



February 23, 2024

To
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai- 400 001
Scrip Code: 512038

Sub.: Intimation and Notice of Extra-ordinary General Meeting.

Dear Sir/Ma'am,

We would like to inform you that the Extra-ordinary General Meeting of the company is scheduled to be held on Monday, the 18th day of March, 2024 at 2 P.M. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), please find enclosed herewith Notice of the Extra-ordinary General Meeting.

Kindly take the same on records.

Thanking you,
For TCC Concept Limited

Umesh Kumar Sahay
Managing Director
(DIN: 01733060)

TCC Concept Limited

(Formerly known as Aaswa Trading and Exports Limited)

Regd. Office: 5th Floor, VB Capitol Building, Range Hill Road, Opp. Hotel Symphony, Bhoslenagar,
Shivajinagar, Pune-411007 | CIN: L68200PN1984PLC222140 | Cont.: +91 86004 61900
Email Id: compliance@tccltd.in | Website: www.aaswatrading.in

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF TCC CONCEPT LIMITED WILL BE HELD ON MONDAY, 18TH DAY OF MARCH, 2024 AT 02.00 P.M (IST) THROUGH VIDEO CONFERENCING (“VC”)/ OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS(ES):

SPECIAL BUSINESS:

ITEM NO. 1: PREFERENTIAL ISSUE AND ALLOTMENT OF 10,00,000 EQUITY SHARES OF FACE VALUE OF RS 10/- EACH TO NON-PROMOTER(S) OF THE COMPANY:

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 Section Sections 23(1)(b), 39, 42, 62(1)(c) 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, the applicable provisions of the Foreign Exchange Management Act, 1999, and rules and regulations made there under, including the Foreign Exchange Management (Transfer or Issue of Security by a person resident outside India) Regulations, 2000 (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with enabling provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the provisions of Chapter-V of the preferential issue as contained in the Securities and Exchange Board of India (“Issue of Capital and Disclosure Requirements”) Regulations, 2018 as amended (The “SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the rules, regulations, notifications and circulars issued thereunder and 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”) and the Reserve Bank of India (“RBI”) and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including from BSE Limited but not limited to SEBI and subject to such conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (the “Board”, which term includes a duly constituted and authorized committee), approval of the members of the Company through this Extra Ordinary General Meeting be and is hereby accorded to the Board to create, issue, offer and allot 10,00,000 (Ten Lakh) Equity Shares of the Company of face value of Rs. 10/- (Rupees Ten) per Equity Share at an issue price of Rs. 275/- (Rupees Two Hundred and Seventy-Five Only) each including a premium of Rs. 265/- (Rupees Two Hundred and Sixty-Five Only) per share, aggregating to Rs. 27,50,00,000/- (Rupees Twenty-Seven Crore and Fifty Lakh only), the price determined in accordance with Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, on a preferential basis to the non-promoters in one or multiple tranches and on such terms and conditions and in such manner, as the Board may think fit and proper and in its absolute discretion.”

“**RESOLVED FURTHER THAT** in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and Regulation 161 the “Relevant Date” for the purpose of calculating the floor price for the issue of 10,00,000 (Ten Lakh) equity shares would be 16 February, 2024 which would be the date falling 30 days prior to date of EGM and the floor price as calculated as per Securities and Exchange Board of India

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(Issue of Capital and Disclosure Requirements) Regulations, 2018 is of Rs. 275/- (Rupees Two Hundred and Seventy Five Only).”

“**RESOLVED FURTHER THAT** in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, 10,00,000 (Ten Lakh) Equity Shares of face value of Re. 10/- each (“Equity Shares”), fully paid up, be issued for cash, at a price 275/- per share (including premium of Rs. 265/-) as recomputed under the said Regulation to the person belongs to non-promoter group:

Your company is proposing to offer and issue up to 10,00,000 (Ten Lakh) equity shares of face value of Rs. 10/- each and at a subscription price of 275/- each of the company in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 to the non-promoters.”

