

March 03, 2025

To,

BSE Limited

Corporate Relationship Department
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001

National Stock Exchange of India Limited

The Listing Department
Exchange Plaza, Plot No. C/1, G Block,
Bandra-Kurla Complex, Bandra (East),
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 February 28, 2025, along with the Explanatory Statement, seeking approval of the members of the Company, by way of Ordinary Resolution through remote e-voting process ('e-voting') for the following:

1. To consider and approve the re-classification of Authorised Share Capital and consequent alteration in the Capital Clause of Memorandum of Association of the Company.

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 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 the Company and/or MUFG Intime or Depositories/Depository Participants and whose names appear in the Register of Members or List of Beneficial Owners as on **Friday, February 21, 2025 ("Cut-off date")**.

The remote e-voting will commence on **Tuesday, March 04, 2025, at 9:00 a.m. IST** and will conclude on **Wednesday, April 02, 2025, at 5:00 p.m. IST**.

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

Tega Industries Limited

Registered Office: Godrej Waterside, Tower-II, Office No 807, 8th Floor, Block DP-5, Salt Lake Sector V, Bidhannagar, Kolkata, West Bengal 700 091
Tel: +91 33 4093 9000 | Fax: +91 33 4093 9075 | www.tegaindustries.com



An ISO 9001 : 2015 Company
CIN : L25199WB1976PLC030532

Kindly take this intimation on record.

Thanking You,

Yours faithfully,

For **Tega Industries Limited**

Manjuree Rai
Company Secretary & Compliance Officer

Enclosed: As stated above

Tega Industries Limited

Registered Office: Godrej Waterside, Tower-II, Office No 807, 8th Floor, Block DP-5, Salt Lake Sector V, Bidhannagar, Kolkata, West Bengal 700 091
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ANNEXURE – A

Details on Notice of Postal ballot in terms of SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024:

Particulars		Disclosures
Date of Notice		The Date of the Postal Ballot Notice is February 28, 2025.
Prescribed Details:		
Agenda/Resolutions Proposed	Resolution to be passed	Manner of Approval
Reclassification of Authorised Share Capital and consequent alteration in the Capital Clause of MOA of the Company	Ordinary Resolution	Postal Ballot through Remote E-voting

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PARTNERSHIPS IN PRACTICE

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. 09/2024 dated September 19, 2024 (collectively the '**MCA Circulars**'), and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India ('**SEBI**'), that the Ordinary 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 Tuesday, March 04, 2025
Conclusion of e-voting period	5:00 p.m. IST on Wednesday, April 02, 2025
Cut-off date for eligibility to vote	Friday, February 21, 2025

The remote e-voting facility will be disabled by MUFG Intime immediately after **5:00 p.m. IST on Wednesday, April 02, 2025**.

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 **5.00 P.M. (IST) on Friday, April 04, 2025**.

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. **Wednesday, April 02, 2025**. 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 be displayed at the Registered Office of the Company.

SPECIAL BUSINESS:

Item No. 1: Re-classification of Authorised Share Capital and Consequent Alteration in the Capital Clause of Memorandum of Association of the Company.

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

“RESOLVED THAT pursuant to the recommendation by the Board of Directors of the Company and in accordance with the provisions of Sections 13, 61, 64 and all other applicable provisions of the Companies Act, 2013 (the “Act”), if any, read with the Companies (Incorporation) Rules, 2014, Companies (Share Capital and Debentures), Rules, 2014, and other applicable Rules made thereunder (including any statutory amendments thereto or re-enactment(s) thereof for the time being in force, to the extent notified and in effect), enabling provisions of the Articles of Association (“AOA”) of the Company, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of the members of the Company, be and is hereby, accorded to re-classify the existing Authorised Share Capital of the Company from Rs. 105,00,00,000/- (Rupees One Hundred Five Crores Only) divided into (a) 7,00,00,000 (Seven Crore) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each, (b) 1,00,00,000 (One Crore) Compulsorily Convertible Participatory Preference Shares of Rs. 10/- (Rupees Ten Only) each and (c) 2,50,00,000 (Two Crore Fifty Lakh) Redeemable Preference Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 105,00,00,000/- (Rupees One Hundred Five Crores Only) divided into 10,50,00,000 (Ten Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT the existing Clause 5 of the Memorandum of Association (“MOA”) of the Company, be and is hereby, repealed and replaced with the following Clause 5:

“5. The Authorised Share Capital of the Company is Rs. 105,00,00,000/- (Rupees One Hundred Five Crores Only) divided into 10,50,00,000 (Ten Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each with the power to increase or reduce the Capital of the Company and to divide the shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any

such rights privileges or conditions in such manner or may for the time being be provided by the Articles of Association of the Company.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors, be and is hereby, authorized to do all such acts, deeds, matters and things as may be necessary for obtaining such approvals, in relation to the above and to execute all such documents, instruments and writings as may be required in this connection.”

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

Sd/-

Manjuree Rai

Place: Kolkata

Date: February 28, 2025

Company Secretary & Compliance Officer

Membership No: A12858

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 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 **Friday, February 21, 2025 (“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 address is 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. Friday, February 21, 2025**, in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“MCA”) for holding general meetings/conducting postal ballot process through remote e-voting.

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. Friday, February 21, 2025** (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 in the Registered office of the Company during working hours on all working days except Saturdays, Sundays and Public holidays upto and including **the last day for remote e-Voting i.e. Wednesday, April 02, 2025**. 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 rnt.helpdesk@linkintime.co.in or enotices@in.mpms.mufg.com and get their respective email address 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 **Friday, April 04, 2025**.
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. Wednesday, April 02, 2025**.

