

December 27, 2024

To,

BSE Limited

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

National Stock Exchange of India Limited

The Listing Department
Exchange Plaza, Plot No. C/1, G Block,
Bandra-Kurla Complex, Bandra (East),
Mumbai - 400 051

BSE Scrip Code: 543413

NSE Symbol: TEGA

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

Dear Madam/Sir,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), please find attached the Postal Ballot Notice ('Notice') dated December 19, 2024, along with the explanatory statement, seeking approval of the members of the Company, by way of Special Resolution through remote e-voting process ('e-voting') for the following:

1. To consider and approve the appointment of Mr. Anand Sen (DIN: 00237914) as a Non-Executive Independent Director of the Company for a term of 5 (Five) consecutive years.
2. To consider and approve the redesignation of Mr. Madan Mohan Mohanka (DIN: 00049388) as a Non-Executive Non-Independent Director pursuant to his relinquishment of the position of "Whole time Director".
3. To consider and approve the payment of remuneration to Non-Executive Directors including Independent Directors.

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

The Notice along with the explanatory statement is being circulated only through e-mail to those members, whose e-mail addresses are registered with the Company and/or Linkintime or Depositories/Depository Participants and whose names appear in the Register of Members or List of Beneficial Owners as on **Friday, December 20, 2024 ("Cut-off date")**.

Tega Industries Limited

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



The remote e-voting will commence on **Saturday, December 28, 2024, at 9:00 a.m. IST** and will conclude on **Sunday, January 26, 2025, at 5:00 p.m. IST**.

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

Kindly take this intimation on record.

Thanking You,

Yours faithfully,

For **Tega Industries Limited**

Manjuree Rai
Company Secretary & Compliance Officer

Enclosed: As stated above

Tega Industries Limited

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

TEGA INDUSTRIES LIMITED

CIN: L25199WB1976PLC030532

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

Telephone No.: +91-33-4093 9000; Fax No.: +91-33-4093 9075

Email: compliance.officer@tegaindustries.com Website: www.tegaindustries.com

POSTAL BALLOT NOTICE

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

Dear Member(s),

NOTICE is hereby given that pursuant to Section 110 read with Section 108, and all other applicable provisions, if any, of the Companies Act, 2013 (the '**Act**')(including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the '**Rules**'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the '**SEBI Listing Regulations**') and Secretarial Standards-2 ('**SS-2**') on General Meetings as issued by the Institute of Company Secretaries of India (ICSI) and other applicable provisions of the Act and the Rules, made thereunder and in accordance with the requirements prescribed in General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and various subsequent circulars issued in this regard, latest being Circular No. 09/2024 dated September 19, 2024 (collectively the '**MCA Circulars**'), and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India ('**SEBI**'), that the Special Resolutions as appended hereto are proposed to be passed by the Members of Tega Industries Limited (the '**Company**') through Postal Ballot by way of voting through electronic means ('**remote e-voting**') only.

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

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

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

Members are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes section of this Notice.

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

Commencement of e-voting period	9:00 a.m. IST on Saturday, December 28, 2024
Conclusion of e-voting period	5:00 p.m. IST on Sunday, January 26, 2025
Cut-off date for eligibility to vote	Friday, December 20, 2024

The remote e-voting facility will be disabled by Linkintime immediately after **5:00 p.m. IST on Sunday, January 26, 2025**.

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

The Scrutinizer will submit his report to the Chairman of the Company or to any other person authorized by him in writing who shall countersign the same after completion of scrutiny of the remote e-voting. The result of the remote e-voting along with the Scrutinizer’s report will be announced not later than **5.00 P.M. (IST) on Tuesday, January 28, 2025**.

The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for remote e-voting, i.e., **Sunday, January 26, 2025**. The results along with the Scrutinizer’s Report will be placed on the Company’s website i.e. www.tegaindustries.com and on the e-voting website of Linkintime i.e. <https://instavote.linkintime.co.in>. The same will simultaneously be communicated to the National Stock Exchange of India Limited (‘NSE’) and BSE Limited (‘BSE’), on which the shares of the Company are listed and be displayed at the Registered Office of the Company.

SPECIAL BUSINESS:

Resolution 1

To consider and approve the appointment of Mr. Anand Sen (DIN: 00237914) as a Non-Executive Independent Director of the Company for a term of 5 (Five) consecutive years.