“**RESOLVED FURTHER THAT** the members be and are hereby approved the issue and allotment of 10,00,000 (Ten Lakh) equity shares of face value of Re. 10/- each (“Equity Shares”), fully paid up, for cash, at a price 275/- per share (including premium of Rs. 265/-) to the following allottees:

Sr. No.	Name	Proposed Shares	At Price (Rs.) per share	Total Amount (Rs.)
1	Sageone Flagship Growth 2 Fund	8,00,000	275	22,00,00,000
2	Sageone Investment Managers LLP	2,00,000	275	5,50,00,000
Total		10,00,000		27,50,00,000

“**RESOLVED FURTHER THAT** subject to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws the Board be and is hereby fully authorized to decide and approve terms and conditions of the issue of the above-mentioned equity shares and to vary, modify or alter the terms and conditions including size of the issue as it may deem expedient.”

“**RESOLVED FURTHER THAT** the members be and is hereby approved and take on record the valuation report of Mr. Bhavesh M. Rathod - IBBI Registered Valuer having Registration No. IBBI/RV/06/2019/10708, dated 23/02/2024 as per Regulation 165 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the issue price is Rs. 275/- per equity share.”

“**RESOLVED FURTHER THAT** in case the preferential issue is of Equity Shares, the preferential allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- 100% of the preferential allotment consideration shall be payable on or before the date of the allotment of the Equity Shares;
- The Equity Shares so offered, issued and allotted to the Proposed Allottee, shall be issued by the Company for cash consideration;
- The Equity Shares shall be allotted in one or more tranches, on receipt of subscription monies within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchanges/ the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission;
- The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within the time prescribed under the applicable laws;

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- e. The Equity Shares to be allotted shall be fully paid-up and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects including the payment of dividend and voting rights from the date of allotment thereof;
- f. The pre-preferential allotment holding of the Proposed Allottee and Equity Shares to be allotted shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations; and
- g. The Equity Shares will be listed on BSE Limited where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.”

“RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottee inviting them to subscribe the Equity Shares.”

“RESOLVED FURTHER THAT in terms of the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the “Relevant Date” shall be 16 February, 2024, being the date 30 (thirty) days prior to the date of this Extra-ordinary General Meeting.”

“RESOLVED FURTHER THAT subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws, the Board or the Committee constituted thereunder, if any, be and is hereby authorized to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue to the Investors, as may deem expedient.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board/ the Committee be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid equity shares and listing of the equity shares to be allotted on preferential allotment basis with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said equity shares, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned regulatory authorities, including to the FIPB, issue and allotment of the equity shares, to execute necessary documents and enter into contracts, arrangements, other 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 further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution 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 its powers conferred upon it by this resolution, to any director(s), committee(s), executive(s), officer(s) or authorized signatory(ies) 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

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authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.”

“**AND 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 do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Proposed Allottee, effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of Equity Shares, making applications to the stock exchanges for obtaining in-principle approvals, listing of shares, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of equity shares without being required to seek any further consent or approval of the members of the Company and to represent the Company before any governmental and regulatory authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.”

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**By Order of the Board of Directors
For TCC Concept Limited**

Date: February 23, 2024

Place: Pune

**Sd/-
Divya Reejwani
Company Secretary**

E-mail: compliance@tccltd.in

Website: www.aaswatrading.in

NOTES:

1. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') with respect to Item No. 1 forms part of this Notice.
2. In view of the global outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 20/2020 dated May 5, 2020 in relation to 'Clarification on holding of annual general meeting (EOGM) through video conferencing (VC) or other audio visual means (OAVM) read with General Circular No. 14/2020 dated April 8, 2020 and the General Circular No. 17/2020 dated April 13, 2020 in relation to 'Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19' (collectively referred to as 'MCA 441 Circulars') and the Securities and Exchange Board of India ('SEBI') vide its circular dated May 12, 2020 in relation to 'Additional relaxation in relation to compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – COVID-19 pandemic' ('SEBI Circular') permitted the holding of the EOGM through VC or OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI Listing Regulations

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and MCA Circulars & SEBI Circular, the Extra-ordinary General Meeting (EOGM) of the Company is being held through VC/OAVM on Monday, the 18th March, 2024 at 02:00 p.m. The deemed venue for the EOGM will be at 5th Floor, VB Capitol Building, Range Hill Road, Opp. Hotel Symphony, Bhoslenagar, Shivajinagar, Pune-411007.

