PARTNERSHIPS IN PRACTICE

August 22, 2026

To,

BSE Limited	**National Stock Exchange of India Limited**
Corporate Relationship Department	The Listing Department
Phiroze Jeejeebhoy Towers,	Exchange Plaza, Plot No. C/1, G Block,
Dalal Street,	Bandra-Kurla Complex, Bandra (East),
Mumbai- 400 001	Mumbai - 400 051
BSE Scrip Code: 543413	**NSE Symbol: TEGA**

Sub: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot Notice

Dear Madam/Sir,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), please find attached the Postal Ballot Notice ('Notice') dated August 22, 2026, along with the Explanatory Statement, seeking approval of the members of the Company, by way of Special Resolution through remote e-voting process ('e-voting') for the following:

1. To approve raising of funds through Preferential Issue on a Private Placement basis.

The Company has engaged the services of MUFG Intime India Private Limited (MUFG Intime) (formerly Link Intime India Private Limited), Registrar and Share Transfer Agent (RTA) of the Company as the agency to provide e-voting facility.

The Notice along with the Explanatory Statement is being circulated only through e-mail to those members, whose e-mail addresses are registered with MUFG Intime or Depositories/Depository Participants and whose names appear in the Register of Members or List of Beneficial Owners as on **Wednesday, August 19, 2026 ("Cut-off date").**

The remote e-voting will commence on **Sunday, August 23, 2026, at 9:00 a.m. (IST)** and will conclude on **Monday, September 21, 2026, at 5:00 p.m. (IST).**

The Notice will also be hosted on the Company's website viz. www.tegaindustries.com.

Kindly take this intimation on record.

Thanking You,

Yours faithfully,

For **Tega Industries Limited**

Manjuree Rai Digitally signed by Manjuree Rai
Date: 2026.08.22 15:03:28 +05'30'

Manjuree Rai
Company Secretary & Compliance Officer
Membership No. A12858

Enclosed: As stated above

TEGA INDUSTRIES LIMITED

CIN: L25199WB1976PLC030532
Registered Office: Godrej Waterside, Tower II, Office No.807, 8th Floor, Block DP-5,
Salt Lake Sector V, Bidhannagar, Kolkata 700 091
Telephone No.: +91-33-4093 9000; Fax No.: +91-33-4093 9075
Email: compliance.officer@tegaindustries.com Website: www.tegaindustries.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended)

Dear Member(s),

NOTICE is hereby given that pursuant to Section 110 read with Section 108, and all 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), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the **'Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **'SEBI Listing Regulations'**) and Secretarial Standards-2 (**'SS-2'**) on General Meetings as issued by the Institute of Company Secretaries of India (ICSI) and other applicable provisions of the Act and the Rules, made thereunder and in accordance with the requirements prescribed in General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and various subsequent circulars issued in this regard, latest being Circular No. 03/2025 dated September 22, 2025 (collectively the **'MCA Circulars'**), that the Special Resolution as appended hereto is proposed to be passed by the Members of Tega Industries Limited (the **'Company'**) through Postal Ballot by way of voting through electronic means (**'remote e-voting'**) only.

The detailed Explanatory Statement pursuant to Sections 102 read with Section 110 and other applicable provisions, if any, of the Act and Rules made thereunder setting out the material facts concerning the said resolution and the reasons/ rationale thereof and instructions for remote e-voting are annexed to this Postal Ballot Notice (**'Notice'**) for your consideration and forms part of this Notice.

In compliance with the MCA Circulars, this Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company and/or Registrar and Transfer Agent ('**RTA'**) of the Company – MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) (**'MUFG Intime'**), and/ or Depositories/Depository Participants.

In compliance with the provisions of Section 108 and 110 of the Act read with the applicable Rules made thereunder, the MCA Circulars and SS-2 and pursuant to Regulation 44 of the SEBI Listing Regulations, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically. The Company has engaged the services of MUFG Intime, RTA as the agency for the purpose of providing remote e-voting facility.

Members 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.

The e-voting facility will be available during the following period:

Commencement of e-voting period	**9:00 a.m. (IST) on Sunday, August 23, 2026**
Conclusion of e-voting period	**5:00 p.m. (IST) on Monday, September 21, 2026**
Cut-off date for eligibility to vote	**Wednesday, August 19, 2026**

The remote e-voting facility will be disabled by MUFG Intime immediately after **5:00 p.m. (IST) on Monday, September 21, 2026**.

The Board of Directors of the Company have appointed Mr. Atul Kumar Labh, Practicing Company Secretary (CP No. 3238 and Membership No. FCS 4848) of M/s A.K. Labh & Co., Company Secretaries as the **"Scrutinizer"** to scrutinize the Postal Ballot through the remote e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by him in writing who shall countersign the same after completion of scrutiny of the remote e-voting. The result of the remote e-voting along with the Scrutinizer's report will be announced not later than **Wednesday, September 23, 2026.**

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. **Monday, September 21, 2026**. The result along with the Scrutinizer's Report will be placed on the Company's website i.e. www.tegaindustries.com and on the e-voting website of MUFG Intime i.e. https://instavote.linkintime.co.in. The same will simultaneously be communicated to the National Stock Exchange of India Limited ('**NSE**') and BSE Limited ('**BSE**'), on which the shares of the Company are listed and also be displayed at the Registered Office of the Company.

