

THAAI CASTING LIMITED

*Manufacturing of Aluminium Pressure Die Casting Dies, Components,
Machined Parts, Induction Hardening and Nitriding*

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF THAAI CASTING LIMITED ("THE COMPANY") WILL BE HELD ON FRIDAY, AUGUST 01, 2025 AT 11 AM (IST) THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL ("OAVM") MEANS TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESS:

1. **To Increase the Authorised Share Capital of the Company and Consequential amendment to the Capital Clause in the Memorandum of Association**

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

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 of the Companies Act, 2013 (the "Companies Act") read with other applicable provisions, if any, of the Companies Act (including any amendment(s), statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, the consent of Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the existing Rs.25,00,00,000/- (Rupees Twenty Five Crore Only) consisting of 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of Face Value Rs.10/- each to Rs.32,50,00,000/- (Rupees Thirty Two Crore Fifty Lakhs Only) consisting of 3,25,00,000 (Three Crore Twenty Five Lakhs) Equity Shares of Face Value Rs.10/- each by additional of Rs. 7,50,00,000 (Rupees Seven Crore Fifty Lakhs Only) divided into 75,00,000 (Seventy Five Lacs) equity shares of face value of Rs. 10 each;

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act and the relevant rules framed thereunder, the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

The Authorised Share Capital of the Company is Rs 32,50,00,000/-(Rupees Thirty Two Crore Fifty Lakhs Only) divided into 3,25,00,000 (Three Crore Twenty Five Lakhs) equity shares of Rs. 10 Each;

RESOLVED FURTHER THAT for the purpose of the giving effect to this resolution, the Board or Company Secretary of the Company, 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, including all forms filing with the Registrar of Companies ("ROC") as may be required in this connection and to delegate all or any of the powers therein vested in the Board to any Committee thereof to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any committee of the Board or any one or more Director(s)/ Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution."

2. **To alter the Articles of Association of the Company**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:



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"RESOLVED THAT pursuant to the provisions of Sections 14, 62, and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, and subject to the provisions of the Memorandum and Articles of Association of the Company, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") and other applicable SEBI regulations, and subject to the approval of the members of the Company and such other approvals, permissions and sanctions as may be necessary from appropriate authorities, the consent of the Board be and is hereby accorded to alter the Articles of Association of the Company by inserting the following new Article after the existing Article 102 as Article 103:

"Article 103 – Issuance of Convertible Warrants/Convertible Securities

Notwithstanding anything contained in these Articles, the Company shall be entitled to issue, offer and allot Convertible warrants or Convertible Securities (including but not limited to fully or partly convertible debentures or any other instruments convertible into equity shares), whether by way of preferential allotment, rights issue, private placement or otherwise, in accordance with the provisions of the Companies Act, 2013, and the rules made thereunder, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of law as may be applicable from time to time. Such convertible instruments may be issued on such terms and conditions, including but not limited to the tenure of conversion, conversion price or pricing formula, payment terms, entitlement ratio, exercise period, etc., as may be determined by the Board of Directors or any committee thereof, in accordance with the applicable laws."

RESOLVED FURTHER THAT the Board or, Company Secretary of the Company be and is hereby severally authorized to do all such act (s), deed(s) and things including all forms, documents, filing with Ministry of Corporate Affairs/ Registrar of Companies, Stock Exchanges, Depositories or any other agency as may be necessary and incidental to give effect to the aforesaid Resolution.

3. To Issue Fully Convertible Warrants On A Preferential Issue Basis

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in terms of the provisions of the Foreign Exchange Management Act, 1999, as amended or restated ("FEMA"), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011 (the "SEBI Takeover Regulations") each as amended from time to time, the listing agreements entered into by the Company with NSE Limited (the "Stock Exchange") where the securities of the Company are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs ("MCA"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI") and/or any other competent authorities (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and such approvals, consents, permissions and sanctions as may be necessary or required from the lenders or any other authority, if any and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, if any, and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee(s) constituted / to be constituted by the Board or committee constituted/ to be constituted of management to exercise its powers including the powers conferred by this Resolution), the consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, in one or more tranches, upto 15,00,000 (Fifteen Lakh) fully convertible warrants ("warrants"), each convertible into, or exchangeable, at an option of Proposed Allottees, within a maximum period of 18 months from the date of allotment of warrants into equivalent number of fully paid up equity share of the Company of face value of Rs.10/- (Rupee Ten Only) each at a price of Rs. 101/- (Rupees One Hundred and One only) each payable in cash ("Warrant Issue Price"), aggregating up to Rs. 15,15,00,000/- (Rupees Fifteen Crores Fifteen Lakhs Only), to the

below mentioned proposed allottees ("Proposed Allottees"), on preferential issue basis in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, in such manner and on such terms and conditions as are stipulated in the explanatory statement attached hereto and as may be determined by the Board in its absolute discretion in accordance with the SEBI ICDR Regulations and other applicable laws to the following persons:

List of Proposed allottees:

Sr. No.	Name of Proposed Allottees	Maximum No. of Convertible Warrants proposed to be allotted	Category
1.	S Anandan	10,21,000	Promoter
2.	C Venkatesan	1,15,000	Promoter
3.	Samundeswari	25,000	Promoter Group
4.	Shevaani S A	8,000	Promoter
5.	Ramakrishnan S R	8,000	Promoter Group
6.	Roshan Y R	7,500	Promoter Group
7.	R Kavitha	7,500	Promoter Group
8.	Sushma A	8,000	Public
9.	Savitha	50,000	Public
10.	Ganita Technologies And Services Pvt. Ltd	2,50,000	Public
	Total	15,00,000	

"RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the preferential issue of the warrants is Wednesday, July 02, 2025, being the date 30 days prior to the date on which the meeting of shareholders i.e. Extra Ordinary General Meeting is held to consider the special resolution of the preferential issue.

"RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the warrants and equity shares to be allotted on exercise of the option attached to the warrants under the preferential issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

a) The warrants shall be allotted in dematerialized form within a period of fifteen days from the date of passing of the special resolution by the Members, provided that where the allotment of warrants is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of fifteen days from the date of receipt of last of such approvals or permissions.

b) The equity shares to be allotted on exercise of warrants shall be in dematerialized form only and subject to the provisions of the Memorandum and Article of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company.

c) An amount equivalent to at least 25% of the warrant issue price per warrant shall be payable upfront along with the application and the balance 75% shall be payable by the Proposed Allottees on the exercise of option of conversion of the warrant(s). The amount paid against warrants shall be adjusted/ set-off against the issue price for the resultant equity shares.

d) The issue of warrants as well as equity shares arising from the conversion of the warrants shall be governed by the regulations issued by the SEBI or any other statutory authority as the case may be or any modifications thereof.

e) The pre-preferential allotment shareholding of the proposed allottees, if any, in the Company and warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of option attached to such warrants shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations.