3. Since the Extra-ordinary General Meeting (EOGM) will be held through VC / OAVM, the Route Map is not annexed in this Notice. The proceedings of the EOGM shall be deemed to be conducted at the Registered Office of the Company, which shall be the deemed venue of EOGM
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EOGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EOGM is being held pursuant to the MCA Circulars and SEBI Circular through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EOGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the LODR Regulations, the Company has extended e-voting facility for its members to enable them to cast their votes electronically on the resolutions set forth in this notice. The instructions for e-voting are provided in this notice. The remote e-voting commences on Friday, 15 March, 2024 at 9:00 a.m. (IST) and end on Sunday, 17 March, 2024 at 5:00 p.m. IST. The voting rights of the Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date, i.e., Monday, 11 March, 2024.
6. Any person who is not a member post cut-off date should treat this notice for information purposes only.
7. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EOGM.
8. Any person, who acquires shares and becomes a Member of the Company after sending the notice and holding shares as of the cut-off date, i.e., Monday, 11 March, 2024, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or to the Registrar and Share Transfer Agent (RTA) rnt.helpdesk@linkintime.co.in. However, if he/she is already registered with Central Depository Services (India) Limited (CDSL) for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
9. Mr. Chirag Sachapara, Practicing Company Secretary (Membership No. A59034 CP No. 22177) of M/s. Sachapara & Associates, vide Board Resolution dated 23 February, 2024 has been appointed as the Scrutinizer to scrutinize the voting and e-voting process in a fair and transparent manner.
10. The Scrutinizer shall within a period not exceeding 2 (Two) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (Two) witnesses not in

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the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or a person authorised by him in writing.

11. The Results shall be declared after the EOGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website viz. www.aaswatrading.in and on the website of CDSL within 2 (Two) working days of passing of the resolution(s) at the EOGM of the Company and the same will also be communicated to the Stock Exchanges.
12. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants (DPs) in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
13. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the EOGM along is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories. Members may note that the Notice will also be available on the Company's website www.aaswatrading.in, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL at <https://helpdesk.evoting@cdslindia.com> and at www.linkintime.co.in & <https://instameet.linkintime.co.in>. The Company will also be publishing an advertisement in newspaper containing the details about the EOGM i.e. the conduct of EOGM through VC/ OAVM, date and time of EOGM, availability of notice of EOGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses with the Company/ RTA and other matters as may be required.
14. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020 and January 15, 2021, the Notice of the EOGM and the Instructions for e-Voting are being sent by electronic mode to all the Members whose e-mail addresses are registered with the Company / respective Depository Participants. Members may also note that the Notice convening the EOGM are also available on the Company's website www.aaswatrading.in, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL (agency for providing the Remote e-Voting facility) <https://helpdesk.evoting@cdslindia.com> and at www.linkintime.co.in & <https://instameet.linkintime.co.in> (RTA is the provider of VC and e-voting at EOGM).
15. The Members can join the EOGM 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 EOGM through VC / OAVM will be made available for 2000 members on first come first served basis.
16. Members attending the EOGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
17. The Members who have cast their vote by remote e-voting prior to the EOGM may also attend/ participate in the EOGM through VC / OAVM but shall not be entitled to cast their vote again.