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

“RESOLVED THAT Mr. Anand Sen (DIN: 00237914) who was appointed as an Additional Director of the Company in the capacity of Non-Executive Independent Director with effect from

November 14, 2024, on the recommendation of Nomination and Remuneration Committee by the Board of Directors, in terms of Section 161(1) of the Companies Act, 2013 ('Act') read with the Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby, appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and Regulation 17(1C), 25(2A) and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended, the Articles of Association of the Company, in accordance with the recommendation of Nomination and Remuneration Committee and approval by the Board of Directors, Mr. Anand Sen, who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, be and is hereby appointed, as a Non- Executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 (Five) consecutive years commencing from November 14, 2024 till November 13, 2029.

RESOLVED FURTHER THAT the Board of Directors, be and is hereby, authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions.”

Resolution 2

To consider and approve the redesignation of Mr. Madan Mohan Mohanka (DIN: 00049388) as a Non-Executive Non-Independent Director pursuant to his relinquishment of the position of “Whole Time Director”

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

“RESOLVED THAT pursuant to the recommendations of the Nomination and Remuneration Committee (NRC) and the Board of Directors (the “Board”) of the Company, and in accordance with Section 196, 197 and other applicable provisions, if any read with Schedule V of the Companies Act, 2013 (including any statutory modification(s), or re-enactment(s) thereof for the time being in force), Regulations 17(1A), 17(6) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) as amended, Mr. Madan Mohan Mohanka,(DIN: 00049388) Chairman and Whole Time Director of the Company, having expressed his desire to relinquish the position of Whole Time Director of the Company, be and is hereby, re-designated as a “Non–Executive Non-Independent Director and Chairman” of the Company, for a period of 5 (five) years with effect from February 1, 2025 to January 31, 2030, liable to retire by rotation, on the following terms and conditions:

1. **Remuneration:** Rs. 8,35,000/- (Rupees Eight Lakhs Thirty-Five Thousand) per month. No Sitting Fee for attending Board or Committee meetings shall be payable.
2. **Medical Expenses:** for self and spouse, at actuals, whether incurred in India or abroad including premium on medical insurance and related travel expenses to a maximum of Rs. 15,00,000/- (Rupees Fifteen Lakhs) per annum.
3. **Maintenance of the Chairmans' office** including necessary staff at the Company's expense.
4. **Reimbursement** of travel, stay, and entertainment expenses, Club Fee at actuals as incurred in the course of business as per the Company's policy.

RESOLVED FURTHER THAT pursuant to Regulation 17(6) (ca) of SEBI Listing Regulations, the above remuneration be paid to Mr. Madan Mohan Mohanka as a Non-Executive Director, notwithstanding that such remuneration may exceed 50% of the total annual remuneration payable to all Non-Executive Directors during the Financial Year 2024-25.

RESOLVED FURTHER THAT the Board of Directors, be and is hereby, authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions.”

Resolution 3

To consider and approve the payment of remuneration to Non-Executive Directors including Independent Directors.

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 197, 198 and other applicable provisions of the Companies Act, 2013, read with the Rules made thereunder, Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), subject to such other approvals as may be required and on the basis of the recommendation of the Nomination and Remuneration Committee (NRC) and the Board of Directors of the Company, approval of the Members, be and is hereby, accorded for payment of remuneration by way of Commission or otherwise to the Non-Executive Directors including the Independent Directors of the Company, appointed from time to time for a period of 5 (five) years, commencing from April 01, 2024 up to March 31, 2029, of a sum not exceeding 2% (Two percent) of the Net profits of the Company, computed in accordance with Section 198 of the Companies Act, 2013, subject to the total managerial remuneration payable to all Directors of the Company in any financial year not exceeding the overall limits prescribed from time to time under Section 197 and other applicable provisions of the Companies Act, 2013, or any statutory amendments thereof and the said remuneration be paid in such amount, proportion and manner as may be decided by the Board of Directors of the Company (herein after referred as 'Board' which term shall include any duly authorized committee thereof) from time to time.

RESOLVED FURTHER THAT the above remuneration shall be in addition to the sitting fees and reimbursement of expenses for attending the meeting(s) the Board and other meetings being paid to the Non-Executive Directors.