SPECIAL BUSINESS:

Item No. 1: To approve raising of funds through Preferential Issue on a private placement basis

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

"RESOLVED THAT pursuant to: (i) the provisions of Sections 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules, regulations, notifications and clarifications issued thereunder, including Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, each as amended (collectively, the "Act"); (ii) the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"); (iii) the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") and the listing agreements entered into by the Company with the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") (BSE and NSE, collectively the "Stock Exchanges") on which the equity shares of face value of INR 10/- (Indian Rupees Ten only) each of the Company are listed; (iv) the provisions of the Foreign Exchange Management Act, 1999, and the rules and regulations issued thereunder, each as amended, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended; (v) the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Government of India ("GOI"), the Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI") and the Stock Exchanges and subject to the receipt of regulatory, statutory or other approvals, consents, permissions, sanctions or intimations from any other regulatory or statutory authorities under any other applicable law, each as amended from time to time (such law, "Applicable Law") and such conditions and modifications as may be prescribed, stipulated or imposed by any of such statutory, regulatory or other authorities while granting any such approvals, consents, permissions or sanctions, the consent and approval of the shareholders of the Company, be and is hereby, accorded to the Board of Directors of the Company (the "Board", which term shall be deemed to include any committee(s) duly constituted / to be duly constituted by the Board) to create, issue, offer and allot, such number of Equity Shares (as defined hereinafter), through preferential issue on a private placement basis, for cash consideration, in one or more tranches, aggregating to INR 95,39,99,390/- (Indian Rupees Ninety Five Crores Thirty Nine Lakhs Ninety Nine Thousand Three Hundred Ninety Only) i.e. up to approximately INR 95.40 Crores, comprising of 4,78,435 fully-paid equity shares of face value INR 10/- each of the Company ("Equity Shares"), at an issue price of INR 1,994/- (including the premium of INR 1,984/-) per Equity Share, which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations, to the proposed allottee, in the manner as set out below (hereinafter referred to as "Proposed Allottee"), on such other terms and conditions as may be determined by the Board in its discretion, in accordance with the SEBI ICDR Regulations and other Applicable Law and the expression of interest/ letter of intent/ commitment letter received from the Proposed Allottee (the "Issue") in the manner as follows:

Sl. No.	Name of the Proposed Allottee	Category	Max no. of shares to be issued & allotted	Amount (~INR Crores)	Amount (INR)
1	AP Jupiter Holdings II, Ltd.	Public	4,78,435	95.40	95,39,99,390
Total			**4,78,435**	**95.40**	**95,39,99,390**

RESOLVED FURTHER THAT the "Relevant Date" in terms of the applicable provisions of Regulation 161 of Chapter V of the SEBI ICDR Regulations for determination of the floor price for the issue of Equity Shares is August 21, 2026 (being the working day which is 30 (thirty) calendar days prior to the last date for remote e-voting for postal ballot (on which date this Resolution, if approved by the requisite majority through postal ballot, will be deemed to be passed) i.e., September 21, 2026.

RESOLVED FURTHER THAT the Equity Shares to be issued as part of the Issue to the Proposed Allottee pursuant to the Preferential Issue (such Equity Shares, the "New Equity Shares") shall be issued and allotted on the terms and conditions prescribed under applicable law, including:

(a) the New Equity Shares shall be fully paid up and rank *pari passu* with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and shall be subject to the provisions of all applicable laws and shall be subject to the requirements as per the Memorandum of Association and Articles of Association of the Company;

(b) the New Equity Shares shall be allotted in dematerialised form within a period of 15 (Fifteen) days from the date of receipt of shareholders' approval, provided that, where the issue and allotment of New Equity Shares is pending on account of pendency of approval from any regulatory authority or statutory authority (including but not limited to SEBI, Stock Exchanges and any other regulator, as applicable) or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals;

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

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

(e) the New Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Regulation 167 of Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force;

(f) the New Equity Shares shall be listed and traded on the stock exchanges where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be;

(g) the New Equity Shares shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under the SEBI ICDR Regulations except to the extent and in the manner permitted thereunder;

(h) the Proposed Allottee shall, at the time of allotment of New Equity Shares, pay an amount equivalent to the consideration for the Equity Shares to be allotted in line with the requirements of Regulation 169(1) of the SEBI ICDR Regulations;