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18. The Registers maintained under Section 170 & 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection till the conclusion of EOGM by the members based on the request being sent on compliance@tccltd.in .
19. Member(s) must quote their Folio Number/ DP ID & Client ID and contact details such as email address, contact no. etc. in all correspondences with the Company/ RTA.
20. As per Regulation 40 of LODR Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the RTA for assistance in this regard.
21. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EOGM.
22. Pursuant to the provisions of Section 72 of the Act the Member(s) holding shares in physical form may nominate, in the prescribed manner, any person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. A nomination form for this purpose is available with the Company or its RTA. Member(s) holding shares in demat form may contact their respective DPs for availing this facility.
23. Member(s) holding shares in physical form is/ are requested to notify immediately any change of their respective addresses and bank account details. Please note that request for change of address, if found incomplete in any respect shall be rejected. Members holding shares in demat form are requested to notify any change in their addresses, e-mails and/or bank account mandates to their respective DPs only and not to the Company/ RTA for effecting such changes. The Company uses addresses, e-mails and bank account mandates furnished by the Depositories for updating its records of the Shareholders holding shares in electronic/demat form.
24. All communications/ queries in this respect should be addressed to our RTA, rnt.helpdesk@linkintime.co.in.
25. Member(s) must quote their Folio Number/ DP ID & Client ID and contact details such as email address, contact no. etc. in all correspondences with the Company/ RTA.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

Members are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) through e-voting.

Process and manner for attending the EGM through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

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► Select the “Company” and ‘Event Date’ and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
- Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
- Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company

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. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

► Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the EGM through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request with the company for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
3. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Instructions for Shareholders/ Members to Vote during the EGM through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

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Note: Shareholders/ Members, who will be present in the EGM through InstaMeet 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the EGM will be eligible to attend/ participate in the EGM through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

InstaMeet Support Desk
Link Intime India Private Limited

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING THROUGH VC/OAVM ARE AS UNDER BY CDSL:

- (i) The remote e-voting period begins on Thursday, December 21, 2023 at 9:00 a.m. (IST) and end on Saturday, December 23, 2023 at 5:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday, December 16, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders 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.

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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 remote e-Voting 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	<ol style="list-style-type: none"> 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. 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, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at 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

TCC Concept Limited

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	<p>and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 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.nsd.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 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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 hold 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
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>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</p>

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& voting during the meeting.

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 for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” 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) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) 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

TCC Concept Limited

(Formerly known as Aaswa Trading and Exports Limited)

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Email Id: compliance@tccltd.in | Website: www.aaswatrading.in

	<p>Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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.
<p>Dividend Bank Details OR Date of Birth (DOB)</p>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <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. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (ix) Click on the relevant EVSN for **“TCC Concept Limited”** on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (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) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

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- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Facility for Non – Individual Shareholders and Custodians –Remote Voting
 - a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cDSLindia.com.
 - c. 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.
 - d. The list of accounts linked in the login should be mailed to helpdesk.evoting@cDSLindia.com and on approval of the accounts they would be able to cast their vote.
 - e. 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.

OTHER INSTRUCTIONS:

1. The procedure for attending remote e-voting, E-EOGM & e-Voting on the day of the EOGM is same as the instructions mentioned above.
2. 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 EOGM.
3. Shareholders are encouraged to join the Meeting through Laptops / I Pads for better experience.
4. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. 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.
6. 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 5 days prior to meeting i.e. Tuesday, December 19, 2023 mentioning their name, demat account number/folio number, email id, mobile number at compliance@tccltd.in and instameet@linkintime.co.in. The shareholders who do not wish to speak during the EOGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at compliance@tccltd.in and instameet@linkintime.co.in. These queries will be replied to by the company suitably by email.

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7. As the EGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the EGM, Members are encouraged to express their views / send their queries - in advance of the EGM, mentioning their name, demat account number / folio number, email id, mobile number at email id compliance@tccltd.in and instameet@linkintime.co.in.
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 EOGM 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 EOGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EOGM 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.

For any other queries relating to the shares of the Company, you may contact the Registrar and Share Transfer Agent at the following address:

Link Intime India Pvt. Ltd,
5th Floor, 506 TO 508,
Amarnath Business Centre – 1 (ABC-1),
Beside Gala Business Centre,
Nr. St. Xavier's College Corner,
Off C G Road, Ellisbridge,
Ahmedabad - 380006.
Phone : 079 2646 5179
Fax : 022 - 4918 6060
Email : ahmedabad@linkintime.co.in and rnt.helpdesk@linkintime.co.in

Registered Office:

5th Floor, VB Capitol Building, Range Hill Road,
Opp. Hotel Symphony, Bhoslenagar,
Shivajinagar, Pune-411007

**By Order of the Board of Directors
For TCC Concept Limited**

Date: February 23, 2024
Place: Pune

**Sd/-
Divya Reejwani
Company Secretary**

**E-mail: compliance@tccltd.in
Website: www.aaswatrading.in**

TCC Concept Limited

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“ACT”) AND CHAPTER V OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 (“SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018”), AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Pursuant to Section 102 of the Companies Act, 2013 (“the Act”), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying Notice dated February 23, 2024.