RESOLVED FURTHER THAT the Board of Directors, be and is hereby, authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolutions.”

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

Sd/-

Manjuree Rai

Company Secretary & Compliance Officer

Membership No: A12858

Place: Kolkata

Date: December 19, 2024

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (the 'Rules'), stating all material facts and the reason/ rationale for proposed resolutions are annexed and forms part of this Notice.
2. As per Section 110 and other applicable provisions, if any, of the Act read with Rule 22 of the Rules, cut-off date for the purpose of reckoning the voting rights is **Friday, December 20, 2024 ("Cut-off Date")**. A person who is not a member of the Company as on the Cut-off Date should treat this Notice for information purposes only.
3. The Board of Directors have appointed Mr. Atul Kumar Labh, Practicing Company Secretary (CP No. 3238 and Membership No. FCS 4848) of M/s A.K. Labh & Co. as a Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot will be final.

This Notice along with the instructions regarding remote e-voting is being sent only by e-mail to all those members, whose e-mail address is registered with the Company and/or Link Intime India Private Limited ("Linkintime"), Registrar and Transfer Agent ("RTA") of the Company or Depositories/Depository Participants and whose names appear in the Register of Members/Beneficial Owners as on the **Cut-off Date i.e. Friday , December 20 , 2024**, in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings/conducting postal ballot process through remote e-voting.

4. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder, Regulation 44 of the SEBI Listing Regulations, 2015, as amended and in accordance with the MCA Circulars, the Company has engaged Linkintime as the

agency for facilitating remote e-voting to enable the members to cast their votes electronically.

5. The Notice shall also be uploaded on the website of the Company i.e. www.tegaindustries.com and on the e-voting website of Linkintime i.e. <https://instavote.linkintime.co.in> and at the relevant sections of the websites of the BSE and NSE on which the shares of the Company are listed. As per the MCA Circulars, physical copy of Postal Ballot Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot.
6. All the members of the Company as on the **Cut-off Date i.e. Friday, December 20, 2024** (including those members who may not have received this Notice due to non-registration of their e-mail address with the RTA/Depositories/Depository Participants) shall be entitled to vote in accordance with the process specified in Note No. 14.
7. All documents referred to in this Postal Ballot Notice will be open/available for inspection by the members of the Company in the Registered office of the Company during working hours on all working days except Saturdays, Sundays and Public holidays upto and including **the last day for remote e-Voting i.e. Sunday, January 26, 2025**. Members seeking to inspect such documents can send an email to investor.relations@tegaindustries.com from their registered email addresses, mentioning their details.
8. Members holding shares in physical mode and who have not updated their e-mail addresses with the Company are requested to send an email to Linkintime, RTA of the Company at rnt.helpdesk@linkintime.co.in or enotices@linkintime.co.in and get their respective email address updated. Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participants. After successful registration of the e-mail address, a copy of this Postal Ballot Notice along with the remote e-voting user ID and password will be sent upon request received from the members.
9. The Scrutinizer will submit the results to Chairman of the Company, or any person authorized by him in writing, who shall countersign the same after completion of the scrutiny of the e-Voting and the results of the voting by Postal Ballot will be announced on or before **January 28, 2025**.
10. The voting results along with the Scrutinizer's Report will be uploaded on the Company's website: www.tegaindustries.com, and simultaneously it will also be communicated to the Stock Exchanges viz. BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com) and additionally will be displayed at the Registered Office of the Company. It will also be uploaded on the website of Linkintime i.e., <https://instavote.linkintime.co.in>.
11. Resolutions passed by the members through Postal Ballot are deemed to have been passed as if the same has been passed at a general meeting of the members convened in that behalf. The resolutions, if approved by the requisite majority of members by

means of Postal Ballot, shall be deemed to have been passed on the **last day of remote e-voting i.e. January 26, 2025.**

12. In case of any query/concern/grievance, members may refer the (i) remote e-voting user manual or (ii) Help & Frequently Asked Questions (FAQs), available at <https://instavote.linkintime.co.in>, or contact Mr. Rajiv Ranjan, AVP–e-voting, Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083, Maharashtra, India or Call at:- Telephone No.: 022-49186000 or write an email to the Company Secretary at investor.relations@tegaindustries.com.
13. Remote e-voting shall commence on **Saturday, December 28, 2024, at 9.00 A.M. (IST)** and end on **Sunday, January 26, 2025, at 5.00 P.M. (IST)**. The remote e-voting module shall be disabled by Linkintime for voting thereafter.
14. Remote e-Voting Instructions for members:

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

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

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

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

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

OR

User not registered for IDeAS facility:

- d) To register, visit URL: <https://eservices.nsd.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- e) Proceed with updating the required fields.
- f) Post registration, user will be provided with Login ID and password.
- g) After successful login, click on “Access to e-voting”.
- h) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

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

- a) Visit URL: <https://www.evoting.nsd.com/>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.

- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

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

METHOD 1 – From Easi/Easiest

Users who have registered/ opted for Easi/Easiest

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

OR

Users not registered for Easi/Easiest

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

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

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account.
After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

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

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

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.

- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

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

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

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

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

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

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

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

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

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

► Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

► Click "confirm" (Your password is now generated).

3. Click on 'Login' under 'SHARE HOLDER' tab.

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

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
4. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

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

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

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

STEP 3 – Voting through remote e-voting.

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

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of InstaVote before the start of remote evoting.
- d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select 'View' icon for 'Company's Name / Event number '. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

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

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

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

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

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

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

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

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

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

User ID for Members holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Members holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

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

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

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

o Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’

o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

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

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

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

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THE POSTAL BALLOT NOTICE

Resolution 1

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors on November 14, 2024, in terms of Section 161 of the Companies Act, 2013 (‘Act’), appointed Mr. Anand Sen (DIN: 00237914) as an Additional Director (Category: Non-Executive Independent) of the Company. The appointment of Mr. Anand Sen has been made pursuant to Section 149 read with Schedule IV of the Act and in accordance with the Articles of Association of the Company as a Non-Executive Independent Director, not liable to retire by rotation, for a

term of 5 (Five) consecutive years with effect from November 14, 2024, subject to approval of the Members.

Pursuant to Regulation 17(1C) of SEBI Listing Regulations, every listed entity shall ensure that approval of Members for appointment of a person on the Board of Directors is taken at the

next general meeting or within a time period of three months from the date of appointment, whichever is earlier. In terms of Regulation 25(2A) of the SEBI Listing Regulations, the appointment, re-appointment or removal of the independent director of a listed entity shall be subject to the approval of members by way of Special Resolution.

Mr. Anand Sen is eligible for appointment as a Director. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director. The Company has received consent from him to act as a Director in terms of section 152 of the Act and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and that he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

The Company has also received a declaration from Mr. Sen, confirming that he meets the criteria of independence as specified under the Act and the SEBI Listing Regulations and that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

In the opinion of the Board, Mr. Sen is a person of integrity and fulfils the conditions specified under the Act read with Rules made thereunder and the SEBI Listing Regulations for his appointment as a Non-Executive Independent Director of the Company and is independent of the Management.

Mr. Sen holds a bachelor's degree in metallurgical and materials engineering from IIT Kharagpur and Post Graduate Diploma in Business Management from IIM Kolkata. He is a strategic visionary with a keen understanding of international markets, and brings extensive experience in driving growth, fostering innovation, and optimizing operations. Recognized for building high-performance teams and implementing transformative strategies that enhance profitability and shareholder value, he is a dynamic and results-driven leader with a proven track record of driving global organizations to unprecedented success and has been associated with the Tata group for about four (4) decades and has held several key leadership positions within the Group.

Further he has confirmed that he is in compliance with Rules 6(1) and (2) of the Companies (Appointment and Qualification of Directors) Rules, 2014 with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ("IICA").

He is not inter-se related with any other Director or Key Managerial Personnel of the Company and does not hold any shares in the Company.

Additional information in respect of Mr. Sen pursuant to the provisions of (i) SEBI Listing Regulations and (ii) Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India is annexed to this Notice.

Apart from the sitting fees for attending meetings of the Board or Committees thereof and reimbursement of expenses for participation in such meetings, Mr. Sen may be paid remuneration by way of profit related commission as recommended by the Nomination and

Remuneration Committee and fixed by the Board of Directors based on the approval of the members from time to time.

