

TIL Limited

CIN: L74999WB1974PLC041725

Registered Office:

1, Taratolla Road, Garden Reach

Kolkata-700 024

Ph. : 6633-2000, 6633-2845

Fax : 2469-3731/2143

Website : www.tilindia.in2nd January, 2026

The Manager,
Listing Department
National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block - G,
Bandra Kurla Complex, Bandra (E),
Mumbai 400 051

The Secretary,
Listing Department
BSE Ltd.,
P.J. Towers,
Dalal Street, Fort,
Mumbai 400001.

The Secretary
The Calcutta Stock
Exchange Ltd.
7, Lyons Range
Kolkata 700 001

Stock Code: TIL

Scrip Code: 505196

Dear Sir/Madam,

Sub: Notice of Extraordinary General Meeting

We would like to inform that, further to our intimation dated 26th December, 2025 regarding Extraordinary General Meeting (EGM) of the Members of TIL Limited ("the Company") scheduled to be held on Wednesday, 28th January, 2026 at 11.00 a.m. through Video Conferencing only, the Notice of the EGM dated 22nd December, 2025 is enclosed herewith.

The Notice of the EGM has been sent only through email today i.e., 2nd January, 2026 to those Shareholders whose email addresses are registered with the Company or with the Registrar and Share Transfer Agent viz., Messrs. C B Management Services (P) Ltd. or with the Depository Participants.

The Notice of the EGM of the Company can be accessed from the website of the Company at www.tilindia.in.

Kindly take the above submission on record.

Thanking you,

Yours faithfully,
For TIL LIMITED



CHANDRANI CHATTERJEE
COMPANY SECRETARY

Encl. As above

NOTICE

OF THE EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting (EGM) of the Shareholders of **TIL LIMITED** ("the Company") will be held on Wednesday, the 28th January, 2026 at 11: 00 A.M. (IST) through Video Conference (VC) to transact the following businesses:

SPECIAL BUSINESS

1. Appointment of Mr. Anurag Srivastava (DIN 09021060) as a Non-Executive Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('the Act') and the Rules framed thereunder including any statutory modification(s) or re-enactment thereof for the time being in force and Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), as amended from time to time and any other applicable provisions thereof and as recommended by the Nomination & Remuneration Committee, Mr. Anurag Srivastava (DIN 09021060) whose appointment has been approved by the Board of Directors, be and is hereby appointed as a Non-Executive Director of the Company with effect from 10th November, 2025, whose term of office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

2. Appointment of Mr. Vijay Singh Chauhan (DIN 11405209) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('the Act') and the Rules framed thereunder including any statutory modification(s) or re-enactment thereof for the time being in force and Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), as amended from time to time and any other applicable provisions thereof and as recommended by the Nomination & Remuneration Committee, Mr. Vijay Singh Chauhan (DIN 11405209) whose appointment has been approved by the Board of Directors and who has submitted a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR, be and is hereby appointed as a Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years with effect from 22nd December, 2025, whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Place: Kolkata
Date: 22nd December, 2025

Registered Office:

1, Taratolla Road Garden Reach,
Kolkata, WB - 700024
CIN: L74999WB1974PLC041725
Website: www.tilindia.in

By Order of the Board of Directors
For TIL Limited

Chandrani Chatterjee
Company Secretary &
Chief Compliance Officer

Notes:

1. Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act"), in respect of the Special Business to be transacted at the Extraordinary General Meeting ("EGM") is annexed hereto.
2. The Ministry of Corporate Affairs ("MCA"), vide its General Circular No. 3/2025 dated 22nd September, 2025 has permitted the holding of the "EGM" through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Act, SEBI LODR, MCA Circulars, etc., the EGM of the Company is being held through VC.
3. Since the EGM is being held through VC, the facility for appointment of proxies is not required. However, in terms of the provisions of Section 113 of the Act, Corporate Members are entitled to appoint their authorized representatives to attend the EGM through VC on their behalf and participate thereat and cast votes by electronic means (details of which are provided separately in this Notice). Such Corporate Members are requested to refer the 'General Guidelines for shareholders' provided under point no. 10 herein below, for more information.
4. In compliance with the aforesaid MCA/SEBI Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company or Central Depository Services (India) Limited (CDSL)/ National Securities Depositories Limited (NSDL) ("Depositories"). Members may note that the Notice will also be available on the Company's website at www.tilindia.in, websites of the Stock Exchanges where the shares of the Company are listed, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and also on the website of National Securities Depository Ltd. (NSDL) i.e., www.evoting.nsdl.com.
5. Shareholders who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically. Further, in case of any change in the e-mail address registered with the Company, a fresh address may kindly be sent to the Company at secretarial.department@tilindia.com or to the Company's Registrar & Share Transfer Agent, Messrs. C B Management Services (P) Limited ("CBMSL") at rta@cbmsl.com. Shareholders holding shares in demat form are requested to register / update their e-mail address with their Depository Participant(s).
6. The Company has engaged the services of NSDL, as the authorized agency for conducting of the EGM and providing e-voting facility.
7. Members attending the EGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Statutory Registers and relevant documents referred to in the Notice and in the Explanatory Statement will be available for inspection through electronic mode upto the date of EGM. Accordingly, shareholders may write to the Company at **secretarial.department@tilindia.com** in this regard by mentioning their names, folio nos. / demat account nos., etc. with the caption "Request for Inspection" in the subject line of the e-mail.