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

RESOLVED FURTHER THAT subject to the SEBI ICDR Regulations and other applicable law, Mr. Mehul Mohanka, Managing Director & Group CEO, Mr. Ravi Narayan Joshi, Chief Financial Officer and Ms. Manjuree Rai, Company Secretary & Compliance Officer (hereinafter collectively, the "Authorised Persons"), be and are hereby, severally authorised to finalise, approve, vary, modify and alter the terms and conditions of the Issue and/or of the New Equity Shares, as the Board may deem fit in its sole discretion, and may be mutually agreed upon with the Proposed Allottee, without requiring any further approval or consent from the shareholders, including the price, provided that no such variation, modification or alteration shall result in the issue price of the New Equity Shares being lower than the price approved by the members by way of a special resolution, or otherwise being in contravention of the pricing provisions of the SEBI ICDR Regulations and other Applicable Law and to make a private placement offer to the relevant Proposed Allottee (recorded in form PAS-5 as prescribed under the Act) through the private placement offer letter prescribed in Form PAS-4 under the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Authorised Persons, be and are hereby, severally authorized on behalf of the Company to do all such acts, deeds, matters and take all such steps as may be necessary, for the purpose of giving effect to any invitation to offer, issue or allot New Equity Shares, including, without limitation, to negotiate, sign and execute all agreements, deeds, memoranda, undertakings, instruments, papers, writings or other documents, as may be required in this regard including, without limitation, private placement offer letters (along with the application forms), expressions of interest, letters of intent and/or commitment letters, and to engage, appoint all intermediaries including, without limitation, consultants, monitoring agencies, lawyers and advisors, and to enter into and execute all such agreements/ arrangements/ memorandum of understanding/ expressions of interest/ letters of intent/ commitment letters with them, as may be considered necessary or appropriate, and to settle all questions, difficulties or doubts that may arise and take all steps which are incidental and ancillary in this connection, in regard to the Issue, offer and allotment of the New Equity Shares including in relation to utilization of issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the shareholders or otherwise to the end and intent that the shareholders shall be deemed to have given their approval hereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to these resolutions, the Board, be and is hereby, authorised to delegate all or any of the powers herein conferred upon it by these resolutions to any other committee(s) of the Board or one or more directors, executives, officers or representatives of the Company or to any other person, as may be necessary to give effect to the above resolutions and all actions taken by such persons in connection with any matters referred to or contemplated in the foregoing resolutions, be and are hereby, approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Authorised Persons and Committee of the Board of Directors, be and are hereby, severally authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as they may in their absolute discretion consider necessary, desirable or expedient, including without limitation, approval of final price and any rounding off of number of shares, circulation of the private placement offer letter in Form PAS-4 as prescribed under the Act, to engage, appoint all intermediaries including, without limitation, consultants, monitoring agencies, lawyers and advisors, and to enter into and execute all such agreements/arrangements/memorandum of understanding with them, to make application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies (ROC), National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose of resolving and settling any questions and difficulties that may arise in the proposed issue, offer and allotment of the New Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders."

By the Order of the Board of Directors
***For* Tega Industries Limited**

Sd/-
Manjuree Rai
Company Secretary & Compliance Officer
Membership No: A12858

Place: Kolkata
Date: August 22, 2026

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (the 'Rules'), stating all material facts and the reason/ rationale for the proposed resolution is annexed and forms part of this Notice.

2. As per Section 110 and other applicable provisions, if any, of the Act read with Rule 22 of the Rules, cut-off date for the purpose of reckoning the voting rights is **Wednesday, August 19, 2026 ("Cut-off Date")**. A person who is not a member of the Company as on the Cut-off Date should treat this Notice for information purposes only.

3. The Board of Directors have appointed Mr. Atul Kumar Labh, Practicing Company Secretary (CP No. 3238 and Membership No. FCS 4848) of M/s A.K. Labh & Co., Company Secretaries as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot will be final.

This Notice along with the instructions regarding remote e-voting is being sent only by e-mail to all those members, whose e-mail addresses are registered with the Company and/or MUFG Intime, RTA of the Company or Depositories/Depository Participants and whose names appear in the Register of Members/Beneficial Owners as on the **Cut-off Date i.e. Wednesday, August 19, 2026**, in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA").

4. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder, Regulation 44 of the SEBI Listing Regulations, as amended and in accordance with the MCA Circulars, the Company has engaged MUFG Intime as the agency for facilitating remote e-voting to enable the members to cast their votes electronically.

5. The Notice shall also be uploaded on the website of the Company i.e. www.tegaindustries.com and on the e-voting website of MUFG Intime i.e. https://instavote.linkintime.co.in and at the relevant sections of the websites of the BSE and NSE on which the shares of the Company are listed. As per the MCA Circulars, physical copy of Postal Ballot Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot.

6. All the members of the Company as on the **Cut-off Date i.e, Wednesday, August 19, 2026** (including those members who may not have received this Notice due to non-registration of their e-mail address with the RTA/Depositories/Depository Participants) shall be entitled to vote in accordance with the process specified in Note No. 14.

7. All documents referred to in this Postal Ballot Notice will be open/available for inspection by the members of the Company at the Registered office of the Company during working hours on all working days except Saturdays, Sundays and Public holidays upto **the last day for remote e-Voting i.e. Monday, September 21, 2026** Members seeking to inspect such documents can send an email to investor.relations@tegaindustries.com from their registered email addresses, mentioning their details.

8. Members holding shares in physical mode and who have not updated their e-mail addresses with the Company are requested to send an email to MUFG Intime, RTA of the Company at investor.helpdesk@in.mpms.mufg.com and get their respective email addresses updated. Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participants. After successful registration of the e-mail address, a copy of this Postal Ballot Notice along with the remote e-voting user ID and password will be sent upon request received from the members.