A copy of the letter of appointment, setting out the terms and conditions of appointment of Mr. Sen and all other documents referred to in the accompanying Notice and this statement are available for inspection by members, without any fee, at the Company's Registered office during business hours on all working days till the end of the remote e-voting period.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Sen, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 1 of the Notice.

The Board considers that the appointment of Mr. Sen as an Independent Director is in the best interest of the Company and recommends the Special Resolution as set out at Item No. 1 for the approval of the Members.

Resolution 2

The Members of the Company through a postal ballot in April 2022 had approved the re-appointment of Mr. Madan Mohan Mohanka (DIN: 00049388) as Chairman and Whole-time Director, liable to retire by rotation, for a period of 5 (five) years with effect from March 01, 2022. Accordingly, the present term of Mr. Madan Mohan Mohanka shall continue till February 28, 2027. After spending a long period of nearly fifty years in the Executive role of the Company, Mr. Madan Mohan Mohanka has expressed his intention to relinquish his position as Whole Time Director of the Company w.e.f. closure of business hours on January 31, 2025.

In terms of Regulation 17(1A) of SEBI Listing Regulations, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy-five years unless a special resolution is passed to that effect. To comply with Regulation 17(1A) it is necessary to approve Mr. Madan Mohan Mohanka's appointment as a Non-Executive Director on the Board of Directors of the Company by way of a Special Resolution. Pursuant to the appointment of Mr. Madan Mohan Mohanka as Chairman of the Board in the capacity of Non-Executive Non-Independent Director, he will not be holding the Executive position, and his Remuneration/ Revision in his Remuneration in the capacity of Non-Executive Director, for his advisory role, is to be approved by the Members as per provisions in Regulation 17(6) of SEBI Listing Regulations.

Mr. Madan Mohan Mohanka has been at the helm of Tega Industries Limited since the incorporation of the Company and has substantially contributed to the growth of the Company and led it to leadership levels in the industry. Considering his intention to relinquish the Executive post, the Board of Directors at its meeting held on **December 19, 2024**, accepted the

relinquishment of the position of Whole time Director by Mr Madan Mohan Mohanka. Further he shall cease to be a Key Managerial Personnel (KMP) of the Company w.e.f closure of business hours on January 31, 2025. The Board of Directors unanimously approved the recommendation of the Nomination and Remuneration Committee for Mr. Madan Mohan Mohanka to continue on the Board of the Company as a Non-Executive Non-Independent Director and Chairman for a period of five years with effect from February 01, 2025. Although Mr. Madan Mohan Mohanka has already attained the age of 75 years, he is very able and shall continue to engage with the Company as a guide as well as its mentor. The Board also approved

the remuneration recommended by the Nomination and Remuneration Committee to be drawn by Mr. Mohanka as Non-Executive Non-Independent Director from **February 1, 2025**.

The Board recommends the resolution in relation to the appointment/continuation of directorship of Mr. Mohanka as a Non-Executive Director even after he attained the age of 75 years, for the approval of the Members of the Company. Continuation of his directorship on the Company will be of immense benefit to the Company. Given that Mr. Mohanka will also continue to closely engage with the Company, guide and mentor the management of the Company, the remuneration payable to Mr. Mohanka, as has been described in the resolution, may exceed 50% of the total annual remuneration payable to all Non-Executive Directors of the Company. The proposed remuneration is in line with industry practices and commensurate with the proposal to continue his engagement with the Company. The Act permits payment of monthly remuneration/ commission on profits subject to the approval of members.

The Board recommends the adoption of the Special Resolution placed before the Members in this regard. Mr. Madan Mohan Mohanka and his relatives including Mr. Mehl Mohanka the Managing Director and Group CEO are deemed to be interested in this resolution.

No other director or Key Managerial Personnel or their relative, except the aforementioned to whom this resolution relates to is concerned or interested in the resolution mentioned at Item No. 2 of the Notice.

Resolution 3

Regulation 17(6) of SEBI Listing Regulations inter alia provides that the Board shall recommend to the Members for their approval all fees or compensation, if any, paid to Non-Executive Directors, including Independent Directors.

The threshold limit prescribed for remuneration payable to Non-Executive Directors under Section 197 of the Act is 1% (One Percent) of the Net Profits of the Company (as computed in accordance with the provisions of Section 198 of the Act), if there is a Managing Director/whole-time director/manager and 3% (Three Percent) of the net profits in any other case. However, sitting fees paid to the Non-Executive Directors are outside the purview of the above limits. For payment of remuneration exceeding the above limits, Members' approval by Special resolution is required.