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, 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.: 022-49186000 or write an email to the Company Secretary at investor.relations@tegaindustries.com.

13. Remote e-voting shall commence on **Tuesday, March 04, 2025, at 9.00 A.M. (IST)** and end on **Wednesday, April 02, 2025, 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:

As per the SEBI circular dated December 9, 2020, individual members holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

- **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 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter user id and password. Post successful authentication, click on “Access to e-voting”.
- c) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User not registered for IDeAS facility:

- d) 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>
- e) Proceed with updating the required fields.
- f) Post registration, user will be provided with Login ID and password.
- g) After successful login, click on “Access to e-voting”.
- h) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- 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 sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

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

METHOD 1 – From Easi/Easiest

Users who have registered/ opted for Easi/Easiest

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., Link InTime, for voting during the remote e-voting period.
- e) Click on “Link InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users not registered for Easi/Easiest

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
Click on “Link InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>

- b) Go to e-voting tab.
- c) Enter 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. After successful authentication, click on “Link InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

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, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “MUFG InTime / Link InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

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

Individual Members of the company, holding shares in physical form / Non-Individual Members holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID: Members holding shares in physical form shall provide Event No + Folio Number registered with the Company. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. 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.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Members holding shares in **physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

Members holding shares in **NSDL form, shall provide 'D' above*

► 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).

► Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.

4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. 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).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. 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.

- **Guideline for Institutional Members (“Corporate Body/ Custodian/ Mutual Fund”):**

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/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) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
 - a. ‘Investor ID’ -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. ‘Investor’s Name - Enter full name of the entity.
 - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
 - d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of InstaVote before the start of remote evoting.
- d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.
- 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).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) 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).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.

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).

Helpdesk:

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

Members facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

- **Helpdesk for 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 a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Members 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 22 55 33

Forgot Password:

- **Individual Members holding securities in physical mode has forgotten the password:**

If an Individual Members holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

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

In case Members is having 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 the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. 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.*

User ID for Members holding shares in Physical Form (i.e. Share Certificate):
Your User ID is Event No + Folio Number registered with the Company
User ID for Members holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Members holding shares in CDSL demat account is 16 Digit Beneficiary ID.

- **Institutional Members (“Corporate Body/ Custodian / Mutual Fund”) has forgotten the password:**

If a Non-Individual Members holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

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

In case Members has 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 the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. 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:**

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

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For Members/ members holding shares in physical form, the details can be used only for voting on the resolution contained in this Notice.
- During the voting period, Members/ 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: Re-classification of Authorised Share Capital and Consequent Alteration in the Capital Clause of Memorandum of Association of the Company.

Presently, the Authorised Share Capital of the Company is Rs. 105,00,00,000/- (Rupees One Hundred Five Crores Only) divided into (a) 7,00,00,000 (Seven Crore) Equity Shares of the face value of Rs. 10/- (Rupees Ten Only) each, (b) 1,00,00,000 (One Crore) Compulsorily Convertible Participatory Preference Shares of Rs. 10/- (Rupees Ten Only) each and (c) 2,50,00,000 (Two Crore Fifty Lakh) Redeemable Preference Shares of Rs. 10/- (Rupees Ten Only) each.

As on date, the Company has not issued any preference shares. In order to utilize the buffer available in the Authorised Capital, the Board of Directors at their meeting held on February 28, 2025, accorded their approval to re-classify the Authorised Share Capital of the Company by way of cancelling unissued Authorised Preference Share Capital and increasing Authorised Equity Share Capital by adding 3,50,00,000 (Three Crore Fifty Lakh) Equity Shares (Equivalent to cancelled unissued Authorised Preference Shares) of the face value of Rs. 10/- (Rupees Ten Only) each amounting to Rs. 35,00,00,000/- (Rupees Thirty Five Crores Only).

Post cancellation of unissued Authorised Preference Share Capital and increase in the equivalent Equity Shares of the Company, the Authorised Share Capital of the Company will be Rs. 105,00,00,000/- (Rupees One Hundred Five Crores Only) divided into 10,50,00,000 (Ten Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

Further, as a result of re-classification of Authorised Share Capital, the existing Clause 5 of the Memorandum of Association (“MOA”) of the Company shall be repealed and replaced with the following Clause 5:

“5. The Authorised Share Capital of the Company is Rs. 105,00,00,000/- (Rupees One Hundred Five Crores Only) divided into 10,50,00,000 (Ten Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each with the power to increase or reduce the Capital of the Company and to divide the shares in the

Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights privileges or conditions in such manner or may for the time being be provided by the Articles of Association of the Company.”

The provisions of the Companies Act require the Company to seek approval of the members for re-classification of Authorised Share Capital and for consequent alteration of the Capital Clause of the Memorandum of Association; accordingly, the Board recommends the resolution set forth in Item No. 1 for the approval of the members of the Company by way of **Ordinary Resolution**.

None of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested (financial or otherwise) in the resolution except to the extent of their shareholding in the Company, if any.

Necessary documents in this regard are available for inspection by the Members in electronic mode under the Investors tab of the Company's website www.tegaindustries.com and will also be open/available for inspection in the Registered office of the Company during working hours on all working days except Saturdays, Sundays and Public holidays upto and including **the last day for remote e-Voting i.e. Wednesday, April 02, 2025**.

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: February 28, 2025