9. The Scrutinizer will submit the results to Chairman of the Company, or any person authorized by him in writing, who shall countersign the same after completion of the scrutiny of the e-Voting and the results of the voting by Postal Ballot will be announced on or before **Wednesday, September 23, 2026**.

10. The voting results along with the Scrutinizer's Report will be uploaded on the Company's website: www.tegaindustries.com, and simultaneously it will also be communicated to the Stock Exchanges viz. BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com) and additionally will be displayed at the Registered Office of the Company. It will also be uploaded on the website of MUFG Intime i.e., https://instavote.linkintime.co.in.

11. Resolution passed by the members through Postal Ballot are deemed to have been passed as if the same has been passed at a general meeting of the members convened in that behalf. The resolution, if approved by the requisite majority of members by means of Postal Ballot, shall be deemed to have been passed on the **last day of remote e-voting i.e. Monday, September 21, 2026.**

12. In case of any query/concern/grievance, members may refer the (i) remote e-voting user manual or (ii) Help & Frequently Asked Questions (FAQs), available at https://instavote.linkintime.co.in, or contact Mr. Rajiv Ranjan, Sr. AVP–e-voting, MUFG Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India or Call at:- Telephone No. +91 22 4918 6000 (2505) or write an email to the Company Secretary at compliance.officer@tegaindustries.com.

13. Remote e-voting shall commence on **Sunday, August 23, 2026, at 9.00 A.M. (IST)** and end on **Monday, September 21, 2026, at 5.00 P.M. (IST)**. The remote e-voting module shall be disabled by MUFG Intime for voting thereafter.

14. Remote e-Voting Instructions for members:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

- **The login method for Individual Members holding securities in demat mode is given below:**

i. Individual Members holding securities in demat mode with NSDL:

METHOD 1 – NSDL OTP based login

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp
b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
c) Enter the OTP received on your registered email ID/ mobile number and click on login.
d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

Members registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on “Beneficial Owner” icon under “IDeAS Login Section”.
b) Enter IDeAS User ID, Password, Verification code & click on “Log-in”
c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.
d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Members not registered for IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select “Register Online for IDeAS Portal” or click on: https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
c) Enter the last 4 digits of your bank account / generate ‘OTP’
d) Post successful registration, user will be provided with Login ID and password.
e) Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.	Google Play App Store

METHOD 3 - NSDL e-voting website

a) Visit URL: https://www.evoting.nsdl.com
b) Click on the "Login" tab available under 'Shareholder/Member' section.
c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login".
d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

ii. Individual Members holding securities in demat mode with CDSL:

METHOD 1 – CDSL e-voting page

a) Visit URL: https://www.cdslindia.com.
b) Go to e-voting tab.
c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Members registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".
b) Enter existing username, Password & click on "Login".
c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Members not registered for Easi/ Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration/ https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.
b) Proceed with updating the required fields for registration.
c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

iii. Individual Members holding securities in demat mode with Depository Participant

Individual members can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

a) Login to DP website
b) After Successful login, user shall navigate through “e-voting” option.
c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
d) Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

- **The Login method for Members holding securities in physical mode / Non-Individual Members holding securities in demat mode**

Members holding shares in physical mode / Non-Individual Members holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

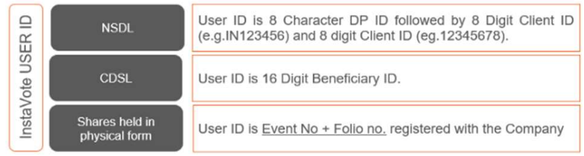
Members registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on “Login” under ‘SHARE HOLDER’ tab.
b) Enter details as under:
   1. User ID: Enter User ID
   2. Password: Enter existing Password
   3. Enter Image Verification (CAPTCHA) Code
   4. Click “Submit”.
   (Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions”)

InstaVote USER ID		
	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

Members not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:



1. User ID: Enter User ID
2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
   - Members, holding shares in NSDL form, shall provide 'point 4' above.
   - Members, holding shares in CDSL form, shall provide 'point 3' or 'point 4' above.
   - Members, holding shares in physical form but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above
5. Set the password of your choice.
   (The password should contain minimum 8 characters, at least one special Character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter).
6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).
   Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

a) Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
b) Select 'View' icon. E-voting page will appear.
c) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
d) After selecting the desired option i.e. Favour / Against, click on 'Submit'.
e) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Members may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Members may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate members shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at aklabhcs@gmail.com from registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com.

- **Guidelines for Institutional Members ("Custodian / Corporate Body/ Mutual Fund")**

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

a) Visit URL: https://instavote.linkintime.co.in
b) Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
c) Fill up your entity details and submit the form.
d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote).