As the Company has Wholetime Director/ Managing Director, presently the Company can pay remuneration to its Non-Executive Directors up to the limit of 1% (One Percent) of its Net profits in any financial year.

The Company's Non-executive Directors (including Independent Directors) are professionals with a high level of expertise and have rich experience in functional areas such as business strategy, business development, corporate governance, finance & taxation, security-IT domain expertise, risk management amongst others.

The Non-Executive Directors of the Company play an important role in overseeing the governance, performance, and sustainable growth of the Company and contribute with their knowledge, skills, expertise, independent perspective, strategies and experience to the business of the Company and provide required diversity in Board's decision-making process.

With the enhanced Corporate Governance requirements, increased responsibilities and duties of the Directors under the Act and the SEBI Listing Regulations, and the competitive business environment, the role of the Board, particularly the Non – Executive Directors including the Independent Directors, has become more significant, requiring an enhanced level of decision-making ability, greater time commitments with a high level of oversight.

To do justice to their contribution and attract and retain such directors it is necessary to remunerate them adequately. Given the above, the Board, based on recommendation of the NRC, at their respective meetings held on **December 19, 2024**, have approved, and recommended the aggregate remuneration payable to the Non-Executive Directors including the Independent Directors (present and future) of the Company for a period of five years commencing April 1, 2024, over the 1% (one percent) of the net profits of the Company in a Financial Year, this resolution enables such payment up to a limit of 2% (two percent), but within overall limit of total managerial remuneration permitted from time to time under Section 197 of the Companies Act, 2013 or Rules made thereunder or any statutory modifications thereof.

The NRC and the Board of Directors would determine the annual remuneration payable to the Non-Executive Directors including the Independent Directors taking into consideration various factors such as Director's participation in Board and Committee Meetings, association with the Company during the year and contributions therein, other responsibilities undertaken, time devoted in carrying out their duties, role, and functions as envisaged in Act and such other factors as the NRC and Board may consider fit within the overall limits of the remuneration as approved by the Members of the Company.

Non-Executive Directors along with their relatives are deemed to be concerned or interested, financially or otherwise in the Resolution at Item No. 3 of the Notice to the extent of remuneration that may be received by them. Also given the proposed relinquishment of office of the Whole Time Director by Mr. Madan Mohan Mohanka and the proposed change in his designation as Non-Executive Non-Independent Director, Mr. Madan Mohan Mohanka along with his relatives including Mr. Mehul Mohanka, Managing Director and Group CEO of the Company are deemed to be interested. No other Key Managerial Personnel of the Company and their relatives are in any way concerned or interested financially or otherwise, in the Resolution.

The Board recommends the passing of this resolution at Item No. 3 of the accompanying Notice for approval of the members of the Company by way of Special Resolution.

Annexure

Details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard 2 on General Meetings is given hereunder:

Name of the Director	Mr. Anand Sen	Mr. Madan Mohan Mohanka
Director Identification Number (DIN)	00237914	00049388
Date of Birth/Age	17/09/1959; Age: 65	13/08/1943; Age: 81
Nationality	Indian	Indian
Date of first appointment on the Board	November 14, 2024	May 15, 1976
Qualifications	B. Tech (Metallurgical Engineering) from IIT (Kharagpur); Post Graduate Diploma in Business Management (PGDBM) from IIM (Kolkata); Executive MBA, CEDEP, INSEAD France; Challenges of Leadership from INSEAD, France.	He holds a Bachelor's degree in Science (engineering) from Ranchi University and a Post Graduate Diploma in Business Administration from the Indian Institute of Management, Ahmedabad.
Experience and expertise in the specific functional areas	Mr. Sen has been associated with the Tata Group for about four (4) decades and has held several key leadership positions within the Group. His extensive experience encompasses diverse areas including Sales & Marketing, Strategy and Business Leadership, Operations, Maintenance, Technology, Total Quality Management, Supply Chain, Project Management, Enterprise Risk Management and Innovation. He has chaired several Tata companies such as Tata Steel Processing Distribution Ltd., Tayo Rolls Ltd. and Natsteel Holding Pvt. Ltd and has also served on the Board of various Tata Group Companies. Additionally, he has also served as the Managing Director of Tata	Mr. Mohanka is the Founder, Promoter and Chairman, and first-generation entrepreneur with over 48 years of industry experience and strong relationships with several key industry organizations. He is from an engineering background and has been instrumental in making the Company reach new heights globally.