9. Voting through electronic mode

In terms of the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44(1) of the SEBI LODR and the said Circulars, the Company is pleased to provide the facility of "e-Voting" to its shareholders, to enable them to cast their votes on the resolutions proposed to be passed at the EGM, by electronic means.

The Company has engaged the services of NSDL, who will provide with the e-Voting facility of casting votes to the shareholders using remote e-Voting system from a place other than the venue of the EGM ('remote e-Voting') as well as e-Voting during the proceedings of the EGM ('e-Voting at the EGM').

Further, in accordance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has fixed Wednesday, 21st January, 2026 as the "cut-off" date to determine the eligibility to vote by remote e-Voting or e-Voting at the EGM. A shareholder whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date, i.e., 21st January, 2026 shall be entitled to avail the facility of remote e-Voting or e-Voting at the EGM.

The Company has appointed M/s. Rupanjana De & Co, Practicing Company Secretaries (Firm Registration No. P2024WB101200), as the Scrutinizer to scrutinize the remote e-Voting and e-Voting at the EGM in a fair and transparent manner and to give the Scrutinizer's Report to the Chairman.

10. Instructions for attending the EGM and E-voting are as follows:

- a. The remote e-Voting period commences on Saturday, 24th January, 2026 at 9.00 a.m. (IST) and ends on Tuesday, 27th January, 2026 at 5.00 p.m. (IST). During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, 21st January, 2026, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, they shall not be allowed to change it subsequently.
- b. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI LODR, the Company is offering e-voting facility to all Members of the Company. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners (in case of electronic shareholding) maintained by the Depositories as on the cut-off date 21st January, 2026 only shall be entitled to avail the facility of remote e-voting / e-voting at the EGM. NSDL will be facilitating remote e-voting to enable the Members to cast their votes electronically. Members can cast their vote online from 9:00 A.M. (IST) on Saturday, 24th January, 2026 to 5:00 P.M. (IST) on Tuesday, 27th January, 2026. At the end of remote e-voting period, the facility shall forthwith be blocked.
- c. Pursuant to SEBI circular No. SEBI/ HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on "e-voting facility provided by Listed Companies", which is effective from June 9, 2021, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- d. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting Service Provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- e. The voting rights of the Members shall be in proportion to the number of share(s) held by them in the equity share capital of the Company as on the cut-off date being Wednesday, 21st January, 2026.

In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.

- f. Any person holding shares in physical form and non-individual shareholders, who become a member of the Company after sending of the Notice and hold shares as of the cut-off date, may obtain the login ID and password by following up the process mentioned herein below.
- g. In case of Individual Members holding securities in demat mode and who become a member of the Company after sending of the Notice and hold share(s) as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
- h. The Members who have cast their vote by remote e-voting prior to the EGM may also attend / participate in the EGM through VC but shall not be entitled to cast their vote again.
- i. The details of the process and manner for remote e-Voting and EGM are explained herein below:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding shares in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email address in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see the e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see the e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="499 327 1434 430">3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb /IdeasDirectReg.jsp. <li data-bbox="499 451 1434 803">4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li data-bbox="499 828 1434 1000">1. Existing users who have opted for Easi/Easiest, they can login through their existing User ID and Password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi tab and then use your existing Myeasi username & password <li data-bbox="499 1021 1434 1270">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. <li data-bbox="499 1290 1434 1394">3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. <li data-bbox="499 1415 1434 1618">4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting features. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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

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

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company. For example if folio number is 001*** and EVEN is then user ID is 138023001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was

communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will prompt you to change your password.

c) How to retrieve your 'initial password'?