STEP 2 – Investor Mapping

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b) Click on "Investor Mapping" tab under the Menu section
c) Map the Investor with the following details:
   1. 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
   2. 'Investor's Name - Enter Investor's Name as updated with DP.
   3. 'Investor PAN' - Enter your 10-digit PAN.
   4. 'Power of Attorney' - Attach Board resolution or Power of Attorney.
      NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

   Further, Custodians and Mutual Funds shall also upload specimen signatures.
d) Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b) Click on "Votes Entry" tab under the Menu section.
c) Enter the "Event No." for which you want to cast vote.
   Event No. can be viewed on the home page of InstaVote under "On-going Events".
d) Enter "16-digit Demat Account No.".
e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
   (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) After successful login, you will see “Notification for e-voting”.
c) Select “View” icon for “Company’s Name / Event number”.
d) E-voting page will appear.
e) Download sample vote file from “Download Sample Vote File” tab.
f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.
g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: Non-Individual Body corporate members shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at aklabhcs@gmail.com from registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com.

- **HELPDESK:**

Members holding securities in physical mode / Non-Individual Members holding securities in demat mode:

Members holding securities in physical mode / Non-Individual Members holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

- **Individual Members holding securities in demat mode:**

Individual Members holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

<u>Forgot Password:</u>

Individual Members holding securities in physical mode / Non-Individual Members holding securities in demat mode:

Individual Members holding securities in physical mode / Non-Individual Members holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: https://instavote.linkintime.co.in

- Click on “Login” under ‘SHARE HOLDER’ tab.
- Further Click on “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: https://instavote.linkintime.co.in

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Further Click on “forgot password?”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case Members have a valid email address, Password will be sent to his / her registered e-mail address. Members can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter.

- **Individual Members holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

  Individual Members holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Members are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- **General Instructions – Members**

  - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - For members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
  - During the voting period, members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

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

Item No. 1: Approval for raising of funds through Preferential Issue on a private placement basis

The Company has successfully completed the acquisition of the Molycop on June 01, 2026, and holds approximately 84.2% (Eighty-Four-Point Two Percent) controlling stake in the Molycop. The enterprise value of Molycop is approximately USD 1.5 billion. The acquisition was funded by the Company through a combination of sources including preferential allotment of equity shares, debt financing and internal accruals.

The Company raised approximately INR 1,713 Crores through preferential allotment and availed INR 1,500 Crores borrowing facility from Standard Chartered Bank and certain other banks and financial institutions.

As on June 30, 2026, the Company's outstanding borrowings stood at approximately **INR 1,633 Crores**.

To service and/or refinance the borrowings availed for funding the acquisition, the Company now proposes to raise additional funds. The proceeds of this fundraise shall be utilised, inter alia, predominantly towards (i) interest and finance costs, and part or full repayment/refinancing of existing borrowings, and/or (ii) working capital requirements.

The Board, at its meeting held on August 22, 2026, subject to the approval of the shareholders and such other approvals as may be required, have approved the proposal for raising of funds by issuance of 4,78,435 fully-paid equity shares of face value INR 10/- each of the Company ("New Equity Shares"), at an issue price of INR 1,994/- (including a premium of INR 1,984/-) per Equity Share, to AP Jupiter Holdings II, Ltd., for an aggregate subscription consideration of INR 95,39,99,390/- (Indian Rupees Ninety Five Crores Thirty Nine Lakhs Ninety Nine Thousand Three Hundred Ninety Only) i.e. up to approximately INR 95.40 Crores by way of a preferential issue on a private placement basis.

AP Jupiter Holdings II, Ltd., the Proposed Allottee, is a company, under the management of Apollo Funds, the consortium partner with which the Company has acquired Molycop. The Proposed Allottee has agreed to subscribe to the Company's proposed preferential issue of Equity Shares (face value INR 10/- each) at an issue price of INR 1,994/- per share, comprising a premium of INR 1,984/-. The issue price is consistent with, and equivalent to, the price at which the Company had undertaken its preferential issue in October 2025.

Accordingly, in terms of the Act and the SEBI ICDR Regulations, consent of the Members is being sought for the raising of funds aggregating to INR 95,39,99,390/- (Indian Rupees Ninety Five Crores Thirty Nine Lakhs Ninety Nine Thousand Three Hundred Ninety Only) i.e. up to approximately INR 95.40 Crores by way of issuance of fully paid 4,78,435 Equity Shares, for cash consideration by way of a preferential issue on a private placement basis to the Proposed Allottee.

The information as required in terms of Rule 13 of the Companies (Share Capital and Debentures) Rules 2014, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the SEBI ICDR Regulations, in relation to the Issue is set out below:

I. Particulars of the Issue (including the date of the Board Resolution):

The Board, at its meeting held on August 22, 2026, subject to the approval of the members by way of passing a Special Resolution and subject to other necessary approval(s), as may be required, have decided/approved the proposal for raising of fund by issuance of 4,78,435 fully-paid equity shares of face value INR 10/- each of the Company ("Equity Shares"), at an issue price of INR 1,994/- (including a premium of INR 1,984/-) per Equity Share, to the Proposed Allottee, for an aggregate subscription consideration of INR 95,39,99,390/- (Indian Rupees Ninety Five Crores Thirty Nine Lakhs Ninety Nine Thousand Three Hundred Ninety Only) i.e. up to approximately INR 95.40 Crores.