	<p>International Ltd. for a period of over two years.</p> <p>Mr. Sen has expertise in the fields of Business & Industry, Financial Control, Governance & Compliance, Technology and Strategy Development and deployment.</p>	
Skills and capabilities required for the role and manner in which the proposed Director meets such requirements	<p>The skills and capabilities required for the role of Independent Director has been defined by the Nomination and Remuneration Committee (NRC) and the Board, in context of the Company's business.</p> <p>NRC and the Board reviewed domain skills, professional experience and industry exposure of Mr. Sen and concluded that he possesses the skills/expertise/competencies required in the context of the Company's business, to discharge his role as an Independent Director of the Company.</p>	Not Applicable
Shareholding in the Company	NIL	5,348,502 Equity Shares
List of Directorship in other Listed Companies	<ol style="list-style-type: none"> 1. The Sandur Manganese and Iron Ores Limited – Independent Director 2. John Cockerill India Limited – Independent Director 	NIL
List of Directorship in other Companies	<ol style="list-style-type: none"> 1. Arjas Steel Private Limited – Additional Director (Category: Non-Executive Independent) (Subsidiary of The Sandur Manganese and Iron Ores Limited) 	<p>Unlisted Indian Public Companies:</p> <ol style="list-style-type: none"> 1. MM Aqua Technologies Limited 2. Maple Orgtech (India) Limited 3. T P W Engineering Limited 4. Hosch Equipment (India) Limited

		5. Tega McNally Minerals Limited
List of Membership/Chairmanship of other Committees of other Companies	<p>I. Committee positions held in The Sandur Manganese and Iron Ores Limited –</p> <ol style="list-style-type: none"> 1. Audit Committee – Member 2. Stakeholders Relationship Committee – Chairman 3. Nomination and Remuneration Committee – Member 4. Risk Management Committee - Member <p>II. Committee positions held in John Cockerill India Limited –</p> <ol style="list-style-type: none"> 1. Audit Committee – Member 2. Risk Management Committee – Member 3. Finance and Operations Committee – Member <p>III. Committee positions held in Arjas Steel Private Limited (Subsidiary of The Sandur Manganese and Iron Ores Limited)</p> <ol style="list-style-type: none"> 1. Nomination and Remuneration Committee – Chairman 2. Audit Committee – Member 3. Risk Management Committee – Member. 	NIL
Listed entities from which the Director has resigned in the past three years	Tayo Rolls Limited	NIL
Number of meetings of the Board attended during the financial year 2024-2025 (UPTO THE DATE OF THIS NOTICE)	He was appointed on November 14, 2024, and attended the meeting as an Additional Director (Category: Non-Executive Independent) held on December 19, 2024.	5 (Five) out of 5 (Five) Board meetings.

Terms and conditions of appointment	Appointed as an Independent Director for a term of 5 (five) consecutive years w.e.f. November 14, 2024; Not liable to retire by rotation.	Re-designated as a Non-Executive Non-Independent Director and Chairman for a term of 5 (five) years w.e.f. February 1, 2025. Liable to retire by rotation.
Remuneration details last drawn	NIL	As a Whole time Director, he is presently entitled to remuneration of Rs. 34,88,800 per month plus other allowances as approved by the members through Postal ballot in April 2022.
Remuneration proposed to be paid	Entitled to sitting fees for attending meetings of the Board or Committees thereof and Profit-related commission as recommended by the Nomination and Remuneration Committee and fixed by the Board of Directors based on the approval of the Members from time to time.	As mentioned in Resolution No. 2.
Relationship with other Directors and KMP of the Company	None	Father of Mr. Mehul Mohanka, Managing Director and Group CEO of the Company.

By the Order of the Board of Directors
For Tega Industries Limited
Sd/-

Manjuree Rai
Company Secretary & Compliance Officer
Membership No: A12858

Place: Kolkata
Date: December 19, 2024