- i) If your email ID is registered with your demat account or with the company, your 'initial password' must have been communicated to you on your email ID. Trace the email sent from NSDL to you from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- ii) If your email address is not registered, please follow steps mentioned below under the '**process for those shareholders whose email addresses are not registered with the Company/Depository Participants**'.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting are in active status.
2. Select "EVEN" of the company for which you wish to cast your vote during the remote e-Voting period or casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on **"Submit"** and also **"Confirm"** when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take a printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolutions, you will not be allowed to modify your vote.

Process for those shareholders whose e-mail addresses are not registered with the Company / Depository Participants for procuring User ID and Password and registration of e-mail addresses for e-Voting for the resolutions set out in this Notice of EGM:

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to secretarial.department@tilindia.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretarial.department@tilindia.com. Individual shareholders holding shares in demat mode are requested to refer to login method explained in **Step 1(A) i.e., Login method for e-Voting and joining virtual meeting for individual shareholders holding shares in demat mode.**
3. Alternatively, shareholders may send e-mail requests to evoting@nsdl.co.in for obtaining User ID and Password by providing the details mentioned in Point (1) or (2), as the case may be.
4. In terms of SEBI Circular dated 9th December 2020 on e-Voting facility provided by Listed Companies, individual shareholders holding shares in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Instructions for shareholders for e-Voting at the time of EGM:

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members / shareholders, who will be present at the EGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting at the EGM.
3. Members / shareholders who have voted through remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to e-vote at the EGM.
4. For any grievances connected with the facility for e-Voting at the EGM, shareholders may contact Ms. Pallavi Mhatre, Senior Manager, NSDL at telephone no. 022-4886 7000 or send an e-mail to 'evoting@nsdl.com'.

General Guidelines for shareholders

1. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail at rupanjana.de@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-Voting user manual for shareholders available at the download section of www.evoting.nsdl.com or call on 022-4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com.

Other Information:

1. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company held as on the cut-off date, which is 21st January, 2026.
2. Every Client ID No. / Folio No. will have one vote, irrespective of number of joint holders.
3. Any person holding shares in physical form and non-individual shareholders who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e, 21st January 2026, may obtain the login ID and password by sending a request at evoting@nsdl.com or Issuer/ RTA. However, if you are already registered with NSDL for remote e-Voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call at 022 - 4886 7000. In case of Individual shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on the cut-off date i.e., 21st January, 2026 may follow steps mentioned in the Notice of the EGM under Step 1 : "**Access to NSDL e-Voting system**".
4. A person, whose name is recorded in the Register of Members or Register of Beneficial Owners maintained by the Depositories as on the cut-off date shall be entitled to avail the facility of remote e-Voting or e-Voting at the EGM.
5. Any person who is not a shareholder as on the cut-off date should treat this Notice for information only.
6. The Scrutinizer shall, after the conclusion of e-Voting at the EGM, first count the votes cast vide e-Voting at the EGM and thereafter shall, unblock the votes cast through remote e-Voting, in the presence of at least two witnesses not in the employment of the Company and shall submit a Consolidated Scrutinizer's Report on the total votes cast in favor of or against, not later than 48 (forty eight) hours of the conclusion of the EGM, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
7. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company, www.tilindia.in and on the website of NSDL, i.e., www.evoting.nsdl.com immediately after the same is declared. The Company shall simultaneously forward the results to BSE, NSE and The Calcutta Stock Exchange Ltd., where the shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
8. Shareholders who would like to seek information with regard to any matter related to these business only, may send their questions in advance mentioning their name, demat account number / folio number, e-mail address, mobile number at **secretarial.department@tilindia.com** latest by 5.00 p.m. (IST) on Wednesday, 21st January, 2026. The same will be replied by or on behalf of the Company suitably.
9. Shareholders who need assistance before or during the EGM, can contact Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com or call at 022 - 4886 7000.
10. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Shareholders holding shares in dematerialized form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Shareholders holding shares in physical form should submit their PAN to the Company / Messrs. CB Management Services (P) Limited.

11. Shareholders are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, PAN, mandates, nominations, bank details (such as name of the bank and branch details, bank account number, MICR code, IFSC, etc.), with necessary documentary evidence to their Depository Participants in case the shares are held by them in dematerialized form and to the Company / Messrs. C B Management Services (P) Limited in case the shares are held by them in physical form.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required under Section 102 of the Companies Act, 2013 ('Act') the following Explanatory Statement sets out all material facts relating to the Special Business set out in Item No. 1 and Item No. 2 of the accompanying Notice dated 22nd December, 2025.