ITEM NO. 1: PREFERENTIAL ISSUE AND ALLOTMENT OF 10,00,000 EQUITY SHARES OF FACE VALUE OF RS 10/- EACH TO NON-PROMOTER(S) OF THE COMPANY:

Your company is proposing to offer and issue up to 10,00,000 (Ten Lakh) equity shares of face value of Rs. 10/- each and at a subscription price of Rs. 275/- each per shares of the company in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 to the following proposed allottees.

Sr. No.	Name	Proposed Shares	At Price (Rs.) per share	Total Amount (Rs.)
1	Sageone Flagship Growth 2 Fund	8,00,000	275	22,00,00,000
2	Sageone Investment Managers LLP	2,00,000	275	5,50,00,000
Total		10,00,000		27,50,00,000

TCC Concept Limited is into the following business of

“To carry on business of rendering real estate services, real estate broker and agent including but not limited to searching and identifying all type of properties namely commercial as well as residential as per the requirements of the client(s)/ customer(s) and also develop, license, offer on subscription basis technologies to facilitate / perform real estate services and

To carry on business of lead generation, appraisal of properties and asset hiring and renting on lease or commission basis including but not limited to leasing and subleasing of commercial and residential properties/ unit(s), IT park, furniture and fixtures”.

The Present paid up capital of the Company consist of 2,10,34,396 Equity shares of face value of Rs 10/- each aggregating Rs. 21,03,43,960/-. The Board has appointed Mr. Bhavesh M. Rathod - IBBI registered valuer having registration No. IBBI/RV/06/2019/10708 and as per his valuation report as on 23 February, 2024, the valuation of each share is Rs. 275/- of face value of Rs 10/- each.

As members are aware that the company needs fund for expanding the business and to meet its day-to-day requirement/ expenses in the normal course of Business, the Board of Directors in their meeting held on 23 February, 2024 decided to come up with a preferential issue for raising the funds by way of issuing Equity shares to the above said proposed allottees (non-promoters).

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This proposed allotment will help the company to improve its debt -equity ratio and compliances under the Companies Act, 2013. By this issue of new shares, the wealth of the Shareholders and other stake holders will increase.

The Company confirms the compliance of regulation 160 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018:

- a. all the equity shares allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
- b. the Proposed resolution to be passed as a special resolution;
- c. all equity shares (pre-holdings) held by the below proposed allottees in the issuer are in dematerialized form, if any;
- d. The Company further confirms that even after this allotment the Company is in compliance with rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 with the conditions for continuous listing of equity shares as specified in the listing agreement with the recognized stock exchange (BSE);
- e. the company has obtained the Permanent Account Number (except those allottees which may be exempt from specifying their Permanent Account Number for transacting in the securities market by the Board) to the extent applicable and demat number of the proposed allottees and confirmation that shares can be credited to their demat accounts; and
- f. The Company has obtained a declaration from the proposed allottees that he has not sold any shares during the 90 trading days preceding the relevant date and also not willful defaulters or their any prohibition to subscribe the shares.
- g. the Company will make an application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when the notice to be/ has been in respect of the general meeting seeking shareholders' approval by way of special resolution.

The Board of Directors of the Company in their meeting held on 23 February, 2024, approved raising of funds aggregating up to Rs. 27,50,00,000/- by way of issuance of up to 10,00,000 equity shares of Rs. 10/- each ("Equity Shares") at a price of Rs. 275/- per Equity Share to the above said proposed allottees of the Company (referred to as "the Proposed Allottees"), by way of a preferential issue through private placement offer, that has agreed to subscribe to the proposed preferential issue and has confirmed its eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations").

