50%

8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Yes **Valuer Details:** Saugat KC Registered Valuer (Securities or Financial Assets) IBBI Registration No.: IBBI/RV/05/2019/11636 **Date of Report:** November 18, 2026
9.	Other information relevant for decision making.	N.A.

Pursuant to Regulation 23(4) of the SEBI LODR Regulations, no related party shall vote to approve the resolution, whether or not the related party is a party to the particular transaction.

Except Mr. Ritesh Sharma, Promoter, Chairperson and Managing Director of the Company, Mrs. Sonia Sharma, Director of the Company and spouse of Mr. Ritesh Sharma, and their respective relatives, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholding in the Company.

The Board is of the view that the proposed acquisition is in the interest of the Company and its Members and accordingly recommends the Ordinary Resolution set out at Item No. 2 for approval by the Members. Further, in case of any material modification in the aforementioned related party transaction, the approval of members of the Company shall be taken in accordance with "Policy on Related Party Transactions" of the Company and the SEBI LODR Regulations.

All documents referred to in the explanatory statement will be available electronically for inspection without any fee by the members during the period of remote e-voting. Members seeking to inspect such documents can send an email to investors@tipcoengineering.com s.