f) The price determined above and the number of equity shares to be allotted on exercise of the option attached to the warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

g) The equity shares allotted pursuant to conversion of such warrants shall be subject to a lock-in as stipulated under chapter V of the SEBI ICDR Regulations from time to time.

h) The option attached to the warrants may be exercised by the proposed allottees, in one or more tranches, at any time on or before the expiry of eighteen months from the date of allotment of the warrants by issuing a written notice to the Company specifying the number of warrants proposed to be exercised along with the balance of the warrant issue price in cash. The company shall accordingly, without any further approval from the members, allot the corresponding number of equity shares in dematerialized form.

i) In the event, the proposed allottee does not exercise the conversion option within eighteen months from the date of allotment of the warrants, the warrants shall lapse, and the consideration paid in respect of such warrants shall stand forfeited by the Company, in terms of applicable SEBI ICDR Regulations.

j) The warrants so allotted under this resolution shall not be sold, hypothecated, or encumbered in any manner during the period of lock-in as provided under the SEBI ICDR Regulations except to the extent and in the manner permitted there under.

k) The warrants by itself until converted into equity shares, does not give any voting rights in the Company to the proposed allottees. However, the warrant holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of warrants allotment and their conversion into equity shares.

l) In the event that the Company completes any form of capital restructuring prior to the conversion of the warrants, then, the number of equity shares that each warrant converts into and the price payable for such equity shares, shall be adjusted accordingly in a manner that, to the extent permitted by applicable laws, proposed allottees: (a) receives such number of equity shares that proposed allottees would have been entitled to receive; and (b) pays such consideration for such equity shares to the Company which Proposed Allottees would have been required to pay, had the warrants been exercised immediately prior to the completion of such capital restructuring.

m) The equity shares arising from the exercise of the warrants will be listed on the stock exchanges subject to the receipt of necessary regulatory permissions and approvals as the case may be.

n) The warrant by itself does not give to the holder(s) thereof any rights of the shareholders of the Company except mentioned herein above.

"RESOLVED FURTHER THAT the monies received by the Company from the proposed allottee, for subscription of the warrants and exercise of option of conversion of the warrants into equity shares pursuant to the preferential issue shall be kept by the Company in a separate bank account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the SEBI Regulations and the Act.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of warrants, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members and that the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option by the warrant holder(s).

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the warrants and equity shares upon conversion and listing of equity shares with the stock exchanges as appropriate and utilization of proceeds of the issue, filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to Committee of Directors/ any Director(s)/Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

4. To Issue Equity Shares to Non-Promoters on Preferential basis.

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to provisions of Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("SEBI (ICDR) Regulations, 2018"), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended ("Takeover Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the rules, regulations, notifications and circulars issued thereunder and other applicable law including any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), the Ministry of Corporate Affairs, the respective stock exchanges where the equity shares of the Company are listed ("Stock Exchanges"), and or any other competent regulatory authority and in accordance with the uniform listing agreements entered into with the Stock Exchanges and in

accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to the Stock Exchanges and SEBI and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which expression shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), the consent of the members of the company be and is hereby accorded to create, issue, offer and allot as the board may in its absolute discretion thinks fit, upto 15,00,000 (Fifteen Lakhs) Equity Shares of face value of Rs.10/- (Rupees Ten only) each at a price of Rs. 101/- (Rupees One Hundred and One only) per Equity Share including premium of Rs. 91/- (Rupees Ninety One only) each, on a preferential basis (‘Preferential Issue’) for cash. The list of the proposed allottees along with their category and number of shares proposed to be allotted are given below:

Sr. No.	Name of Proposed Allottees	Maximum No. of Equity Shares proposed to be allotted	Category
1	Amit Mehra	3,10,329	Public
2	Sonam Aditya Dharia	3,10,329	Public
3	Inti Capital VCC - Inti Capital I	2,21,664	Public
4	Moonlight Trust	1,77,331	Public
5	Investi Global Oppurtunity Fund PCC - Cell I	1,70,020	Public
6	Harsh Vardhan Nahar HUF	44,333	Public
7	Premier Liners Pvt Ltd	44,333	Public
8	Swati Mohit Rakhecha	66,499	Public
9	Pranav Rakesh Kapoor	22,166	Public
10	Raghav Karol	22,166	Public
11	Rajiv Mehra	22,166	Public
12	Yogesh Paras Bathia HUF	22,166	Public
13	Vinod Singhania	22,166	Public
14	Harshvardhan Singhania	22,166	Public
15	Namrata Singhania	22,166	Public
	Total	15,00,000	

“RESOLVED FURTHER THAT, in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the minimum issue price for the Preferential Allotment of the Equity Shares is **July 02, 2025**, being the date 30 days prior to the date of this Extraordinary General Meeting which is scheduled on Friday, August 01, 2025 and the minimum issue price has been determined accordingly in terms of the applicable provisions of the ICDR Regulations.

“RESOLVED FURTHER THAT, without prejudice to the generality of the above resolution, the issue of the Equity Shares to Proposed Allottees under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws and regulations;

RESOLVED FURTHER THAT:

- The full consideration in respect of Equity Shares shall be paid by the Proposed Allottees at the time of allotment of Equity Shares and the consideration must be paid from respective Proposed Allottees’ bank account.
- The Equity Shares as may be offered, issued, and allotted in accordance with the terms of this resolution, shall be in dematerialised form.
- The Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and will be listed on the Stock Exchange subject to receipt of necessary permissions and approvals
- The Equity Shares to be allotted shall rank pari passu in all respects with the existing Equity Shares of the Company, including dividend.
- The Equity Shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 days from the date of passing of this special resolution provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchanges is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission, as the case may be in compliance with Regulation 170 of the SEBI (ICDR) Regulations, 2018.
- The Subscription Shares to be allotted to the proposed allottees shall be listed on the stock exchange 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

RESOLVED FURTHER THAT the Pre-Preferential Shareholding of the Proposed Allottees, if any and Equity Shares to be offered, issued and allotted to the Proposed Allottees shall be subject to lock in for such periods as prescribed in Regulation 167 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

RESOLVED FURTHER THAT the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT subject to the SEBI (ICDR) Regulations, 2018 and other applicable laws the Board be and is hereby authorised to decide and approve the other terms and conditions of the issue of the above-mentioned Equity Shares and to vary, modify or alter the terms and conditions and size of the issue, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Reserve Bank of India (RBI) / Securities and Exchange Board of India (SEBI) and/ or such other appropriate authority may impose at the time of their approval as agreed by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient and to settle any question, difficulties or doubts that may arise in this regard including but not limited to the offering, issue and allotment of Equity Shares of the Company as it may in its absolute discretion deem fit and proper.

RESOLVED FURTHER THAT the Board or Company Secretary of the Company be and is hereby severally authorized to do all such act (s), deed(s) and things including all forms, documents, filing with Ministry of Corporate Affairs/ Registrar of Companies, Stock Exchanges, Depositories or any other agency as may be necessary and incidental to give effect to the aforesaid Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the Company to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection."