In accordance with Sections 23(1)(b), 39,42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), as amended from time to time, approval of the Members of

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the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis.

Accordingly, in terms of the Act and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, consent of the members is being sought for the raising of funds aggregating up to Rs. 27,50,00,000/- by way of issuance of up to 10,00,000 equity shares equity shares of Rs. 10/- each (“Equity Shares”) at a price of Rs. 275/- per Equity Share, on a preferential basis to the Proposed Allottees as the Board of Directors of the Company may determine in the manner detailed hereafter.

The salient features of the preferential issue, including disclosures required to be made in accordance with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, are set out below:

(i) **Capital of the Company:**

The Authorized capital of the Company consists of 2,50,00,000 equity shares of face value of Rs.10/- each aggregating to Rs. 25,00,00,000/-.

At present the paid-up capital of the company consist of **2,10,34,396** equity shares of face value of Rs.10/- each aggregating to Rs. 21,03,43,960/-.

The Present issue consists of 10,00,000 equity shares of Rs. 10/- each. Post allotment of this preferential issue of 10,00,000 equity shares of Rs. 10/- each the paid-up capital of the company will be 2,20,34,396 equity shares of face value of Rs. 10/- each aggregating Rs. 22,03,43,960/-. The proposed allottee’s consist of 1 Body Corporates, 1 Alternative Investment Fund - Category III.

The present status of the previous pre-preferential issue is as under:

Details of Issue	Date of Allotment	Status of conversion into equity shares	Status of Listing	Status of Trading approval
7,756,336 equity shares by way of swap of shares	03-01-2024	NA	Approved (7,756,336)	Approved/ received
24,988 Compulsory Convertible Debentures (CCDs)	03-01-2024	To be converted in future.	NA	NA
1,25,58,060 equity shares by way of swap of	20-06-2023	NA	Approved (1,25,58,060)	Approved/ received

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Email Id: compliance@tccltd.in | Website: www.aaswatrading.in

shares				
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(ii) **Date of Board Resolution:**

23rd February, 2024

(iii) **Relevant Date:**

The Relevant Date for the purpose of determining the pricing of shares in accordance with under regulation 161 Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 is 16-02-2024, being the date that is 30 days prior to the date of the ensuing Extra - Ordinary General Meeting.

(iv) **The Objects of the issue through preferential issue:**

- To enlarge its core businesses;
- Invest in technology, human resources, fix assets and other infrastructure or working capital to support the Businesses of the Company and
- To Invest in the New Projects;

(v) **The total number of securities, kinds of securities and price at which security is being offered:**

Issuance of up to 10,00,000 (Ten Lakh) Equity shares of face value of 10/- (Rupees Ten only) each at an issue price of 275/- (Rupees Two Hundred Seventy-Five only) per equity share each, in one or more tranches, for an aggregate amount of 27,50,00,000/- (Rupees Twenty-Seven Crore and Fifty Lakh only) on preferential basis.

(vi) **Basis or justification for the price (including the premium, if any) has been arrived at:**

As per Regulation 165* of the ICDR Regulations, 2018 prescribes the minimum price at which a preferential issue shall be made as per the valuation report issued by the registered valuer named Bhavesh Rathod – IBBI registered valuer (IBBI/RV/06/2019/10708) dated 23/02/2024 and same is available at the website of the company at <https://www.aaswatrading.in> and also available at the registered office of the company.

***As the shares of the company it is infrequently traded due to during last 240 trading days preceding the relevant date the volume/ turnover on recognized Stock exchange (BSE Limited) is less than 10% of the paid-up capital.**

(vii) **Pricing:**

The issue price of Rs. 275/- Per share of face value of Rs. 10/- each and is in accordance with regulation 165 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and for the purpose of the above guidelines the **Relevant Date is 16-02-2024.**

The Valuation is Rs. 275/- per equity share as per regulation 165 of the ICDR Regulation,

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2018. Presently the shares of the company fall into the infrequently traded category. The price of the shares to be issued wherever required shall be re-computed/adjusted in accordance with the above said regulation.