II. Objects of the Preferential Issue:

For the purpose of Item No. 1, the Company intends to utilize the proceeds raised through the issuance of New Equity Shares ("Issue Proceeds") towards the following objects (the "Object"):

The proceeds of this fundraise shall be utilised, inter alia, predominantly towards (i) interest and finance costs, and part or full repayment/refinancing of existing borrowings, and/or (ii) working capital requirements.

The Company will have flexibility to deploy the Issue Proceeds, in accordance with applicable laws and regulations, policies formulated by the Board and as stated in this Notice.

III. Utilization of Issue Proceeds:

The Company shall predominantly utilise the proceeds of the preferential issue of Equity Shares in the following manner:

Nature of utilization	Amount (INR)	Tentative timeline for utilisation
Interest and finance costs, and part or full repayment/refinancing of existing borrowings	75.40 crores	Within 4 months of the receipt of the proceeds of the issue
Working capital requirements	20.00 crores	Within March 31, 2027
Total	**95.40 crores**	

If the Company is unable to effectively utilize all of the Issue Proceeds towards the above stated objects, the Company may utilize the Issue Proceeds towards other objects, subject to applicable laws. If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors as aforementioned, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board and in compliance with applicable laws.

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the above Objects may deviate upto +/- 10% (such deviation, a "Permitted Deviation"), depending upon the future circumstances, given that the proposed schedule for utilization of the Issue Proceeds mentioned above is based on management estimates and other factors, including financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue proceeds at the discretion of the Board, subject to compliance with applicable law.

Interim use of Issue proceeds:

Pending the utilization of the proceeds of the Issue for the Objects stated above, the Company may invest the Issue proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by government of India or any other investments as permitted under applicable law.

IV. Monitoring of the utilization of Issue proceeds:

Given that the size of the Issue is less than INR 100,00,00,000/- (Indian Rupees One Hundred Crores), the Company is not required to appoint a SEBI-registered credit rating agency, as the monitoring agency for the Issue ("Monitoring Agency"), pursuant to Regulation 162A of the SEBI ICDR Regulations.

V. Relevant Date:

The Relevant Date in terms of the applicable provisions of Regulation 161 of Chapter V of SEBI ICDR Regulations for determination of the floor price for the issue of Equity Shares is August 21, 2026 (being the working day which is 30 (thirty) calendar days prior to the last date for remote e-voting for postal ballot (on which date this Resolution, if approved by the requisite majority through postal ballot, will be deemed to be passed) i.e., September 21, 2026).

VI. Kinds of securities offered and the price at which security is being offered, and the total/maximum number of securities to be issued:

The Resolution set out in the accompanying notice authorizes the Board for issuance of up to 4,78,435 fully paid Equity Shares at an issue price of INR 1,994/- (including the face value of INR 10/- and the premium of INR 1,984/-) per Equity Share ("Issue Price"), such price being not less than the minimum floor price as on the Relevant Date (as set out above) and determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

VII. The price or price band within which the allotment is proposed:

The New Equity Shares are proposed to be issued to the Proposed Allottee at the Issue Price of INR 1,994/- (including the face value of INR 10/- and the premium of INR 1,984/-) per Equity Share, such price being not less than the minimum floor price as on the 'Relevant Date', as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

VIII. Basis on which the price (including the premium, if any) has been arrived at and justification for the same:

The Equity Shares are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"). In accordance with the SEBI (ICDR) Regulations, the Equity Shares are frequently traded.

The price has been determined in accordance with Regulation 164(1) of the SEBI ICDR Regulations, which provides that the minimum price for preferential issue of shares shall be the higher of:

(a) the 90 trading days volume weighted average price of the Equity Shares quoted on NSE preceding the Relevant Date i.e. INR 1,705.11/- each; or

(b) the 10 trading days volume weighted average price of the equity shares quoted on NSE preceding the Relevant Date i.e. INR 1,698.26/- each; or

(c) Clause 9(iii) of the Articles of Association of the Company provides for a method of determination for valuation of shares which states that the price of equity shares is to be determined by the valuation report of a registered valuer. Accordingly, the Company has obtained a valuation report from an independent registered valuer, Mr. Neeraj Kumar Sureka (Registration No. IBBI/RV/06/2019/11436) which is available on the website at https://www.tegaindustries.com/assets/pdfs/int/2026/Q2/20260821_144424.pdf. In terms of the said valuation report, the fair value determined is INR 1,636.53/- per equity share.

Therefore, the minimum floor price determined in accordance with Regulation 164 of the SEBI ICDR Regulations is INR 1,705.11/-.

However, the Proposed Allottee has agreed to subscribe to the Company's proposed preferential issue of Equity Shares (face value INR 10/- each) at an issue price of INR 1,994/- per share, comprising a premium of INR 1,984/-. Such issue price is consistent with, and equivalent to, the price at which the Company had undertaken its preferential issue in October 2025, which is in accordance with the applicable provisions of the SEBI ICDR Regulations, being not less than the minimum floor price determined with reference to the relevant date and is also higher than the value determined as per the valuation report.