5. To issue Compulsorily Convertible Debentures on preferential basis to non-promoter.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section(s) 23, 42, 62(1)(c), 71 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any amendments, statutory modification(s) or re-enactment thereof for the time being in force) ("**Act**"), and in accordance with the provisions of Memorandum and Articles of Association of the Company, the provisions of Chapter V – "**Preferential Issue**" and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be modified or re-enacted from time to time (hereinafter referred to as "**ICDR Regulations**"), the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be modified or re-enacted from time to time (hereinafter referred to as the "**Listing Regulations**"), Foreign Exchange Management Act, 1999 as amended and all other applicable laws, rules, regulations, notifications, guidelines, circulars and clarifications issued by various authorities including but not limited to the Government of India ("**GOI**"), the Reserve Bank of India ("**RBI**"), the Securities and Exchange Board of India ("**SEBI**"), the Ministry of Corporate Affairs ("**MCA**"), concerned Stock Exchange(s) and other competent authorities, and subject to the approvals, permissions, sanctions and consents as may be required from any regulatory and other appropriate authorities (including but not limited to the GOI, RBI, SEBI, MCA, Stock Exchange(s), etc.), and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Members of the Company, be and is hereby accorded to the Board to create, offer, issue and allot, in dematerialized form, up to 18,50,000 (Eighteen lakhs Fifty Thousand) 12% Unsecured Compulsorily Convertible Debentures of the Company, having face value of 101/- (Rupees One Hundred and One only) each, which is higher than the price determined in accordance with Chapter V of the ICDR Regulations (hereinafter referred to as "**CCDs**"), payable in cash, carrying an interest at the rate of 12% per annum, payable on quarterly basis for raising an amount aggregating but not exceeding 18,68,50,000/- (Rupees Eighteen Crores Sixty Eight Lakhs Fifty Thousands only), by way of a preferential allotment, in one or more tranches, and in such

manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit. The list of the proposed allottees along with their category and number of shares proposed to be allotted are given below:

Sr. No.	Name of Proposed Allottees	Maximum No. of Compulsory Convertible Debentures proposed to be allotted	Category
1	Amit Mehra	3,82,740	Public
2	Sonam Aditya Dharia	3,82,740	Public
3	Inti Capital VCC - Inti Capital 1	2,73,386	Public
4	Moonlight Trust	2,18,709	Public
5	Investi Global Opportunity Fund PCC - Cell 1	2,09,682	Public
6	Harsh Vardhan Nahar HUF	54,677	Public
7	Premier Liners Pvt Ltd	54,677	Public
8	Swati Mohit Rakhecha	82,016	Public
9	Pranav Rakesh Kapoor	27,339	Public
10	Raghav Karol	27,339	Public
11	Rajiv Mehra	27,339	Public
12	Yogesh Paras Bathia HUF	27,339	Public
13	Vinod Singhania	27,339	Public
14	Harshvardhan Singhania	27,339	Public
15	Namrata Singhania	27,339	Public
	Total	18,50,000	

RESOLVED FURTHER THAT the CCDs be offered and issued on the following terms and conditions:

- Each CCD shall be convertible into one equity share having face value of ₹10/- (Rupees Ten only) per equity share fully paid up ("**Conversion Shares**") at a conversion price of ₹101/- (Rupees One Hundred and One only) per equity share ("**Conversion Price**") which includes premium of ₹91/- (Rupees Ninety One only) per equity share, determined in accordance with Chapter V of the ICDR Regulations, with respect to the Relevant Date i.e., July 02, 2025, as per details contained in the explanatory statement under Section 102 of the Act annexed hereto or such number of equity shares after giving effect to the events specified in the clause (f) below on occurrence of adjustment events (hereinafter referred to as "**Adjustment Events**"), and can be converted at any time within a period of 18 months from the date of issue of such CCDs, in one or more tranches, and on such other terms and conditions, subject to the ICDR Regulations;
- The Proposed CCD Allottee shall be required to bring in 100% of the consideration for the CCD to be allotted to such Proposed CCD Allottee, on or before the date of allotment thereof;
- The consideration for allotment of CCD shall be paid to the Company from the bank account(s) of the Proposed CCD Allottee;
- The CCDs and the equity shares to be allotted to the Proposed CCD Allottee pursuant to conversion of CCDs, shall be under lock-in for such period as may be prescribed under the ICDR Regulations;
- The equity shares to be issued and allotted by the Company on conversion of CCDs, shall rank *pari-passu* in all respects with the then existing fully paid-up equity shares of the Company;
- Pursuant to Regulation 166 of the ICDR Regulations, Adjustment Events shall also become applicable to the CCDs and shall mean any: (i) issue of new equity shares or other securities convertible into equity shares by the Company by way of capitalization of profits or reserves; (ii) bonus issue of equity shares; (iii) consolidation, reclassification, sub-division, share split, combination or reduction of the equity share capital or other analogous adjustment relating to the equity share capital by the Company (or any shares or stocks derived therefrom); or (iv) amalgamation, merger, reconstruction or other reorganisation affecting the share capital of the Company (or any shares or stock derived therefrom). Upon the occurrence of an Adjustment Event, the number of Conversion Shares that a CCD converts into shall automatically be proportionally adjusted to reflect the effect of such Adjustment Event on the equity shares or other securities convertible into equity shares;
- The CCDs shall carry an interest at the rate of 12% per annum payable on a quarterly basis;
- The CCDs shall be unsecured and do not carry any voting rights;
- Subject to compliance with the requirements specified in the ICDR Regulations, the CCDs shall be allotted within a period of 15 (Fifteen) days from the date of passing of this resolution. Provided where the allotment of the CCD is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of such approval;
- Allotment of the CCDs and the resultant equity shares upon conversion shall only be made in dematerialized form; and
- The Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of CCDs, and also shall be entitled to vary, modify or alter any of the terms and conditions, as it may deem expedient, subject to compliance with the Listing Regulations, ICDR Regulations, and applicable guidelines, notifications, rules and regulations in this regard (if applicable).

RESOLVED FURTHER THAT the "Relevant Date" for determination of issue price of the CCDs, in accordance with provisions of the ICDR Regulations, is July 02, 2025, being the date, which is 30 days prior to the date of shareholders' meeting for approving the aforesaid preferential issue.