Registered valuer certificate under regulation 166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.: Not Applicable

Regulation 166A (1): Other conditions for pricing: Not Applicable

Any preferential issue, which may result in a change in control or allotment of more than five percent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price: **Not Applicable**

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

Provided further that if any proposed preferential issue is likely to result in a change in control of the issuer, the valuation report from the registered valuer shall also cover guidance on control premium, which shall be computed over and above the price determined in terms of the first proviso.

However, the post % of the allotment considering the fully allotted shares capital, none of the allottees is subscribing more than 5% and as a group their diluted shareholding post allotment is not exceeding 5% of the enhanced capital. Hence, valuation report from an independent registered valuer is not required.

We hereby confirm and certify that the valuation Report prepare as per Regulation 165 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 should be treated as valuation Report prepared under Regulation 166A (1) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018: **Not Applicable**

(viii) **The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price:**

The Security-wise details is as follows:

Equity Share

Details of Issue	No of allottees	Price Per Share	Date of Allotment	Status of conversion into equity shares	Status of Listing	Status of Trading
7,756,336 equity shares	35	Rs. 89.29	03-01-2024	NA	Approved	Approved

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by way of swap of shares						
1,25,58,060 equity shares by way of swap of shares	163	Rs. 78.35	20-06-2023	NA	Approved	Approved
Total	198					

Compulsory-Convertible Debentures (CCDs)

Details of Issue	No of allottees	Price Per CCD	Date of Allotment	Status of conversion into equity shares	Status of Listing	Status of Trading
24,988 Compulsory Convertible Debentures (CCDs)	126	Rs. 2,500	03-01-2024	To be converted in future.	NA	NA
Total	126					

(ix) **Maximum number of securities to be issued:**

The maximum number of securities to be issued by the Company is 10,00,000 (Ten Lakh).

The resolution set out in the accompanying notice authorizes the Board to issue to the allottee up to 10,00,000 (Ten Lakh) Equity shares of face value of Re. 10/- each, in such manner and on such price, terms and conditions as may be determined by the Board or the committee framed thereunder, in accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Company or any of its Promoters or Directors is/are now not a willful defaulter. The Acquirer/ proposed allottee is also not a willful defaulter. None of the allottees are prohibited to participate in this issue or willful defaulter.

(x) **Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the offer:**

The preferential issue of shares is being made to the Specified Allottees who are not the Promoters of the Company and do not form part of the Promoter Group of the Company or connected with Key Managerial Person or any Director of the company.

(xi) **Proposed Allottee's:**

The name, Address, Category and PAN No. of the proposed allottees are under:

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Email Id: compliance@tccltd.in | Website: www.aaswatrading.in

Sr. No.	Name	Category	PAN	Address
1	Sageone Flagship Growth 2 Fund	Public (Non-Promoter)	ABBTS6871M	706, TOWER 2, WORLD TRADE CENTRE, EON FREE ZONE, KHARADI PUNE, MAHARASHTRA-411014
2	Sageone Investment Managers LLP	Public (Non-Promoter)	ACKFS0885M	PLOT NO 56 CLOUD 9 SOC SN 46 1 2 KONDHWA KD MOHD WADI PUNE MAHARASHTRA 411048

(xii) **Pre-Holdings of proposed allottee's :**

As on date the following allottee's have pre-holdings:

Sr. No.	Name	No. of shares	%	Pre-holding Lock In release date
1	Sageone Flagship Growth 2 Fund	0	0	NA
2	Sageone Investment Managers LLP	0	0	NA

Further, the entire pre-preferential holding of the Proposed Allottee shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations. As per Regulation 167(6) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the entire pre-preferential shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.: **NA**

(xiii) **Shareholding pattern of the Company before and after the Preferential Issue:**

The post shareholdings will be consisting of 2,20,34,396 (before considering pending 24988 CCDs to be converted into Equity shares at later date in 28:1 ratio i.e. 28 equity shares to be issued against 1 CCD) equity shares of face value of Rs. 10/- each, respectively.