ITEM NO. 1

Mr. Anurag Srivastava (DIN 09021060) is the Managing Director & CEO of the Parasea Coal Mine Project Private Ltd at Gainwell Group, where he is leading the development of the Parasea-Belbaid underground coal mine in West Bengal. A 2007 batch officer of the Indian Administrative Service (IAS), he has over 18 years of leadership experience spanning government and industry.

Before joining Gainwell, Mr. Srivastava was a Partner at PwC India, where he led the Industrial Development and Investment Promotion (IDIP) platform, helping greenfield investments navigate their end-to-end journey. During his tenure in the IAS, he served as Secretary of Industries, Managing Director of the State Warehousing Corporation, and District Magistrate of Burdwan and Darjeeling.

A mechanical engineer from IIT Kanpur, Mr. Srivastava also holds a Micro Master's degree in Data, Economics, and Development Policy from the Massachusetts Institute of Technology (MIT). He brings together public policy, industrial strategy, and corporate leadership experience, and is among the few officers to have served with distinction both in the IAS and in senior leadership roles in the private sector.'

The Board of Directors ('Board') of the Company, on the recommendation of the Nomination & Remuneration Committee, has approved the appointment of Mr. Anurag Srivastava as a Non-Executive Director of the Company, whose office shall be liable to retirement by rotation. His appointment is subject to approval of the Shareholders.

The Board considers that Mr. Anurag Srivastava's association would be beneficial to the Company and it is desirable to avail services of Mr. Srivastava as a Non-Executive Director.

The proposed business as set out in Item No. 1 of this Notice is intended to seek your approval pursuant to Regulation 17(1C) of the SEBI LODR.

Board recommends passing of the Ordinary Resolution in the interest of the Company.

Brief particulars of Mr. Anurag Srivastava has been disclosed in the Annexure to this Notice pursuant to the provisions of Regulation 36(3) of SEBI LODR. Mr. Srivastava does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Except Mr. Anurag Srivastava, being an appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO.2

Mr. Vijay Singh Chauhan (DIN 11405209) is a post-graduate in Economics and a Public policy expert with over 30 years of experience in diverse areas of economic policy formulation, legislation & implementation; fiscal policy, budgeting, & fiscal responsibility; cash & debt management; foreign direct investment & bilateral investment treaties; international negotiations relating to free trade, foreign investment protection & customs cooperation; expenditure management; trade facilitation & supply chain; indirect tax administration & enforcement; customs adjudication and advance rulings; and global trade advisory, with deep interest in evidence-based policymaking, leading research, teaching and capacity building in India, Sri Lanka, Bangladesh, and Bhutan.

Mr. Chauhan has been recognized with Presidential Award for Specially Distinguished Record of Service on the eve of Independence Day, 2014.

Mr. Chauhan was associated with various prestigious organizations & Institutions including various high profile government departments as detailed below:

- Executive Director- Tax, Deloitte Touche Tohmatsu India LLP.
- Senior visiting Fellow at Isaac Centre for Public Policy, Ashoka University, New Delhi
- Professor of Practice, National Law University, Meghalaya, Shillong.
- Chairman of the Task Force on New Financial Model set up by the Indian Institute of Technology, Jodhpur
- International Resource Person, Asian Development Bank
- Principal Commissioner of Customs, ICD, Tughlakabad, New Delhi.
- Customs Authority for Advance Rulings, New Delhi.
- Commissioner of Customs, Air Cargo Complex, Mumbai
- Additional Director General, Directorate General of Vigilance, Western Zonal Unit, CBIC
- Commissioner of Customs, JNCH, Mumbai
- Advisor, Expenditure Management Commission, New Delhi
- Director, Finance Minister's Office, Ministry of Finance, New Delhi
- Director, Foreign Investment Promotion Board (FIPB) & International Cooperation, Ministry of Finance
- Additional Director, Directorate of Revenue Intelligence (DRI), New Delhi
- Deputy Secretary/Director (Budget), Department of Economic Affairs, New Delhi
- Technical Officer, Tax Research Unit, Department of Revenue, New Delhi
- Assistant Commissioner of Central Excise, Jorhat/ Customs, Guwahati
- Member of various High powered Committees of various Ministries like, Committee constituted by CBIC to propose statutory amendments etc., 13th Finance Commission Sub-Committee on Working of the Debt Compensation & Relief Facility, Standing Committee on Debt & Cash Management of Govt of India, etc.