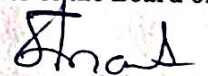
RESOLVED FURTHER THAT the equity shares to be allotted pursuant to the conversion of CCDs allotted in terms of this resolution shall be fully paid up at the time of allotment and shall rank pari-passu with the then existing equity shares of the Company in all respects and the same shall be subject to lock-in for such period as may be prescribed under the ICDR Regulations.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, the Board be and is hereby authorized to record the name and details of the Proposed CCD Allottee in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed CCD Allottee through Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or Company secretary of the Company be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to such other authorized representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including allotment of CCDs, deciding the dates of allotment, revising the relevant date in accordance with applicable laws, deciding and/or finalizing other terms of issue and allotment in consonance with the ICDR Regulations, letter of offer to the Proposed CCD Allottee, appointing intermediaries, advisors, consultants, bankers, other agencies, applying to depositories for admission of securities/lock-in of securities, giving credit for securities so allotted directly into the depository account(s) of the Proposed CCD Allottee, upon conversion listing of the equity shares to be allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to GOI, RBI, SEBI, MCA, Stock Exchange(s), etc. and such other approvals (including approvals of the existing lenders of the Company, if required) and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment of the CCDs, including utilization of the issue proceeds and to execute all such affidavits, agreements, applications, deeds, declarations, documents, forms, letters, returns, undertakings, writings, etc. in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the members or otherwise with the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any other committee of the Board to give effect to this resolution."

By Order of the Board of Directors

 Sd/-
(Sriramulu Anandan)
Chairman & Managing Director
DIN: 02354202

Date: July 09, 2025
Place: Chennai

Notes:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Purva Shareregistry (India) Private Limited (Purva) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by Purva.
3. In compliance with the aforesaid MCA Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. The Company shall send the physical copy of Notice of EGM to those Members who request the same at cs@thaaicasting.com in mentioning their Folio No./DP ID and Client ID. Members may note that the EGM Notice has been uploaded on the website of the Company: www.thaaicasting.com, and can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com and is also available on the website of Purva Shareregistry (India) Private Limited - <https://evoting.purvashare.com/>.
4. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

5. Institutional / corporate shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authorization letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to attend the EGM through VC/OAVM and to vote on their behalf. The said resolution/authorization letter shall be sent to the Scrutinizer by e-mail through its registered email address to amscrutinizer@gmail.com with a copy marked to evoting@purvashare.com. Institutional investors are encouraged to attend and vote at the meeting through VC/OAVM
6. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
7. Voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off date i.e., Friday, 25th July 2025.
8. Members who have cast their vote by remote e-voting prior to the EGM may also attend/ participate in the EGM through VC / OAVM but shall not be entitled to cast their vote again.
9. Annapurna Shivayogappa Malagund, Practicing Company Secretary, CoP Number: 24717, has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting during EGM in a fair and transparent manner.
10. The Scrutinizer shall immediately after the conclusion of voting at the Extra-ordinary general meeting, first count the votes cast during the meeting and thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
11. The results declared along with Scrutinizer's Report shall be placed on the Company's website www.thaaicasting.com and on the website of Purva Sharegistry (India) Private Limited - <https://evoting.purvashare.com/> immediately after the declaration of results by the Chairman or a person authorized by him in writing. The Company shall simultaneously communicate the results to the National Stock Exchange of India Limited (NSE), where the shares of the Company are listed, within two working days of conclusion of the EGM.
12. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
13. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.thaaicasting.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com. The EGM Notice is also disseminated on the website of PURVA (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. <https://evoting.purvashare.com/>.
14. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND E-VOTING DURING EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on **Tuesday, 29th July 2025 at 09:00 A.M. and ends on Thursday, 31st July, 2025 at 05:00 P.M.** During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, 25th July 2025** may cast their vote electronically. The e-voting module shall be disabled by Purva for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the Cutoff date i.e., **Friday, 25th July 2025**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Friday, 25th July 2025**.
- (ii) Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>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 i.e. CDSL/NSDL/KARVY/LINKINTIME/PURVA, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at</p>

<https://web.cdslindia.com/myeasi/Registration/EasiRegistration>

- 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL

- 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS" "Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- 4) Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



- 5) For OTP based login you can click on <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 .

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website <https://evoting.purvashare.com>.
- 2) Click on "Shareholder/Member" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) If you are holding shares in demat form and had logged on to www.evotingindia.com or www.evoting.nsdl.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 5) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as

Bank Details	recorded in your demat account or in the company records in order to login.
OR Date of Birth(DOB)	<ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVENT NO. for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO/ABSTAIN" for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.
- (xi) Click on the "NOTICE FILE LINK" if you wish to view the Notice.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the "Custodians / Mutual Fund" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@purvashare.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, non-individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@thaaicasting.com (designated email address by company), if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the EGM is the same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend the meeting will be available where the EVENT NO. of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted 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 system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id.** at cs@thaacasting.com or evoting@purvashare.com.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) `
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the Purva e-Voting System, you can write an email to evoting@purvashare.com or contact at 022-49614132 and 022-49700138.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to evoting@purvashare.com or contact at 022- 022-49614132 and 022-35220056.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act") IN RESPECT OF SPECIAL BUSINESSES SET OUT IN THE NOTICE

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 1

Considering the overall business growth and future expansion and the operational needs of the Company, the Company needs to raise funds for its operations by means of either equity or further debt. While the Company is considering the various options, it is proposed to increase the Authorised Share Capital as per applicable provisions of the Companies Act, 2013.

The present Authorized Share Capital stands at ₹ 25.00 Crores only and it is proposed to increase the Authorized Share Capital from Rs.25,00,00,000/- (Rupees Twenty Five Crore Only) consisting of 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of Face Value Rs.10/- each to Rs.32,50,00,000/- (Rupees Thirty Two Crore Fifty Lakhs Only) consisting of 3,25,00,000 (Three Crore Twenty Five Lakhs) Equity Shares of Face Value Rs.10/- each by additional of Rs. 7,50,00,000 (Rupees Seven Crore Fifty Lakhs Only) divided into 75,00,000 (Seventy Five Lacs) equity shares of face value of Rs. 10 each.

Pursuant to Section 61 of the Companies Act, 2013 increase of authorised share capital requires the approval of the members by way of ordinary resolution. Further the alteration of Authorised Share capital requires modification of capital clause of Memorandum of Association of the Company. A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in this Notice.

The board recommends the said resolution No. 1 to be passed as an ordinary resolution.

None of the directors, managers, key managerial personnel, and relatives of the directors, managers, key managerial personnel is interested or concerned either directly or indirectly in the above resolution except to the extent of their shareholding in the Company.

Item No. 2

The existing Articles of Association of the Company do not specifically provide for the issuance of convertible warrants or convertible securities (including but not limited to fully or partly convertible debentures or any other instruments convertible into equity shares).

In terms of the provisions of the Companies Act, 2013, the Company is required to have enabling provisions in its Articles of Association to undertake a preferential issue of convertible securities. Therefore, in order to enable the Company to issue such convertible instruments, it is proposed to insert a new Article 103 in the Articles of Association of the Company.

The proposed clause 103 will authorize the Company to issue, offer and allot convertible warrants or convertible securities, whether by way of preferential allotment, rights issue, private placement or otherwise, in compliance with the applicable provisions of the Companies Act, 2013 and relevant SEBI Regulations.

The proposed alteration is in line with the requirements under Section 14 of the Companies Act, 2013, which mandates that any amendment in the Articles of Association of the Company requires approval of the shareholders by way of a Special Resolution.

The Board of Directors recommends the resolution set forth in item No. 2 as a special resolution for approval of the members of the Company.