Category	Pre preferential issue		Post preferential issue	
	No of Shares	%	No of Shares	%
Promoters and Promoter Group (A)	1,35,48,312	64.61	1,35,48,312	61.49
Public (B)	74,86,084	35.59	84,86,084	38.51
Total (A) + (B)	2,10,34,396	100.00	2,20,34,396	100.00
Custodian (C)	0	0.00	0	0.00
Grand Total (A) + (B) + (C)	2,10,34,396	100.00	2,20,34,396	100.00

(xiv) **Time frame within which the preferential issue shall be completed:**

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In accordance with Regulation 170 of the SEBI (ICDR) Regulations, 2018, the allotment of equity shares, shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

- (xv) **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 Allottee:**

Name of the Allottees	Ultimate Beneficial Owners	Pan / Passport No. (in case of Foreign Nation) of Ultimate Beneficial Owners
Sageone Flagship Growth 2 Fund	Samit S. Vartak	AFTPV0838D
Sageone Investment Managers LLP	Samit S. Vartak	AFTPV0838D

- (xvi) **The percentage of the post-preferential issue that may be held by the Proposed Allottee and change in control, if any, in the Company consequent to the Preferential issue:**

Sr. No.	Name of the proposed allottee	Category	Pre-Issue holding	%	No of equity shares proposed to be allotted	% for the current allotment	Post issue holding	%	Change in holding (%)
1	Sageone Flagship Growth 2 Fund	Public (Non-Promoter)	0	0	8,00,000	80	8,00,000	3.63	3.63
2	Sageone Investment Managers LLP	Public (Non-Promoter)	0	0	2,00,000	20	2,00,000	0.90	0.90

- (xvii) **Undertaking:**

The Company hereby undertakes that:

(a) The price at which the equity shares are proposed to be allotted is not lower than the minimum price calculated as per applicable the ICDR Regulations. It would re-compute the price of the equity shares specified above, in terms of the provisions of the ICDR Regulations, if and where it is required to do so;

(b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the ICDR Regulations, the above equity shares, shall continue to be locked in till the time such amount is paid by the Proposed Allottee; and

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(c) Neither the Company, nor its directors or Promoters have been declared as willful defaulter or a fugitive economic offender or a fraudulent borrower.

(xviii) **Change in Control:**

The issue of the Equity shares will not result/ change in the Management or control of the Company. As per the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations") this increase of the holding in any individual allottees will not result into any open offer.

(xix) **Current and proposed status of the Proposed Allottee post the preferential issue viz. promoter or non-promoter:**

Sr. No.	Details of Proposed Allottee	Pre status of the proposed allottee	Post status of the proposed allottee
1	Sageone Flagship Growth 2 Fund	Public (Non-Promoter)	Public (Non-Promoter)
2	Sageone Investment Managers LLP	Public (Non-Promoter)	Public (Non-Promoter)

(xx) **Lock-in period:**

The Equity Shares allotted pursuant to this resolution equity shares shall be subject to a lock-in for such period as per the provisions of Chapter V of the ICDR Regulations.

As Regulation 167 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018:

The Equity shares of the company allotted on a preferential basis to persons other than the promoters and promoters' group i.e., non-promoters shall be locked-in for six (6) Months from the date of trading approval granted by Stock exchange(s).

Further, the entire pre-preferential allotment holding of the Proposed Allottees shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations: NA

As per Regulation 167(6) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the entire pre-preferential allotment shareholding of the allottees, if any shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.: NA

(xxi) **Practicing Company Secretary's Certificate:**

A certificate from M/s. Sachapara & Associates, Company Secretaries dated 23/02/2024 has been obtained by the Company certifying that the preferential issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations, 2018. The certificate can be accessed at <https://www.aaswatrading.in/> and shall be placed before the Extraordinary general meeting of the shareholders and also attached to this notice dated February 23, 2024.

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None of the Directors/KMP or their relatives are concerned or interested in the said resolution.

As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the relevant stock exchanges on which the Equity Shares are listed under the provisions of the Listing Agreement.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as Special Resolution.

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**By Order of the Board of Directors
For TCC Concept Limited**

Date: February 23, 2024
Place: Pune

**Sd/-
Divya Reejwani
Company Secretary**

**E-mail: compliance@tccltd.in
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