IX. The intention of the promoters, directors, or key management personnel of the issuer to subscribe to the offer:

None of the promoters, directors, or key managerial personnels (KMPs) of the Company intend to subscribe to the offer.

X. The Shareholding Pattern of the Issuer before and after the Preferential Issue:

The shareholding pattern of the Company before and after the proposed preferential Issue is expected to be as follows:

Sl. No.	Categories of Shareholders	Pre-Issue		Post Issue Holding	
		No. of Shares	% of shareholding	No. of shares	% of shareholding
(A) Promoter Shareholding					
1.	Indian				
	(a)Individuals	58,13,069	7.74	58,13,069	7.69
	(b) Bodies Corporate	4,49,00,723	59.76	4,49,00,723	59.39
	Sub Total (A1)	**5,07,13,792**	**67.50**	**5,07,13,792**	**67.08**
2.	Foreign promoters (**A2**)	-	-	-	
Total Promoter shareholding A=A1 +A2		**5,07,13,792**	**67.50**	**5,07,13,792**	**67.08**
(B) Public Shareholding					
1.	Institutional Investors	1,61,35,085	21.48	1,61,35,085	21.34
2.	Non-Institution:				
	Foreign Companies - Private Corporate Bodies (AP Jupiter Holdings II, Ltd.)	-	-	4,78,435	0.63
	Directors and Relatives	29,510	0.04	29,510	0.04
	Key Managerial Personnel	752	0.00	752	0.00
	Indian Public	48,56,648	6.46	48,56,648	6.42
	Others (including NRIs)	33,91,911	4.52	33,91,911	4.49
	Sub Total (B)	**2,44,13,906**	**32.50**	**2,48,92,341**	**32.92**
Grand Total		**7,51,27,698**	**100**	**7,56,06,133**	**100**

Note: *The pre-issue shareholding pattern has been considered based on the latest shareholding pattern as on June 30, 2026 and the post-issue shareholding pattern is on a fully diluted basis.*

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

As required under the SEBI ICDR Regulations, the Company will complete the allotment of the New Equity Shares pursuant to the Issue within a period of 15 (Fifteen) days from the date of passing of special resolution under Item No. 1, provided that, where the issue and allotment of New Equity Shares is pending on account of pendency of approval from any regulatory authority or statutory authority (including but not limited to SEBI, Stock Exchanges and any other regulatory approval, as applicable) or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals. The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of Equity Shares in dematerialized form.

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

During the financial year 2026-27 till the date of this notice of Postal Ballot, the Company did not make any issuance of securities on preferential basis.

XIII. The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the Proposed Allottee:

Sl. No.	Name of the Proposed Allottee	Category	Name of the Ultimate BeneficialOwner
1	AP JUPITER HOLDINGS II, LTD.	Public	Not Applicable as there is no natural person who is the ultimate beneficial owner of more than 10% of the shares, capital or profits of the Proposed Allottee or who exercises control over the Proposed Allottee. Mr. Gaurav Pant, Mr. James Elworth, Mr. Jack Chen, and Mr. Joel Tay are the directors of the Proposed Allottee. The said directors do not hold any shares of the Proposed Allottee.

XIV. The percentage of post-preferential issue capital that may be held by the allottee pursuant to the preferential issue:

Name of the Proposed Allottee	Pre Issue Shareholding*	Pre Issue shareholding %	Shares Allotted in the Issue	Post Issue shareholding %**
AP JUPITER HOLDINGS II, LTD.	NIL	0.00	4,78,435	0.63

Notes:

** The pre-issue shareholding pattern has been considered based on the latest shareholding pattern as on June 30, 2026.*

*** Approximated to two decimal places. These percentages have been calculated on the basis of post-preferential paid-up share capital of the Company i.e. INR 75,60,61,330/- (Indian Rupees Seventy-Five Crores Sixty Lakhs Sixty-One Thousand Three Hundred Thirty Only) divided into 7,56,06,133 Equity Shares of face value of INR 10/- (Indian Rupees Ten Only) each.*

XV. Change in control, if any, in the issuer consequent to the preferential Issue:

As a result of the proposed preferential Issue of the New Equity Shares, there will be no change in the control or management of the Company. The voting rights of the Shareholders will be in accordance with their post-preferential Issue shareholding.

The Proposed Preferential Issue is not expected to result in a change in control or allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the Company to an allottee or to allottees acting in concert.

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

Sl. No.	Name of the Proposed Allottee	Category (Promoter & Promoter Group/ Non-Promoter/ Public)	
		Current	Proposed
1	AP JUPITER HOLDINGS II, LTD.	Public	Public

XVII. Size of the Issue/amount intended to be raised:

The preferential issue is on a private placement basis, for cash consideration, in one or more tranches for placement of 4,78,435 fully paid equity shares of face value INR 10/- each of the Company ("Equity Shares"), at an issue price of INR 1,994/- (including the premium of INR 1,984/) per Equity Share aggregating to INR 95,39,99,390/- (Indian Rupees Ninety Five Crores Thirty Nine Lakhs Ninety Nine Thousand Three Hundred Ninety Only) i.e. up to approximately INR 95.40 Crores.