Item No. 3, 4 and 5

The Board of Directors of the Company at its meeting held on July 02, 2025, 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

1. upto 15,00,000 (Fifteen Lakh only) fully convertible warrants ("Warrants"), each convertible into, or exchangeable into equivalent number of fully paid up equity shares of the Company of face value of Rs.10/-

(Rupees Ten Only) each at a price of Rs. 101/- (Rupees One Hundred and One Only) each payable in cash ("Warrant Issue Price") which may be exercised in one or more tranches during the period commencing from the date of allotment of the warrants until expiry of 18 (eighteen) months, aggregating upto a consideration not exceeding an amount of Rs. 15,15,00,000/- (Rupees Fifteen Crore Fifteen Lakhs Only) to Promoter/ Promoter Group and Non-Promoter on preferential issue basis in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations").

2. Upto 15,00,000 Equity Shares of Face Value of Rs. 10/- (Rupees Ten only) each at an Issue price of Rs. 101/- (Including the premium of Rs. 91/-) each aggregating upto Rs. 15,15,00,000/- to non-promoters, on preferential allotment basis in compliance with Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments thereto & on such terms and conditions and in such manner as the Board may in its absolute discretion deem fit.
3. up to 18,50,000 (Eighteen lakhs Fifty Thousand) 12% Unsecured Compulsorily Convertible Debentures of the Company, having face value of 101/- (Rupees One Hundred and One only) each, which is higher than the price determined in accordance with Chapter V of the ICDR Regulations (hereinafter referred to as "CCDs"), payable in cash, carrying an interest at the rate of 12% per annum, payable on quarterly basis for raising an amount aggregating but not exceeding 18,68,50,000/- (Rupees Eighteen Crores Sixty Eight Lakhs Fifty Thousands only), by way of a preferential allotment, in one or more tranches, and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit

In terms of Section 62(1)(c) read with Sections 42 and 71 of the Companies Act, 2013 and rules made thereunder ("Act"), and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, the Preferential Issue requires approval of the shareholders of the Company by way of a Special Resolution.

Accordingly, consent of the members is being sought in terms of Section 42, 71 & 62 of the Companies Act 2013 and Chapter V of the SEBI (ICDR) Regulations, 2018.

The details of the issue and other particulars as required in terms of Regulation 163 of the Chapter V of the SEBI (ICDR) Regulations, 2018, Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and allotment of securities) Rules, 2014 in relation to the above said Special Resolution are given as under.

List of Proposed Investors to whom Equity shares will be allotted for cash

Sr. No.	Name of Proposed Allottees	Maximum No. of Equity Shares proposed to be allotted	Category
1	Amit Mehra	3,10,329	Public
2	Sonam Aditya Dharia	3,10,329	Public
3	Inti Capital VCC - Inti Capital I	2,21,664	Public
4	Moonlight Trust	1,77,331	Public
5	Investi Global Opportunity Fund PCC - Cell 1	1,70,020	Public
6	Harsh Vardhan Nahar HUF	44,333	Public
7	Premier Liners Pvt Ltd	44,333	Public
8	Swati Mohit Rakhecha	66,499	Public
9	Pranav Rakesh Kapoor	22,166	Public
10	Raghav Karol	22,166	Public
11	Rajiv Mehra	22,166	Public
12	Yogesh Paras Bathia HUF	22,166	Public
13	Vinod Singhania	22,166	Public
14	Harshvardhan Singhania	22,166	Public
15	Namrata Singhania	22,166	Public
	Total	15,00,000	

List of Proposed Investors to whom Convertible Warrants will be allotted for cash

Sr. No.	Name of Proposed Allottees	Maximum No. of Convertible Warrants proposed to be allotted	Category
1.	S Anandan	10,21,000	Promoter
2.	C Venkatesan	1,15,000	Promoter
3.	Samundeswari	25,000	Promoter Group
4.	Shevaani S A	8,000	Promoter
5.	Ramakrishnan S R	8,000	Promoter Group
6.	Roshan Y R	7,500	Promoter Group
7.	R Kavitha	7,500	Promoter Group
8.	Sushma A	8,000	Public
9.	Savitha	50,000	Public
10.	Ganita Technologies And Services Pvt. Ltd	2,50,000	Public
	Total	15,00,000	

List of Proposed Investors to whom Compulsory Convertible Debentures (CCDs) will be allotted for cash

Sr. No.	Name of Proposed Allottees	Maximum No. of Compulsory Convertible Debentures proposed to be allotted	Category
1	Amit Mehra	3,82,740	Public
2	Sonam Aditya Dharia	3,82,740	Public
3	Inti Capital VCC - Inti Capital I	2,73,386	Public
4	Moonlight Trust	2,18,709	Public
5	Investi Global Oppurtunity Fund PCC - Cell I	2,09,682	Public
6	Harsh Vardhan Nahar HUF	54,677	Public
7	Premier Liners Pvt Ltd	54,677	Public
8	Swati Mohit Rakhecha	82,016	Public
9	Pranav Rakesh Kapoor	27,339	Public
10	Raghav Karol	27,339	Public
11	Rajiv Mehra	27,339	Public
12	Yogesh Paras Bathia HUF	27,339	Public
13	Vinod Singhanian	27,339	Public
14	Harshvardhan Singhanian	27,339	Public
15	Namrata Singhanian	27,339	Public
	Total	18,50,000	

1. Objects of the preferential issue:

The capital expenditure (capex) is primarily aimed at expanding production capacity through the installation of advanced, high-end imported CNC machines namely WFL M50 MillTurn, Gleason P800/1200 ES, Zeiss CMM, Starrag VTL and HNK VTL) and supporting air conditioned infrastructure.

The expanded facility is designed to produce the Hollow Shafts: Steel (42CrMo4) components with sizes ranging from Ø385 mm to Ø475 mm and weights up to 325 kg. and Planetary Carriers: Cast iron (EN-GJS-700) components up to Ø1368 mm and weights up to 1508 kg.

The company is planning to use the funds raised through this issue to set up a new high-precision machining unit at SIPCOT Industrial Park, Sriperumbudur, Tamil Nadu. This facility will be used to manufacture windmill gearbox parts like Hollow Shafts and Planetary Carriers for a global customer. The funds will be used for construction, purchase and installation of advanced machines, and related infrastructure. This project will help the Company enter the renewable energy sector and support its long-term growth

Nature Of Utilization	Amount (Rupees in Lakhs)	Tentative Timeline for utilization of funds*
1. Funding of Capital Expenditure of our Company	4,409	Within 18 from the date of allotment
2. General Corporate Expenses	490	

(*) considering 100% conversion of Warrants and CCDs into Equity Shares within the stipulated time.