Mr. Chauhan also possesses experience in teaching and capacity building on various subject matters like, tax, trade, economic law, Financial & Cost Accounting etc. He has also published various newspaper articles and also co-authored various research papers and publications some of which are as follows:

- Role & Impact of Trade Facilitation on International Trade, under publication in forthcoming Elgar Encyclopaedia of International Trade

- Decoding CAAR: Insights, Challenges, and Pathways for Reforms, published by TrustBridge
- Progress of Trade Facilitation in India: A Quantitative Assessment, Studies in Microeconomics, Sage Publication
- Introduction of Goods and Services Tax in India; A Case Study, published by Isaac Centre for Public Policy

Further, Mr. Vijay Singh Chauhan also possess the requisite qualification prescribed under Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014 for being appointed as an Independent Director of listed entities.

The Board of Directors ('Board') of the Company, on the recommendation of the Nomination & Remuneration Committee, has approved the appointment of Mr. Vijay Singh Chauhan as an Independent Director of the Company for a period of five consecutive years with effect from 22nd December, 2025 and during this term his period of office as an Independent Director shall not be liable to retirement by rotation. His appointment is subject to approval of the Shareholders.

Mr. Vijay Singh Chauhan does not hold by himself or for any other person on a beneficial basis, any shares in the Company. Mr. Chauhan has given a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

The Board considers that Mr. Vijay Singh Chauhan's association would be of immense benefit to the Company and it is desirable to avail services of Mr. Chauhan as an Independent Director.

The proposed business as set out in Item No. 2 of this Notice is intended to seek your approval pursuant to Regulation 17(1C) of the SEBI LODR.

The Board recommends passing of the Ordinary Resolution in the interest of the Company.

Brief particulars of Mr. Vijay Singh Chauhan has been disclosed in the Annexure to this Notice pursuant to the provisions of Regulation 36(3) of the SEBI LODR.

Except Mr. Vijay Singh Chauhan, being an appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ANNEXURE

Details of Directors seeking appointment/ re-appointment (Item No. 1 to 2) at the forthcoming Extraordinary General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015]

Name of Director	Mr. Anurag Srivastava	Mr. Vijay Singh Chauhan
Item No. of the Notice	1	2
DIN	09021060	11405209
Date of Birth	19.05.1983	05.10.1967
Education Qualification	Mechanical engineer from IIT Kanpur Micro Master's degree in Data, Economics, and Development Policy from the Massachusetts Institute of Technology (MIT).	MA (Economics), Delhi School of Economics, Delhi, BA (Economics) Honours, St. Stephen's College, Delhi Doctorate Candidate, Jindal School of Government & Public Policy, Jindal Global University, Sonipat: Part-time on-going since 2022.

Name of Director	Mr. Anurag Srivastava	Mr. Vijay Singh Chauhan
Brief Resume and nature of expertise in specific functional area	Mr. Anurag Srivastava (DIN 09021060) is the Managing Director & CEO of the Parasea Coal Mine Project Private Ltd at Gainwell Group, where he is leading the development of the Parasea-Belbaid underground coal mine in West Bengal. A 2007 batch officer of the Indian Administrative Service (IAS), he has over 18 years of leadership experience spanning government and industry.	Mr. Vijay Singh Chauhan (DIN 11405209) is a Public policy expert with over 30 years of experience in diverse areas of economic policy formulation, legislation & implementation; fiscal policy, budgeting, & fiscal responsibility; cash & debt management; foreign direct investment & bilateral investment treaties; international negotiations relating to free trade, foreign investment protection & customs cooperation; expenditure management; trade facilitation & supply chain; indirect tax administration & enforcement; customs adjudication and advance rulings; and global trade advisory, with deep interest in evidence-based policymaking, leading research, teaching and capacity building in India, Sri Lanka, Bangladesh, and Bhutan.
Date of first appointment on the Board	10.11.2025	22.12.2025
Shareholding of Non-Executive Directors in the Company	NA	NA
Inter-se relationship with other Directors of the Company	None	None
List of the directorships held in other Public Companies, whether listed or not	NIL	NIL
Memberships / Chairmanships of Committees of other Public Companies, both listed and Unlisted (Includes only Audit Committee and Stakeholders Relationship Committee)	NIL	NIL

TIL Limited

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