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

Sl. No.	Name of the Proposed Allottee	Category (Promoter & Promoter Group/ Non-Promoter/ Public)	No. of equity shares to be issued
1	AP JUPITER HOLDINGS II, LTD.	Public	4,78,435
Total			**4,78,435**

XIX. The Justification for allotment for consideration other than cash together with valuation report of the registered valuer:

This is not applicable, as the proposed preferential allotment is to be made for cash consideration.

XX. Holding of shares in demat form, non-disposal of shares by the Proposed Allottee, Lock-in period:

The Proposed Allottee has no pre-preferential shareholding in the Company.

The Equity Shares to be allotted to Proposed Allottee shall be locked-in for such period as specified under Chapter V of the SEBI ICDR Regulations.

XXI. Material terms of raising such securities:

The Equity Shares to be issued as part of the Issue to the Proposed Allottee pursuant to the Preferential Issue (such Equity Shares, the "New Equity Shares") shall be issued and allotted on the terms and conditions prescribed under applicable law, including:

a) The New Equity Shares shall be fully paid up and rank pari passu with existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and shall be subject to the provisions of all applicable laws and shall be subject to the requirements as per the Memorandum of Association and Articles of Association of the Company.
b) The New Equity Shares shall be allotted in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of shareholder's approval, provided that, where the issue and allotment of the New Equity Shares is pending on account of pendency of approvals from any regulatory authority or statutory authority (including, but not limited to SEBI, Stock Exchanges and any other regulator, as applicable) or the Government of India, the issue and allotment

shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.

c) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations, and laws, as applicable from time to time.
d) The entire pre-preferential equity shareholding of the Proposed Allottee, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations.
e) The New Equity Shares shall be subject to lock-in for such period as specified in the provisions of Regulation 167 of Chapter V of SEBI ICDR Regulations and any other applicable law for the time being in force.
f) The New Equity Shares shall be listed and traded on the stock exchanges where the existing equity shares of the Company are listed, subject to receipt of necessary regulatory permissions and approvals.
g) The New Equity Shares shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under the SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.
h) The Proposed Allottee shall, at the time of allotment of New Equity Shares, pay an amount equivalent to the consideration for the Equity Shares to be allotted in line with the requirements of Regulation 169(1) of the SEBI ICDR Regulations.
i) The consideration for allotment of New Equity Shares shall be paid to the Company from the bank account of the Proposed Allottee.

XXII. Certificate from a practicing Company Secretary:

The certificate, issued by M/s. Manisha Saraf & Associates, Practicing Company Secretaries, certifying that the Issue is being made in accordance with the requirements pursuant to Regulation 163(2) of the SEBI ICDR Regulations is available on the Company's website at the link: https://www.tegaindustries.com/assets/pdfs/int/2026/Q2/20260821_144433.pdf.

XXIII. Undertakings and other matters

a. The Proposed Allottee has confirmed that it has not sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date. Further, the Proposed Allottee has confirmed that they are eligible under the SEBI ICDR Regulations to undertake the Issue.
b. The Company is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
c. 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 SEBI Listing Regulations and the circulars, clarifications, guidelines and notifications issued thereunder, each as amended.
d. The Company is not, and none of the Directors or Promoters of the Company are categorized as wilful defaulters by any bank or financial institution or consortium thereof or fraudulent borrowers, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India and the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
e. None of the Company's Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
f. The Company will recompute the price of the relevant Equity Shares to be allotted under the preferential issue in terms of the provisions of the SEBI ICDR Regulations, if and to the extent required under the applicable provisions of the SEBI ICDR Regulations.
g. If the amount payable on account of the re-computation of price (if required) is not paid within the time stipulated in SEBI ICDR Regulations, the relevant Equity Shares to be allotted under the Issue will continue to be locked-in till the time such amount is paid by the Proposed Allottee.
h. The proposed preferential issue is not being made to any body corporate incorporated in, or a national of a country which shares a land border with India.

All documents referred to in this Postal Ballot Notice will be open/available for inspection by the members of the Company at the Registered office of the Company during working hours on all working days except Saturdays, Sundays and Public holidays upto the last day for remote eVoting i.e. September 21, 2026 Members seeking to inspect such documents can send an email to investor.relations@tegaindustries.com from their registered email addresses, mentioning their details.

In accordance with the provisions of Sections 23, 42 and 62(1)(c) of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the shareholders for the invitation, offer, issue and allotment of the Equity Shares to the Proposed Allottee in the Issue is being sought by way of a Special Resolution as set out in Item no. 1 of the Notice.

None of the directors, promoters/promoter group, or key managerial personnels of the Company or any of their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item no. 1 of the Postal Ballot Notice.

The Board believes that the proposed Issue is in the best interests of the Company and its shareholders and recommends the resolution set forth in Item No. 1 as a Special Resolution for the approval of the shareholders.

By the Order of the Board of Directors
For Tega Industries Limited
Sd/-
Manjuree Rai
Company Secretary & Compliance Officer
Membership No: A12858

Place: Kolkata
Date: August 22, 2026