- 2. Maximum number of specified securities to be issued/the total number of Securities, kinds of Securities and price at which Securities are being offered and the funds intended to be raised by the Proposed Issue:**
The resolution set out in the accompanying notice authorizes the Board to issue:
- i) upto 15,00,000 Fully Convertible Warrants having face value of ₹10/- each at an issue price of ₹101/- (Rupees One Hundred and One only) per warrant, determined as on the Relevant Date in accordance with the provisions of the ICDR Regulations and applicable laws, aggregating but not exceeding ₹15,15,00,000/- (Rupees Fifteen Crore Fifteen Lakhs only), which shall be convertible into equity shares of the Company in the ratio of 1:1 (i.e. one equity share for every one Warrant held);
 - ii) upto 15,00,000 Equity Shares of Rs. 10/- each at a price of Rs. 101/- each (including premium of Rs. 91/- each) determined as on the Relevant Date in accordance with the provisions of the ICDR Regulations and applicable laws, aggregating but not exceeding ₹15,15,00,000/- (Rupees Fifteen Crore Fifteen Lakhs only) on preferential basis;
 - iii) Upto 18,50,000 12% Unsecured Compulsorily Convertible Debentures having face value of ₹101/- (Rupees One Hundred and One only) per CCD, determined as on the Relevant Date in accordance with the provisions of the ICDR Regulations and applicable laws, aggregating but not exceeding ₹18,68,50,000/- (Rupees Eighteen Crores Sixty Eight Thousand Fifty Thousand only), which shall be convertible into equity shares of the Company in the ratio of 1:1 (i.e. one equity share for every one CCD held).
- 3. Relevant date with reference to which the price has been arrived at:**
The Relevant Date in terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 for determining the price of Equity Shares, CCDs and Convertible Warrants with reference to the proposed allotment is July 02, 2025 being the date 30 days prior to August 01, 2025 (i.e., the date on which the Extra Ordinary General Meeting of the Company is being convened in terms of the Companies Act, 2013 to consider the proposed preferential issue).
- 4. The class or classes of persons to whom the allotment is proposed to be made:**
The proposed preferential allotment of Equity Shares, CCDs and Convertible Warrants are made to Individuals, HUF, Bodies Corporate, FPI, etc. belonging to Promoter and Non Promoters category.
- 5. Intention of promoters, directors or key managerial personnel or senior management of the issuer to subscribe to the offer:**
The Promoter and some members of the Promoter Group are participating in the issue, as detailed in point no. 9 of the explanatory statement/notice. There is no intention of the other Directors, Key Managerial Personnel or Senior Management to subscribe to the offer.
- 6. The change in control if any in the company that would occur consequent to the preferential offer;**
The proposed Preferential Allotment of Equity Shares, CCDs and Convertible Warrants will not result in any change in the management and control of the Company.
- 7. Time frame within which the preferential allotment shall be completed:**
As required under the Regulation 170 of SEBI (ICDR) Regulations 2018, the Company shall complete the allotment of Equity Shares, CCDs and Convertible Warrants within a period of 15 days from the date of passing of this Special Resolution by the shareholders in Extra Ordinary General Meeting, provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchanges is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission.
- 8. Monitoring of Utilization of Funds**
Since the issue size of Warrants does not exceed Rs. 100 Crore, therefore, the Company is not required to appoint a Monitoring agency to monitor the issue in terms of the provisions of Regulation 162A of the SEBI ICDR Regulations, 2018. However the Audit Committee will monitor the utilisation of the funds raised.
- 9. Shareholding pattern before and after Preferential Issue would be as follows:**
Please refer Annexure - A to this notice for details.

10. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control if any in the issuer consequent to the preferential issues:

Sr. No.	Proposed Allottees	Category	Ultimate Beneficial Owner	Pre-Preferential Issue		No. of Equity Shares proposed to be allotted	No. of Fully Convertible Warrants proposed to be allotted	No. of CCDs proposed to be allotted	Post-Preferential Issue	
				No of Shares held	% of share holding				No of Shares	% of share holding
1	Amit Mehra	Public	Self	87,200	0.38%	3,10,329	-	3,82,740	7,80,269	2.79%
2	Sonam Aditya Dharia	Public	Self	-	0.00%	3,10,329	-	3,82,740	6,93,069	2.48%
3	Inti Capital VCC - Inti Capital I	Public	Bharti Amul Shah*	-	0.00%	2,21,664	-	2,73,386	4,95,050	1.77%
4	Moonlight Trust	Public	Achal Jatia	-	0.00%	1,77,331	-	2,18,709	3,96,040	1.42%
5	Investi Global Opportunity Fund PCC - Cell I	Public	De Lassus Saint Genies Etienne Marie Raymond**	-	0.00%	1,70,020	-	2,09,682	3,79,702	1.36%
6	Harsh Vardhan Nahar HuF	Public	Harsh Vardhan Nahar	-	0.00%	44,333	-	54,677	99,010	0.35%
7	Premier Liners Pvt Ltd	Public	Swarup Ashwin Ajaymohan	-	0.00%	44,333	-	54,677	99,010	0.35%
8	Swati Mohit Rakhecha	Public	Self	-	0.00%	66,499	-	82,016	1,48,515	0.53%
9	Pranav Rakesh Kapoor	Public	Self	32,00	0.00%	22,166	-	27,339	52,705	0.18%
10	Raghav Karol	Public	Self	-	0.00%	22,166	-	27,339	49,505	0.26%
11	Rajiv Mehra	Public	Self	24,000	0.10%	22,166	-	27,339	73,505	0.18%
12	Yogesh Paras Bathia HuF	Public	Yogesh Paras Bathia	-	0.00%	22,166	-	27,339	49,505	0.18%
13	Vinod Singhania	Public	Self	-	0.00%	22,166	-	27,339	49,505	0.18%
14	Harshvardhan Singhania	Public	Self	-	0.00%	22,166	-	27,339	49,505	0.18%

15	Namrata Singhania	Public	Self	-	0.00%	22,166	-	27,339	49,505	0.18%
16	S Anandan	Promoter	Self	1,26,91,500	54.87%	-	10,21,000	-	1,37,12,500	49.01%
17	C Venkatesan	Promoter	Self	13,50,000	5.84%	-	1,15,000	-	14,65,000	5.24%
18	Samundeswari	Promoter Group	Self	2,92,700	1.27%	-	25,000	-	3,17,700	1.14%
19	Shevaani S A	Promoter	Self	97,700	0.42%	-	8,000	-	1,05,700	0.38%
20	Ramakrishnan S R	Promoter Group	Self	97,700	0.42%	-	8,000	-	1,05,700	0.38%
21	Roshan Y R	Promoter Group	Self	87,700	0.38%	-	7,500	-	95,200	0.34%
22	R Kavitha	Promoter Group	Self	87,700	0.38%	-	7,500	-	95,200	0.34%
23	Sushma A	Public	Self	-	0.00%	-	8,000	-	8,000	0.03%
24	Savitha	Public	Self	34,800	0.15%	-	50,000	-	84,800	0.30%
25	Ganita Technologies And Services Pvt. Ltd	Public	Chandrakanta Singhania Jaishree A Singhania Abhilasha Singhania Pradyumna Singhania Aryamaan Ashish Singhania Tanishka Vivek Singhania	-	0.00%	-	2,50,000	-	2,50,000	0.89%

* Bharti Amul Shah is the Senior Managing Official of Investi Global Oppurtunity Fund PCC - Cell 1

** De Lassus Saint Genies Etienne Marie Raymond is the Senior Managing Official of Inti Capital VCC - Inti Capital 1

11. Change in control if any in the issuer consequent to the preferential issues

The proposed Preferential Allotment of Equity Shares, CCDs and Convertible Warrants will not result in any change in the management and control of the Company

12. The Current and Proposed status of the allottees post the preferential issue namely, promoter or non-promoter:

There will be no change in the status of the allottees post the preferential issue. The categorization of allottees as Promoter or Non-Promoter shall remain the same as it is prior to the allotment.

13. The number of persons to whom allotment through preferential issue have already been made during the year in terms of number of securities as well as price:

During the year, no preferential allotment has been made to any person as of the date of this Notice

14. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer:

As the proposed preferential allotment is to be made for cash, the said provision will not be applicable

15. Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provisions of these regulations where it is required to do so and undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottees:

- i. The Issuer Company undertakes that they shall recompute the price of the specified securities in terms of the provision of SEBI (ICDR) Regulations, 2018, as amended where it is required to do so.
- ii. The Issuer Company undertakes that if the amount payable on account of the recomputation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

16. Pricing:

The Valuation of Equity Shares has been done by M/s ValuGenius Advisors LLP, IBBI Registered Valuer-Securities and Financial Assets being an Independent Registered Valuer (IBBI Registration No. IBBI/RV-E/07/2023/197) having its Office at 401,Purva Plaza, Opp. Adani Electricity, Shimpoli Road, Borivali West, Mumbai 400 092 using accepted valuation practices vide Valuation Report dated July 02, 2025. Accordingly, the Fair Value of Equity Shares is Rs.101/- each. The Valuation Report so obtained from the Independent Registered Valuer is placed on the "Investor Relations" tab on the website of the Company at the following link: <https://www.thaaicasting.com/wp-content/uploads/2025/07/Valuation-Report-Signed.pdf#toolbar=0>

A] The Equity Shares of the Company are listed on Emerge Platform of National Stock Exchange of India Limited ("NSE") (referred to as "Stock Exchange") for a period of more than 90 trading days as on Relevant date. The Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164(5) of Chapter V of the SEBI (ICDR) Regulations, 2018. In terms of Regulation 164 (1) of Chapter V of SEBI (ICDR) Regulations, 2018, the minimum price at which equity shares shall be issued shall not be less than higher of the following:

(a) Rs. 92.49/- each- the 90 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date; or

(b) Rs. 100.46/- each- the 10 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date.

Pursuant to above, the minimum issue price determined in accordance with Regulations 164(1) read with Regulation 161 of Chapter V of the SEBI (ICDR) Regulations, 2018 is Rs. 100.46/- each.

C] Method of determination of price as per the Articles of Association of the Company – Not applicable as the Articles of Association of the Company does not provide for a method on the determination of a floor price/ minimum price of the shares issued on preferential basis.

Accordingly, based on the Valuation provided by the Independent Registered Valuer as per Regulation 164 (1) of Chapter V of the SEBI (ICDR) Regulations, 2018 in sub point A above, the minimum issue price of the

Equity Shares on Preferential basis is Rs. 100.46/- each (Face Value of Rs. 10/- each + Premium of Rs. 91/- each).

Hence, based on the above, the Board of the Directors of the Company has decided the issue price of securities shall be at a price of Rs. 101/- each (Face Value Rs. 10/- each + Premium Rs. 91/- each).

- 17. Name and the address of Valuer who performed valuation-** The Valuation of securities has been done by M/s ValuGenius Advisors LLP, IBBI Registered Valuer- Securities and Financial Assets being an Independent Registered Valuer (IBBI Registration No. IBBI/RV-E/07/2023/197) having its Office at 401, Purva Plaza, Opp. Adani Electricity, Shimpoli Road, Borivali West, Mumbai 400 092.

18. Practicing Company Secretary' Certificate:

A copy of the certificate from Ms. Annapurna Shivayogappa Malagund, Practicing Company Secretary (CoP : 24717) certifying that the Preferential Issue is being made in accordance with the requirements of Chapter V of SEBI (ICDR) Regulations, 2018 shall be placed before the shareholders at their proposed Extra Ordinary General Meeting and the same shall be available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days between Monday to Friday till the date of EGM. This certificate is also placed on the "Investors" tab on the website of the Company at the following link: <https://www.thaiaicasting.com/wp-content/uploads/2025/07/Signed-PCS-Certificate.pdf#toolbar=0>

19. Lock-in period

The aforesaid allotment of securities on a preferential basis shall be locked in as per Regulation 167 of Chapter V of the SEBI (ICDR) Regulations, 2018, as amended. The entire pre-preferential allotment shareholding of the allottees, if any shall be locked-in as per Regulation 167 (6) of Chapter V of the SEBI (ICDR) Regulations, 2018.

20. Material Terms of Issue of convertible securities

i. For CCDs

- a) Each CCD shall be convertible into one equity share having face value of ₹10/- (Rupees Ten only) per equity share fully paid up ("Conversion Shares") at a conversion price of ₹101/- (Rupees One Hundred and One only) per equity share ("Conversion Price") which includes premium of ₹91/- (Rupees Ninety One only) per equity share, determined in accordance with Chapter V of the ICDR Regulations, with respect to the Relevant Date i.e., July 02, 2025, as per details contained in the explanatory statement under Section 102 of the Act annexed hereto or such number of equity shares after giving effect to the events specified in the clause (f) below on occurrence of adjustment events (hereinafter referred to as "Adjustment Events"), and can be converted at any time within a period of 18 months from the date of issue of such CCDs, in one or more tranches, and on such other terms and conditions, subject to the ICDR Regulations;
- b) The Proposed CCD Allottee shall be required to bring in 100% of the consideration for the CCD to be allotted to such Proposed CCD Allottee, on or before the date of allotment thereof;
- c) The consideration for allotment of CCD shall be paid to the Company from the bank account(s) of the Proposed CCD Allottee;
- d) The CCDs and the equity shares to be allotted to the Proposed CCD Allottee pursuant to conversion of CCDs, shall be under lock-in for such period as may be prescribed under the ICDR Regulations;
- e) The equity shares to be issued and allotted by the Company on conversion of CCDs, shall rank pari-passu in all respects with the then existing fully paid-up equity shares of the Company;
- f) Pursuant to Regulation 166 of the ICDR Regulations, Adjustment Events shall also become applicable to the CCDs and shall mean any: (i) issue of new equity shares or other securities convertible into equity shares by the Company by way of capitalization of profits or reserves; (ii) bonus issue of equity shares; (iii) consolidation, reclassification, sub-division, share split, combination or reduction of the equity share capital or other analogous adjustment relating to the equity share capital by the Company (or any shares or stocks derived therefrom); or (iv) amalgamation, merger, reconstruction or other reorganisation affecting the share capital of the Company (or any shares or stock derived therefrom). Upon the occurrence of an Adjustment Event, the number of Conversion Shares that a CCD converts into shall automatically be proportionally adjusted to reflect the effect of such Adjustment Event on the equity shares or other securities convertible into equity shares;
- g) The CCDs shall carry an interest at the rate of 12% per annum payable on a quarterly basis;
- h) The CCDs shall be unsecured and do not carry any voting rights;
- i) Subject to compliance with the requirements specified in the ICDR Regulations, the CCDs shall be allotted within a period of 15 (Fifteen) days from the date of passing of this resolution. Provided where the allotment of the CCD is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of such approval;
- j) Allotment of the CCDs and the resultant equity shares upon conversion shall only be made in dematerialized form; and
- k) The Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of CCDs, and also shall be entitled to vary, modify or alter any of the terms and conditions, as it may deem

expedient, subject to compliance with the Listing Regulations, ICDR Regulations, and applicable guidelines, notifications, rules and regulations in this regard (if applicable)

ii. For Convertible Warrants

- a. Issue and allotment of 15,00,000 Convertible Warrants at a price of Rs. 101/- per share (Face Value of Rs. 10/- per share and Premium Rs. 91/- per share) on preferential allotment basis for cash consideration.
- b. The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted one equity share against each Warrant, in one or more tranches not later than 18 months from the date of allotment of the Warrants, by issuing a written notice to the Company specifying the number of Warrants proposed to be so converted. Upon exercise of the option by the allottees to convert the warrants not before 6 months but not later than 18 months from the date of allotment of the Warrants, the Company will allot Equity Shares pursuant to exercise of the warrants within 15 days from the date of such exercise by the allottees. The Company shall accordingly issue and allot the corresponding number of Equity Share(s) of face value of Rs. 10/- each to the Warrant holders.
- c. 25% of the value of the warrant is to be paid against each warrant on the date of allotment of warrants. The balance 75% is payable at the time of allotment of Equity Shares pursuant to the exercise of the option for conversion of the warrant. Warrant will be converted at the option of the allottees, into one equity share of Face value of Rs. 10/- (Rupees One Only) each at a price of Rs. 101/- each which is determined in accordance with the SEBI (ICDR) Regulations, 2018 not later than 18 months from the date of allotment of the Warrants. In case the option is not exercised within a period of 18 months from the date of allotment, the unexercised Warrants shall lapse and the aforesaid 25% amount paid on the date of allotment shall be forfeited.

21. Disclosure pursuant to the provisions of Schedule VI of SEBI (ICDR) Regulations 2018:

It is hereby declared that neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its promoters and directors are wilful defaulters or fraudulent borrowers as defined under SEBI (ICDR) Regulations, 2018 and neither the Proposed Allottees, the beneficial owners of Proposed Allottees, nor the Company, its directors and promoters are fugitive economic offender as defined under SEBI (ICDR) Regulations, 2018 and hence providing disclosures specified in Schedule VI of SEBI (ICDR) Regulations 2018 does not arise.

22. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

The Promoters are contributing to the offer as part of their participation in the preferential issue, in alignment with the objects of the issue. No separate contribution is being made by the Directors in furtherance of the objects, other than through the proposed subscription by the Promoters as stated.

23. Principle terms of assets charged as securities: Not Applicable

24. Interest of the Promoters/ Directors:

Except Promoter and Promoter Group, none of the other Director(s), Key Managerial Personnel and their relatives is, in any way, directly or indirectly concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding, if any.

Accordingly, the Board of Directors of your Company recommend the Resolution set out in Item No. 3, 4 and 5 of this Notice for the approval of the Members by way of passing a Special Resolution.

By Order of the Board of Directors

Sd/-
(Sriramulu Anandan)
Chairman & Managing Director
DIN: 02354202

Date: July 09 2025
Place: Chennai

Annexure – A – Pre and Post Preferential Issue Shareholding Pattern of the Company

Sr No	Category of Shareholder(s)	Pre-Issue		Post – Issue (Post exercise of Warrants and CCDs into Equity Shares)*	
		No. of Shares held	% of share holding	No. of shares held	% of share holding
A	Promoters & Promoter Group Holding				
1	Indian				
a)	Individual	1,47,05,000	63.58%	1,58,97,000	56.82%
b)	Bodies Corporate	-	-	-	-
	Sub-Total (A)(1)	1,47,05,000	63.58%	1,58,97,000	56.82%
2	Foreign				
a)	Individual	-	-	-	-
b)	Bodies Corporate	-	-	-	-
	Sub- Total (A)(2)	-	-	-	-
	Total Promoters & Promoter Group Holding (A)	1,47,05,000	63.58%	1,58,97,000	56.82%
B	Non-Promoters Holding				
1	Institutional Investors				
a)	Mutual Funds	-	-	-	-
b)	Alternate Investment Funds	39,200	0.17%	39,200	0.14%
c)	Foreign Portfolio Investors / foreign body corporate	18,400	0.08%	8,93,152	3.19%
d)	Financial Institutions/ Banks	-	-	-	-
e)	Insurance Companies	-	-	-	-
	Sub-Total (B)(1)	57,600	0.25%	9,32,352	3.33%
2	Central Government/ State Government	-	-	-	-
	Sub-Total (B)(2)	-	-	-	-
3	Non-Institutions				
a)	Individuals	-	-	-	-
i)	Individual shareholders holding nominal share capital upto Rs. 2 lakhs	36,23,596	15.67%	36,31,596	12.98%

ii)	Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs	31,87,134	13.78%	50,68,817	18.12%
b)	NBFCs registered with RBI	-	-	-	-
c)	Any other, specify	-	-	-	-
	Clearing member	16,800	0.07%	16,800	0.06%
	Trust	-	-	3,96,040	1.42%
	Foreign National	-	-	-	-
	Hindu Undivided Family	-	-	-	-
	Non-Resident Indians	2,67,200	1.16%	2,67,200	0.95%
	Body Corporate	8,79,195	3.80%	12,28,205	4.39%
	Body Corp-Ltd Liability Partnership	75,200	0.33%	75,200	0.27%
	Sub-Total (B)(3)	83,67,000	36.17%	1,11,50,248	39.85%
	Total Public Shareholding (B)	84,24,600	36.42%	1,20,82,600	43.18%
	Total (A)+(B)	2,31,29,600	100.00%	2,79,79,600	100.00%
C	Shares held by custodians for ADR and GDR	-	-	-	-
	Total (A)+(B)+(C)	2,31,29,600	100.00%	2,79,79,600	100.00%

*** Notes**

1. The post-issue shareholding as shown above is calculated assuming full exercise of current warrants, CCDs and consequent allotment of the equity shares of the Company. There will be no change in control in the Company consequent to the completion of the preferential issue to the Investors.